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Draft Prospectus
Dated: November 7, 2024
Please read Section 26 and 28 of the Companies Act, 2013
Fixed Price Offer

NILACHAL CARBO METALICKS LIMITED

(Corporate Identification Number: U23101OR2003PLC007061)

Registered Office		Corporate Office	Contact Person	Email and Telephone	Website
N/4 – 158 IRC Village, Bhubaneswar - 751015, Odisha, India		N.A.	Haraprasad Rout Company Secretary and Compliance Officer	Email: secretarial@nilachalcoke.com Telephone No.: 06742551375	https://nilachalcoke.com
THE PROMOTERS OF OUR COMPANY ARE MR. BIBHU DATTA PANDA AND KAJAL FASHIONWEAR AGENCY PRIVATE LIMITED					
DETAILS OF THE OFFER					
TYPE	FRESH OFFER SIZE	OFS SIZE	TOTAL OFFER SIZE	ELIGIBILITY	
Fresh Offer and Offer for Sale	Up to 26,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 40,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 66,00,000 Equity Shares aggregating to ₹ [●] Lakhs	The Offer is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations	
OFS: Offer For Sale					
DETAILS OF OFFER FOR SALE BY SELLING SHAREHOLDERS					
NAME		TYPE	NO. OF SHARES OFFERED	WACA PER EQUITY SHARE (IN ₹)*	
Kajal Fashionwear Agency Private Limited		Selling Shareholder	Up to 40,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	10	
RISKS IN RELATION TO THE FIRST OFFER					
This being the first public Offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Offer Price is [●] times of the face value of the Equity Shares. The Offer Price (determined and justified by our Company and Selling Shareholders in consultation with the Lead Manager as stated in “Basis for Offer Price” on page 87) 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 Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 22.					
ISSUER'S AND SELLING SHAREHOLDER'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 Offer, which is material in the context of the Offer, 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. Selling Shareholders accepts responsibility for and confirms only the statements expressly made by such Selling Shareholders in this Draft Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.					
LISTING					
The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of Bombay Stock Exchange Limited i.e., “BSE SME”. Our Company has received ‘in-principle’ approval from the Bombay Stock Exchange Limited for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Offer, the Designated Stock Exchange shall be Bombay Stock Exchange Limited (“BSE”).					
LEAD MANAGER TO THE OFFER					
 SUN CAPITAL ADVISORY SERVICES PRIVATE LIMITED		Ms. Kinnari Mehta		Email: kinnari@suncapital.co.in Tel. No: 022 6178 6000	
REGISTRAR TO THE OFFER					
 KFIN TECHNOLOGIES LIMITED		Mr. M Murali Krishna		Email: ncml.ipo@kfintech.com Tel. No: +91 40 6716 2222	
OFFER PROGRAMME					
OFFER OPENS ON: [●]		OFFER CLOSES ON: [●]			



Draft Prospectus
Dated: November 7, 2024
100% Fixed Price Offer
Please read Section 26 of the Companies Act, 2013
(This Draft Prospectus will be updated upon filing with ROC)

NILACHAL CARBO METALICKS LIMITED

Our Company was originally incorporated as “Company Limited by Shares” under the name “Nilachal Carbo Metalicks Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Cuttack, on February 13, 2003, vide certificate of incorporation bearing CIN U23101OR2003PTC007061. Pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on November 30, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to “Nilachal Carbo Metalicks Limited” and a fresh certificate of incorporation dated February 07, 2024 was issued to our Company by the Registrar of Companies, Cuttack, The Corporate Identification Number of our Company is U23101OR2003PLC007061. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Matters” beginning on Page no. 132.

Registered Office N/4 - 158 IRC Village, Bhubaneswar 751015, Odisha, India.

Website: <https://nilachalcoke.com/>

E-Mail: secretarial@nilachalcoke.co.in; Telephone No: +91 06742551375 Company Secretary and Compliance Officer: Mr. Haraprasad Rout

PROMOTERS OF OUR COMPANY: MR. BIBHU DATTA PANDA AND KAJAL FASHIONWEAR AGENCY PRIVATE LIMITED

THE OFFER

INITIAL PUBLIC OFFERING OF UP TO 66,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF NILACHAL CARBO METALICKS LIMITED (“NILACHAL” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] /- PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING TO ₹ [●] LAKHS COMPRISING OF FRESH OFFER OF UP TO 26,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] (“FRESH OFFER”) AND AN OFFER FOR SALE OF UP TO 44,00,000 EQUITY SHARES BY [●] (“SELLING SHAREHOLDERS”) AGGREGATING TO ₹ [●] LAKHS (“OFFER FOR SALE”) (“THE OFFER”) OF WHICH UP TO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS (“NET OFFER”). THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE OFFER” BEGINNING ON PAGE 243.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE OFFER PRICE IS [●] TIMES OF THE FACE VALUE.

In terms of Rule 19(2)(b)(i) of the SCRR this Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. This Offer is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Offer is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid applications being received from them at or above the Offer Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investor shall be allocated that higher percentage. All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Offer Procedure” beginning on page no. 253. A copy will be filed with the Registrar of Companies as required under Section 26 and 28 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST OFFER

This being the first public Offer of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10/-each and the Offer Price is [●] times of face value per Equity Share. The Offer Price (has been determined and justified by our Company and Selling Shareholders in consultation with the Lead Manager, as stated under chapter titled “Basis for Offer Price” beginning on page no. 75) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 22.

COMPANY’S AND SELLING SHAREHOLDER’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 Offer, which is material in the context of the Offer, 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. Selling Shareholders accepts responsibility for and confirms only the statements expressly made or confirmed by such Selling Shareholders in this Draft Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited (“BSE”) for using its name in this offer document for listing our shares on the SME Platform of BSE Limited (“BSE SME”). For the purpose of this Issue, the designated Stock Exchange is the BSE.

LEAD MANAGER TO THE OFFER

REGISTRAR TO THE OFFER



SUN CAPITAL ADVISORY SERVICES PRIVATE LIMITED

Address: 302, 3rd Floor, Kumar Plaza,
Near Kalina Market, Kalina Kurla Road,
Santacruz East, Mumbai-400029, Maharashtra, India

Telephone: 022 6178 6000

E-mail: kinnari@suncapital.co.in

Website: www.suncapitalservices.co.in

Investor Grievance E-mail: investorgrievance@suncapital.co.in

Contact Person: Ms. Kinnari Mehta

SEBI Registration Number: INM000012591

CIN: U67190MH2006PTC159258

KFIN TECHNOLOGIES LIMITED

Selenium Tower-B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad 500032, Telangana, India

Telephone: +91 40 6716 2222

E-mail: ncml ipo@kfintech.com

Investor Grievance E-mail: inward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: Mr. M Murali Krishna

SEBI Registration No.: INR000000221

CIN: L72400TG2017PLC117649

OFFER PERIOD

OFFER OPENS ON: [●]

OFFER CLOSES ON: [●]

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TABLE OF CONTENTS

SECTION I – GENERAL	1
DEFINITIONS AND ABBREVIATIONS.....	1
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA.....	12
FORWARD LOOKING STATEMENTS	14
SECTION II - SUMMARY OF OFFER DOCUMENT.....	15
SECTION III- RISK FACTORS.....	22
SECTION IV – INTRODUCTION	47
THE OFFER.....	47
SUMMARY OF FINANCIAL INFORMATION	48
GENERAL INFORMATION.....	52
CAPITAL STRUCTURE.....	60
SECTION V – PARTICULARS OF THE OFFER.....	75
OBJECTS OF THE OFFER	75
BASIS OF OFFER PRICE	87
STATEMENT OF POSSIBLE TAX BENEFITS	93
SECTION VI – ABOUT OUR COMPANY	96
INDUSTRY OVERVIEW.....	96
OUR BUSINESS.....	102
KEY REGULATIONS AND POLICIES	118
HISTORY AND CERTAIN CORPORATE MATTERS	132
OUR MANAGEMENT	137
OUR PROMOTERS AND PROMOTERS GROUP	154
DIVIDEND POLICY	160
SECTION VII – FINANCIAL INFORMATION.....	161
RESTATEd FINANCIAL STATEMENT.....	164
OTHER FINANCIAL INFORMATION.....	201
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS	203
SECTION VIII – LEGAL AND OTHER INFORMATION.....	217
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	217
GOVERNMENT AND OTHER STATUTORY APPROVALS	224
SECTION XI - GROUP COMPANIES	228
SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES.....	231
SECTION IX – OFFER INFORMATION	243
TERMS OF THE OFFER.....	243
OFFER STRUCTURE	251
OFFER PROCEDURE.....	253
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	284
SECTION X – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION.....	287
SECTION XI – OTHER INFORMATION	324
MATERIAL CONTRACT AND DOCUMENTS FOR INSPECTION	324
DECLARATIONS	326

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, circular, notification guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. Notwithstanding the foregoing, terms used in the chapters titled “**Industry Overview**”, “**Key Industry Regulations and Policies**”, “**Statement of Possible Tax Benefits**”, “**Restated Financial Statement**”, “**Basis for Offer Price**”, “**History and Certain Corporate Matter**”, “**Other Regulatory and Statutory Disclosures**”, “**Outstanding Litigations and Material Developments**” and “**Description of Equity Shares and Terms of the Articles of Association**” beginning on Page nos. 96, 118, 93, 164, 87, 132, 231, 217 and 287, respectively, shall have the meaning ascribed to such terms in such sections.*

General Terms

Term	Description
“Nilachal Carbo Metalicks”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer”, “the Company” or “the Issuer”	Nilachal Carbo Metalicks Limited, a public limited company, registered under the Companies Act, 1956 and having its registered office at N/4 – 158 IRC Village, Bhubaneswar 751 015, Odisha, India.
Our Promoters	Mr. Bibhu Datta Panda and Kajal Fashionwear Private Limited
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ Our Promoters and Promoter’s Group ” beginning on Page 154.
“page no.”, “on page no.”, “page”	Any reference to any page no. is relating to this Draft Prospectus.

Company Related Terms

Terms	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details, please refer chapter titled “ Our Management ” beginning on page no. 137.
Auditor of our Company / Joint Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being M/s. Goutam & Co., Chartered Accountants holding a valid Peer Review certificate as mentioned in the section titled “ General Information ” beginning on Page No. 52.
Bankers to the Company	Indian Bank, 3/1 B, IRC Village, Nayapalli, Khorda - 751015, Odisha
Board of Directors / Board / BOD	The Board of Directors of Nilachal Carbo Metalicks Limited unless otherwise specified.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Sunil Kumar Mishra
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
Corporate Identification Number (CIN)	Corporate Identification Number of our Company i.e., U23101OR2003PLC007061
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Mr. Haraprasad Rout
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons / Entities holding Equity Shares of Our Company.

Executive Director(s)	“Executive Director” means a Whole Time Director as defined in clause (94) of section 2 of the Act”. An Executive Director of our company, as appointed from time to time.
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed under section titled “ Group Companies ” beginning on Page No. 228.
Independent Director	A Non-executive & Independent Director as per the Companies Act, 2013. For detail of the Independent Director please refer to the chapter titled “ Our Management ” beginning on Page No. 137.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number is INE346R01013
Key Managerial Personnel / Key Managerial Employees	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled “ Our Management ” beginning on Page No. 137.
Managing Director (MD)	Managing Director of our Company is Mr. Bibhu Datta Panda. For details, please refer to the chapter titled “ Our Management ” beginning on Page No. 137.
Materiality Resolution	Resolution of Board of Directors dated July 05, 2024 for identification of group companies, material creditors and material litigation, in accordance with the requirements of the SEBI ICDR Regulations.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled “ Our Management ” beginning on Page No. 137.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
RBI Act	The Reserve Bank of India 1934 as amended from time to time.
Registered Office	N/4 – 158 IRC Village, Bhubaneswar, Odisha, India, 751015
Restated Financial Statement	The Restated Financial Information of our Company, which comprises the Restated Consolidated Financial Statement of Assets and Liabilities, the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Cash Flows, for the period ended September 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Cuttack
SEBI FVCI Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Stock Exchange	Unless the context requires otherwise, refers to BSE Limited
Subscribers to MOA	Initial Subscribers to MOA being Mr. Bibhu Datta Panda and Mr. Niranjan Panda.
Senior Management Personnel / SMP	Senior Management Personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in “ Our Management ” beginning on Page

	No. 137.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled “ Our Management ” beginning on Page No. 137.
Whole Time Director (WTD)	“Whole-time director” includes a director in the whole-time employment of the company. Whole-time Director of our Company, as described in the chapter titled “ Our Management ” beginning on Page No. 137.

Offer Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Amount	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Prospectus.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Applicant	Any prospective investor who makes a Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied, which includes an ASBA Applicant and an Anchor Investor.
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Applicants through the ASBA process, which will be considered as the application for Allotment in terms of the Prospectus and the Prospectus.
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.
Allotment	Issue of the Equity Shares pursuant to the Offer to the successful applicants.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Offer and which is described in ‘ <i>Basis of allotment</i> ’ under chapter titled “ Offer Procedure ” beginning on Page No. 253.
Bankers to the Offer and Refund Banker	[●]
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker Centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure

Share Transfer Agent	Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of this Draft Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Applicants in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
Designated Stock Exchange	SME Platform of BSE Limited (“BSE SME”)
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	This Draft Prospectus issued in accordance with Section 26 of the Companies Act filed with the SME Platform of BSE under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount.
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Offer, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an offer and with whom the Escrow Accounts will be opened, in this case being [●].
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Fixed Price Process/ Fixed Price Method	Fixed Price process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Fresh Offer/Issue	Fresh offer of up to 26,00,000 Equity Shares by our Company aggregating up to ₹ [●] Lakhs to be issued by our Company as part of the Offer, in terms of the Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations.
“General Information Document” or “GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, notified by SEBI, suitably modified and included in the chapter titled “Offer Procedure” beginning on page 253
Offer Opening Date	The date on which the Offer opens for subscription
Offer Closing date	The date on which the Offer closes for subscription
Offer Period	The periods between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their application.
Issue / Offer Size / Public Offer	The Public Offer of 66,00,000 Equity Shares of ₹ 10/- each at ₹ [●] per Equity Shares including Share Premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by Nilachal Carbo Metalicks

	Limited.
Offer price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [●] (including share premium of ₹ [●] per Equity Share).
Offer Proceeds	The proceeds from the Offer based on the total number of equity shares allotted under the Offer.
LM / Lead Manager	Lead Manager to the offer, in this case being Sun Capital Advisory Services Private Limited.
Lot Size	Lot Size for the Offer being [●]
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and BSE
Market Maker	The Market Maker to the Offer, in this case being [●].
Market Making Agreement	The Agreement entered into between the Market Maker and our Company dated [●].
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Offer, less Offer expenses to the extent applicable to the Fresh Offer.
NCLT	National Company Law Tribunal
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ [●] each at ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by Nilachal Carbo Metalicks Limited.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Offer, after retails portion, being not more than 50% of the Net Offer which shall be available for allocation to NRIs in accordance with the SEBI ICDR Regulations.
Net Proceeds	The Offer Proceeds less the Offer related expenses. For further details, please refer to the chapter titled “ Objects of the Offer ” beginning on page 75
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.
Other Investor(s)	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Pay-in-Period	The period commencing on the Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Offer opening and closing dates and other information.
Pricing Date	The date on which our Company in consultation with the LM, will finalize the Offer price.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Refund Bank / Refund	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at

Banker	which the Refund Account will be opened, in this case being [●].
Registrar / Registrar to the Offer	Registrar to the Offer being KFin Technologies Limited
Registered Brokers	Stockbrokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of BSE Limited and National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Registrar Agreement	The agreement dated September 26, 2024 entered between our Company and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
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.
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Applicants) who applies or Applications for the Equity Shares of a value of not more than ₹ 2,00,000/-.
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application Forms during the Offer Period and withdraw their Application Forms until Offer Closing Date.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
Self-Certified Syndicate Bank(s)/ SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Applicants into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter	The Underwriter to the Offer, in this case being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no.

	SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Applicant by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Applicant to such Mobile App) to the Retail Individual Applicant initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Application Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by a RII to make a Application in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
UPI Mandate Request	A request (intimating the RIIs by way of a notification on the UPI application and by way of a SMS directing the RIIs to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The mechanism that may be used by RIIs in accordance with the UPI Circulars to make an ASBA Application in the Offer
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
Wilful Defaulter or a fraudulent borrower	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	Till Application / Offer closing date: All days other than a Saturday, Sunday or a public holiday; Post Application / Offer closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Technical and Industry Related Terms

Terms	Description
ACQ	Annual Contracted Quantity
AIDC	Agriculture Infrastructure And Development Cess
BCD	Basic Custom Duty
C	Carbon
CDM	Coal Bed Methane
CIL	Coal India Limited
CMPDI	Central Mine Planning & Design Institute Limited
CRI	Coke Reactivity Index
CSN	Crucible Swelling Number
DCB	Domestic Coal-Based
DEEP	Discovery of efficient electricity price
DIPP	Department of Industrial Policy and Promotion
EPFO	Employee Provident Fund Organisation

FAP	Ferro Alloy Producers
GDP	Gross domestic products
GCV coal	Gross Calorific Value Coal
GR	General Order
HDD	Hazardous Directional Drilling
HSE	Health Safety and Environment
HC	High carbon
ICB	Imported Coal-Based
IFAPA	Indian Ferroalloys Producers' Association
ISA	Indian Steel Association
JIT	Just-In-Time
LC	Low Carbon
LAM	Low Ash Metallurgical
LAM Coke	Low Ash Metallurgical Coke
MC	Medium Carbon
MET	Metallurgical coke
MMTC	Metal and Minerals Trading Corporation
MTPA	Metric Tonnes Per Annum
MSME	Micro, Small and Medium Enterprise
MT	Metric Tones
NMDC	National Mineral Development Corporation
NMEP	National Mineral Exploration Policy
NRS	Non-Regulated Sector
OGL	Open General License
PIL Scheme	Production Linked Incentive Scheme
PRC	Progressive Rehabilitation and Closure Plan
QC	Quality Check
SCCL	Singareni Collieries Company Limited
TPA	Tonnes per annum
UG	Underground
ULP Coke	Ultra Low Phosphorous Nut Coke
VM	Volatile Matter

Conventional and General Terms/ Abbreviations

Terms	Description
A/c	Account
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
CGST	Central Goods & Services Tax
Depositories	NSDL and CDSL

Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
EOGM/EGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
EPFO	Employment Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	The Employees' State Insurance Act, 1948
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA Act/FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/Gol	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IGST	Integrated GST
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
IBEF	India Brand Equity Foundation
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Rules	Income Tax Rules

ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LM	Lead Manager
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
Rs. / Rupees / INR / ₹	Indian Rupees
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / SEBI (ICDR) Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including

	instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	&P Bombay Stock Exchange Sensitive Index
SEZ	Special Economic Zones
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
WCTL	Working Capital Term Loan
WEO	World Economic Outlook

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

Unless All references in the Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Nilachal Carbo Metalicks Limited” and “NCML”. In this Draft Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our Restated Financial Statements which includes Restated Financial information for the period ended September 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled “**Restated Financial Statement**” beginning on Page No. 164. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated 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 on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on Page Nos. 22, 102 and 203, respectively of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Prospectus has been obtained or derived from 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.

Currency and units of presentation

In this Draft Prospectus, unless the context otherwise requires, all references to;

1. ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.

2. 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

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

In accordance with the SEBI (ICDR) Regulations, the chapter titled "***Basis for Offer Price***" beginning on Page No. 87 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

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.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. 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, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- Our ability to retain Key Customers impacting our major business and performances.
- Inability to comply with changes in mining, environmental and labour laws and other applicable regulations.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer to the sections / chapters titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on Page Nos. 22, 102 and 203, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the Lead Manager, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II - SUMMARY OF OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections titled “**Risk Factors**”, “**The Offer**”, “**Capital Structure**”, “**Objects of the Offer**”, “**Industry Overview**”, “**Our Business**”, “**Financial Information**”, “**Outstanding Litigation and Material Developments**”, “**Offer Procedure**” and “**Main Provisions of the Articles of Association**” beginning on pages 22, 47, 60, 75, 96, 102, 161, 217, 253 and 287, respectively.

A. OVERVIEW OF BUSINESS

Our Company was incorporated in 2003 and engaged in manufacturing of Low Ash Metallurgical (“**LAM**”) Coke and selling to most of the top ferro chrome manufacturers in the country. Our owned Plant is located at Baramana, Jajpur, Odisha has capacity of 60,000 Metric Tonnes Per Annum (MTPA). Our second Plant on leased basis at Visakhapatnam, has capacity of 18,000 MTPA. Now, we are proposing an expansion of additional capacity of 34,400 MTPA at our owned existing vacant land available at our owned Plant.

B. OVERVIEW OF THE INDUSTRY

India has witnessed the highest ever coal production in the FY 2024 which was about 997.25 MT vs. 893.19 MT in FY 2023, a growth of about 11.65%. Most of coal requirement of the country is met through indigenous production / supply. The focus of the Government is on increasing the domestic production of coal and to eliminate non-essential import of coal in the country.

C. PROMOTERS

As on the date of this Draft Prospectus, Our Promoter are Mr. Bibhu Datta Panda and Kajal Fashionwear Agency Private Limited. For further details, see “**Our Promoter and Promoter Group**” on page 154.

D. DETAILS OF THE OFFER

This is an Initial Public Offer of upto 66,00,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs (“**The Offer**”) Comprising of Fresh Offer Up to 26,00,000 Equity Shares aggregating up to ₹ [●] lakhs and Offer for Sale Up to 40,00,000 Equity Shares aggregating up to ₹ [●] lakhs by Selling Shareholder, out of which [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs will be reserved for subscription by the market maker to the offer (the “**Market Maker Reservation Portion**”). The Offer less Market Maker Reservation Portion i.e., Net Offer of [●] Equity Shares of face value of ₹ 10 each, at an Offer price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Offer**”. The Public Offer and Net Offer will constitute [●]% and [●] % respectively of the post- offer paid-up Equity Share capital of our Company.

E. OBJECTS OF THE OFFER

Our Company intends to utilize the Net Proceeds of the Offer to meet the following Objects:

Sr. No.	Particulars	Amount (₹ in Lakh)
1.	Funding Capital expenditure for installing One Coke Oven Plant for expansion of capacity	1,346.00
2.	Funding modernization of existing plant	303.31
3.	General corporate purposes*	[●]
	Total	[●]

* To be finalized before filing Offer Document

F. PRE-OFFER SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 2,23,26,950 Equity Shares of our Company aggregating to 99.99% of the pre-offer paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and

Promoter Group, as on date of this Draft Prospectus:

Sr. No.	Name of shareholders	Pre-Offer		Post Offer	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital
Promoters					
1.	Mr. Bibhu Datta Panda	70,69,440	31.66	[●]	[●]
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.33	[●]	[●]
Total – A		2,23,26,940	99.99	[●]	[●]
Promoters’ Group					
1.	Mr. Rishiraj Panda	10	0.01	[●]	[●]
Total-B		10	0.01	[●]	[●]
Total Promoters and Promoters’ Group (A+B)		2,23,26,950	99.99	[●]	[●]

G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the Restated Financial Statements for the period ended September 30, 2024 and FY 2024, FY 2023 and FY 2022:

(₹ in lakh)

Particulars	September 30, 2024	FY 2024	FY 2023	FY 2022
Equity Share Capital	2,232.70	2,232.70	2,232.70	2,232.7
Net worth	7,019.78	6,428.11	4,846.30	3,364.61
Total Income (including other Income)	9,918.06	26,712.65	26,845.98	20,058.30
Profit after tax	591.67	1,581.81	1,481.68	1,258.42
Earnings per Share (Basic and Diluted)	2.65	7.08	6.64	5.64
Net Asset Value per Share	31.44	28.79	21.71	15.07
Total Borrowings	2,480.34	2,613.81	1,883.68	1,007.21

H. AUDITOR QUALIFICATIONS NOT GIVEN EFFECT IN THE RESTATED FINANCIAL STATEMENTS

There are no audit qualifications which have not been given effect in the restated financial information.

I. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company, Promoters and Directors are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. For details, see “**Outstanding Litigation and Material Developments**” beginning on Page No. 217.

Litigations involving the Company:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/ demanded to the extent ascertainable (in ₹ Lakhs)
Criminal Proceedings against the Company	-	-
Criminal Proceedings filed by the Company	-	-
Indirect Tax	7	67.03
Direct Tax (TDS)	1	0.97
Actions by statutory and regulatory authorities against the Company	-	-

Other Pending Material Litigations against the Company	-	-
Other Pending Material Litigations filed by the Company	-	-
Total	8	68.00

Litigations involving our Promoter & Directors:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/ demanded to the extent ascertainable (in Rs. Lakhs)
Criminal Proceedings against the Directors & Promoters of the Company Name of the Director – Mr, Lala Tarun Prakash Narayan	1	-
Criminal Proceedings filed by the Directors & Promoters of the Company	-	-
Indirect Tax	-	-
Direct Tax		
Name of the Director – Mr. Amitesh Sinha (TDS)	1	0.40
Name of the Promoter – Kajal Fashionwear Agency Private Limited	1	26.85
Actions by statutory and regulatory authorities against the Directors & Promoters of the Company	-	-
Other Pending Material Litigations against the Directors & Promoters of the Company	-	-
Other Pending Material Litigations filed by the Directors & Promoters of the Company	-	-
Total	3	27.25

Litigations involving our Subsidiaries:

As on the date of Draft Red Herring Prospectus, the subsidiaries of our Company are not involved in any legal proceedings.

Litigations involving our Group Company: Nil

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 217.

J. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on Page No. 22.

K. SUMMARY OF CONTINGENT LIABILITIES

Following is the summary of the Contingent Liabilities and Commitments of the Company:

(₹ in lakh)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I. Contingent Liabilities				
a) Claims against the Company not acknowledged as debt (Direct taxes and Indirect Taxes)	117.04	117.04	117.04	59.59
b) Guarantees	520.00	520.00	400.00	Nil
c) Other money for which the Company is contingently liable.	Nil	Nil	Nil	Nil
II. Commitments				
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil	Nil	Nil

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
b) Uncalled liability on shares and other investments partly paid	Nil	Nil	Nil	Nil
c) Other commitments	Nil	Nil	Nil	Nil

For further details, please refer to Contingent Liabilities of the chapter titled “**Financial Information**” on Page No. 161.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the period ended September 30, 2024 and FY 2024, FY 2023 and FY 2022:

(₹ in lakh)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Directors and Key Management Personnel	33.50	98.72	56.84	66.87
Relatives of Key Management Personnel	Nil	Nil	63.00	56.55
Enterprises in which Directors / Promoters / Key Management Personnel / Relatives of Key Management Personnel can exercise significant influence	Nil	25.06	844.85	Nil
Total	33.50	123.78	964.69	123.42

M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the Promoter Group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.

N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

Name of Promoters	Total No. of Equity Shares	Weighted Average cost of acquisition (Rs.) per shares
Bibhu Datta Panda	Nil	Not Applicable
Kajal Fashionwear Agency Pvt. Ltd.	Nil	Not Applicable

O. AVERAGE COST OF ACQUISITION OF SHARES

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

Name of Promoters	Total No. of Equity Shares	Average cost of acquisition (Rs.) per shares
Bibhu Datta Panda	70,69,440	10
Kajal Fashionwear Agency Pvt. Ltd.	1,52,57,500	10

P. PRE-IPO PLACEMENT

Our Company is not considering any Pre-IPO placement of equity shares of the Company.

Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Our Company has not issued Equity Shares for consideration other than cash in the last one year except bonus issue. For further reference please see Chapter titled “**Capital Structure**” on page 60.

R. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Our company has not done any split/consolidation/ subdivision of equity shares of the Company since incorporation.

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

As on date of the Draft Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION III - RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Prospectus, particularly the **“Financial Information”** and the related notes, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 161, 102 and 203 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

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

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **“Risk Factors”** on page 22 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 203 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Restated Financial Statements”** on page 164.

INTERNAL RISK FACTORS

1. ***If the supply chain of raw materials is disrupted due to price volatility or changes in government regulations, it could significantly impact our business operations, potentially affecting our ability to meet customer demands and leading to adverse financial consequences for the company.***

If the supply of raw materials is disrupted due to price volatility, driven by factors such as foreign exchange fluctuations or changes in government regulations on import/ export, our business operations could face significant challenges. As our primary raw material, coking coal is subject to price fluctuations, which can lead to increased production costs. These cost increases may

not be immediately passed on to our customers, thereby compressing our profit margins. Moreover, new regulations that limit or restrict the importation of coking coal, or geopolitical factors that disrupt supply chains, could make it difficult to secure the necessary raw materials in a timely manner.

Given that we source our raw materials from suppliers who obtain the raw material from outside India i.e. they import, any changes in government or state regulations that restrict the flow of these materials could further impact their price and availability. Increase in price can lead to increased production costs, and these costs may not be passed on to our customers immediately, resulting in compressed profit margins. Such regulatory changes could lead to supply shortages or increased costs, compounding the difficulties we already face. This, in turn, could reduce our production capacity and operational efficiency, potentially disrupting our ability to meet customer demands and affecting our Company's financial performance.

These disruptions could result in delays or reductions in production, jeopardizing our ability to fulfill customer orders and maintain market share. Prolonged supply issues may strain relationships with our key customers, who could turn to alternative suppliers to ensure continuity in their operations. The financial impact of such disruptions could extend beyond operational costs, affecting our overall profitability, cash flow, and financial stability.

In the most severe scenario, significant and sustained challenges in raw material supply could lead to reduced operational capacity or even temporary shutdowns of production units, further exacerbating the financial strain on the company and potentially hindering our long-term profitability and growth prospects.

2. *Our business is inherently working capital-intensive. Should we encounter insufficient cash flows from our operations or face challenges in securing borrowing to meet our working capital needs, it could materially and adversely impact our business operations and financial results.*

Our business in the production of Low Ash Metallurgical (LMC) Coke is highly working capital-intensive, primarily because of the significant time lapse between the procurement of raw materials, such as coking coal, and the sale of our finished products, followed by the collection of payments from our customers. To ensure uninterrupted manufacturing operations, we must maintain adequate inventory levels at all times, which in turn increases our storage needs and working capital requirements. Consequently, there may be instances where our available funds are insufficient to meet our commitments, potentially requiring us to incur additional debt or use internal accruals to satisfy our working capital needs.

Our continued success hinges on our ability to secure and effectively manage adequate working capital. The ability to obtain financing and the associated costs depend on various factors, including prevailing economic and capital market conditions, credit availability from financial institutions, investor confidence, the sustained success of our operations, and a regulatory environment conducive to raising capital.

As we execute our growth plans, we may need to raise additional capital by taking on more debt or issuing equity to meet future capital expenditure requirements. If we encounter cash flow shortfalls or are unable to secure borrowing on time, or at all, to meet our working capital and other obligations, it could materially and adversely impact our business operations and financial performance. Managing our working capital effectively requires the timely settlement or rollover of short-term debt, securing new or additional loans on favourable terms, renegotiating payment terms with our trade payables, collecting trade receivables promptly, and adhering to well-prepared, realistic budgets for our business operations.

Failure to manage our working capital requirements adequately could result in material and adverse effects on our business, financial condition, and cash flows. There is no guarantee that we will successfully manage our working capital. If we are unable to implement sufficient internal control procedures and management systems to oversee our working capital and other financing sources, we may face insufficient capital to maintain and expand our business. This could lead to breaches of financing agreements, triggering cross-default provisions, and limiting our ability to secure new financing, all of which would severely impact our business, financial condition, and overall performance.

3. *Our business is dependent on our manufacturing units and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or underutilization of our manufacturing units could have an adverse effect on our business, results of operations and financial condition.*

Our business is heavily reliant on the efficient operation of our manufacturing units, which are central to our production processes and overall business operations. Given this dependence, we are exposed to several risks associated with the manufacturing

process.

Any slowdown or shutdown of our manufacturing units poses a significant risk to our business. These disruptions could result from various factors such as mechanical failures, scheduled or unscheduled maintenance, or unforeseen events like natural disasters. For example, our batteries require regular maintenance, especially when the condition of refractory bricks deteriorates. These bricks are crucial to withstanding the high temperatures required for our operations. When the bricks wear down, we must undertake significant maintenance to prevent breakdowns, which can lead to temporary shutdowns of production. Even short-term stoppages can create cascading effects across our supply chain, delaying product deliveries and resulting in potential lost revenue.

Underutilization of our manufacturing units, where production capacity is not fully employed, can also adversely affect our business. This may occur due to lower-than-expected demand, operational inefficiencies, or strategic shifts in production planning. When our plants are underutilized, fixed costs are spread over fewer units, raising per-unit production costs. This inefficiency not only impacts profitability but can also result in resource wastage, diminishing the overall effectiveness of our production assets.

Both slowdowns and underutilization in our manufacturing process can have substantial financial consequences. A slowdown in production decreases output, which directly affects revenue and cash flow. Prolonged shutdowns, particularly for critical maintenance like refractory brick replacement, can necessitate costly repairs and restoration efforts. Likewise, underutilized plants can contribute to higher operational costs relative to production output, compressing profit margins and straining our financial position.

Maintaining smooth and efficient manufacturing operations is essential for sustaining our market competitiveness. Any disruptions or inefficiencies in our production units, including the need for regular maintenance of key components like refractory bricks, can compromise our ability to meet customer demand, delay deliveries, and potentially harm our reputation. In a competitive market, operational reliability is key to retaining customer trust and ensuring long-term business relationships.

4. *Any failure in our quality control processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our product does not meet our customers' expectations.*

Our Company, engaged in the manufacturing of Low Ash Metallurgical (LMC) Coke, relies heavily on the quality of coal provided by our import suppliers for the production process. This dependence introduces a significant risk related to the potential variability in the quality of the supplied coal, which can directly impact the quality of the coke we produce. Factors such as inconsistencies in coal composition, the presence of impurities, and varying moisture content can all contribute to the production of sub-standard coke that fails to meet the stringent specifications outlined by our customers.

If the coal provided by our customers is of inferior quality, it could lead to the manufacturing of coke that does not align with customer expectations. This discrepancy could result in customer dissatisfaction, contractual disputes, and potential financial losses for our Company. Moreover, if the quality of our product is deemed sub-standard or if defects are discovered, we may be compelled to take back the defective product and reimburse our customers. Such quality lapses could damage our longstanding relationships with customers, harm our reputation, and negatively impact our brand image, which could in turn adversely affect our business operations, results, and financial condition.

The loss of customer trust in the quality of our products could lead to a refusal to engage in further business with us, significantly affecting our revenue and overall business operations. Additionally, we face the risk of legal proceedings and product liability claims being brought against us for defective products. While our company has not experienced any product liability losses till date, we cannot guarantee that we will not face such issues in the future or that we will not incur significant costs to defend against such claims. Any product liability claim could not only entail substantial costs but also further damage our reputation and brand image.

5. *Our manufacturing capacity could be significantly impacted if we are unable to maintain or renew our lease agreement for the Vishakhapatnam unit, which is owned by a third party. Should we fail to secure a renewal of this lease, it could adversely affect our business operations, revenue generation, and distribution channels.*

Our manufacturing capacity could be significantly impacted if we are unable to maintain our lease agreement with the

Vishakhapatnam unit, which is owned by a third party. This unit is critical to our operations, as it consists of 1 battery with 18 furnaces/Ovens, allowing for the production of 18,000 MT of Low Ash Metallurgical Coke. Its strategic location enables us to efficiently supply customers in the surrounding area, thereby reducing transportation costs and enhancing our revenue.

If we are unable to renew the lease agreement upon its expiration or if the renewal terms are unfavourable, we could face significant operational challenges. A loss of access to this facility would necessitate finding alternative production sites, leading to increased costs, longer supply chains, and potential delays in fulfilling customer orders. Relocating operations could require significant time and investment, further straining our resources and leading to production inefficiencies.

The impact on our revenue and distribution channels could be substantial. The Vishakhapatnam unit is integral to meeting our production targets and fulfilling customer orders. Any interruption in its operation could result in delays or shortfalls in product delivery, damaging customer relationships and potentially leading to a loss of business. Additionally, the inability to maintain this facility could weaken our market position, as competitors may capitalize on our reduced capacity to gain market share.

Our dependence on the Vishakhapatnam unit and the associated lease agreement underscores the importance of securing and maintaining critical manufacturing facilities. Failure to do so could have profound effects on our production capabilities, revenue generation, customer satisfaction, and overall market competitiveness.

6. ***Our business is highly dependent on the ferroalloy industries and is exposed to cyclical demand fluctuations in these sectors, which may materially affect our revenue, profitability, and financial condition. Further, we derive a significant portion of our revenues from a limited number of customers. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.***

The demand for Low Ash Metallurgical (LMC) Coke is directly linked to the performance of mainly Ferro-Alloy industries, where it serves as a vital input in their manufacturing processes. These industries are subject to cyclical economic trends, and any fluctuations in their performance can have an immediate and significant impact on our business operations and financial health. Further, our majority of revenue is generated from a limited numbers of our customers for the period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. The details of our transactions with top customer, top five (5) and top ten (10) customer are as follows:

Particulars*	September 30, 2024		Financial Year 2023-24		Financial Year 2022-23		Financial Year 2021-22	
	Revenue	%	Revenue	%	Revenue	%	Revenue	%
Top Customer	5,066.28	51.18	11,647.44	44.00	6,884.12	26.00	8,245.23	41.39
Top five (5) Customer	9,042.51	91.35	23,001.10	86.53	20,433.33	77.18	17,941.45	90.08
Top ten (10) Customer	9,825.21	99.26	25,784.92	97.00	25,416.89	96.00	19,885.47	99.84

* As certified by M/s. Goutam & Co., Chartered Accountants, the Peer Review Statutory auditor of our Company, by way of their certificate dated October 21, 2024.

During periods of economic downturn, reduced industrial activity, or unfavourable market conditions, demand for Ferro-Alloys can decrease rapidly, leading to reduced orders for LAM Coke. Factors such as slower infrastructure development, lower automotive production, Lower White Goods Production or reduced construction activity can further contribute to this decline. Additionally, any disruptions in our customers' manufacturing processes due to shortages of key inputs like Ferro Chrome can further reduce demand for our product, affecting our sales and operational efficiency.

The cyclical nature of the coke industry itself adds to this risk. Periods of low demand may result in excess inventory, reduced production rates, and downward pressure on pricing, while periods of high demand may strain supply capacity and drive - up costs. Our ability to forecast demand accurately, manage production efficiently, and maintain profitability is further challenged by volatility in raw material prices, regulatory changes, and trade policies that affect the steel and ferroalloy sectors.

Moreover, our reliance on a concentrated customer base in these industries presents additional risks. A downturn in the steel or ferroalloy industries, or financial difficulties faced by key customers, could lead to reduced orders and negatively impact our revenue, profitability, and cash flow. Prolonged weakness in these sectors may also hinder our long-term growth prospects and market position.

7. We are heavily dependent on limited number of suppliers in handling our business operations. The loss of any significant supplier may have an adverse effect on our business, operations, financial conditions and prospects.

Our operations are dependent on the supply of raw material i.e. coking coal, which we procure from domestic importers who specialize in importing high quality coking coal from different countries. The raw material is procured on the requirement of the clients' quality standards. This helps us to make the finished product as per the requirement of the clients.

We avail a significant portion of the raw materials from a limited number of suppliers or vendors. For the period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, our transactions with top supplier, top five (5) and top ten (10) suppliers are as follows:

Particulars*	September 30, 2024		Financial Year 2023-24		Financial Year 2022-23		Financial Year 2021-22	
	Revenue	%	Revenue	%	Revenue	%	Revenue	%
Top Supplier	3,908.09	47.03	7,779.12	34.00	9,654.45	41.05	8,210.35	47.86
Top five (5) Suppliers	6,998.79	84.22	17,736.46	76.50	21,043.60	89.48	14,682.85	85.59
Top ten (10) Suppliers	7,868.52	94.69	20,170.55	87.00	22,595.18	96.08	15,207.64	88.65

* As certified by M/s. Goutam & Co., Chartered Accountant, the Peer Review Statutory auditor of our Company, by way of their certificate dated October 21, 2024.

8. Our revenue is dependent on domestic market and we do not have any export revenue. Any adverse changes in the conditions affecting domestic market could adversely affect our business, results of operations and financial condition.

Our revenue is dependent on sales of LAM Coke, Nut coke, blast furnace grade coke and coke fines to domestic market i.e. in India only. We do not have any business presence or revenue from any other country. In the event of any slowdown in domestic market, or any developments that make our products less attractive in domestic market, we may experience distinct effects on our business, results of operations, and financial condition than if we had further diversified revenue across different geographical locations. Our business, results of operations and financial condition have been and will continue to be largely dependent on the prevailing domestic market conditions and any adverse changes in the conditions affecting domestic market related to our business operation, may adversely affect our business, results of operations and financial condition.

9. Our dependence on the Sukinda mining belt for chrome ore supply expose us to risks that could adversely affect our business, operations, and financial condition.

Our dependence on the Sukinda mining belt for Chrome Ore supply presents a significant risk to our business, particularly in relation to the production of Low Ash Metallurgical (LAM) Coke. If disruptions in Chrome Ore availability occurs, it can impact our customers' (Ferro-Chrome) manufacturing processes, particularly in the Steel (particularly Stainless Steel) and Ferro-Alloy industries where LAM Coke is a critical input.

If our customers experience manufacturing slowdowns or stoppages due to a shortage of Ferro Chrome (Chrome Ore), it will lead to a reduced demand for LAM Coke. This decline in demand would directly impact on our business by lowering sales volumes, reducing production output, and creating operational inefficiencies. Consequently, the drop in revenue would put pressure on our financial performance, diminishing profitability and straining cash flow, further affecting the overall stability of our operations.

This interconnected risk highlights the importance of ensuring a stable supply of raw materials to maintain our customers' manufacturing processes and, in turn, sustain demand for LAM Coke. Any disruption to this balance poses a significant risk to our business operations and financial stability.

10. There had been defaults or rescheduling / restructuring of borrowings with financial institutions / banks in past. Any such occurrence in future can adversely affect our business operations.

Our Company did one time settlement (OTS) with State Bank of India (SBI) in the year 2018 and the settlement amount was fully paid. Consequently, the SBI issued no dues certificate dated September 27, 2019 to our Company, stating that the full amount as per compromise settlement approved on March 13, 2018 has been received from the Company. The personal and corporate guarantees were also released.

We cannot ensure that any such event shall not re-occur in future. If any such delay or default in our debt repayment takes place in future, our rate of interest on debt may increase, lender(s) can take control on our assets and our it can adversely affect our business operations and profitability.

11. A significant portion of our revenue comes from key customers, and losing one or more of them, experiencing a decline in their financial health or business outlook, or facing a reduction in their demand for our products could negatively impact our business, operating results, financial condition, and cash flows.

We rely on a limited number of high-volume customers for a significant portion of our revenues. Our revenue with our top ten customers accounting for ₹ 9,825.21 Lakhs representing 99.26% and ₹ 25,784.92 Lakhs representing 97.26% of our total revenue from operations for the period ended September 30, 2024 and the year ending March 31, 2024, respectively. There is no guarantee that these key customers will continue to place similar orders with us in the future in case they have their operational issues, which presents a risk to our financial stability.

This dependency on a high-volume customers of big steel house/manufacturers may limit our ability to negotiate favourable terms, potentially impacting our profit margins and overall financial performance. If any of these customers experience a deterioration in their financial condition or business prospects, their demand for our products could decrease, leading to a significant reduction in the revenue we derive from them. We cannot assure that we will be able to maintain historic levels of business from these customers or significantly reduce our customer concentration in the future.

Additionally, our revenues may be adversely affected if any of our customers alter their supply chain strategies, reduce their outsourcing of the products we offer, or choose to do business with our competitors. A significant reduction in the volume of business with these customers, or the loss of one or more of them, could have a detrimental impact on our business, results of operations, financial condition, and cash flows.

To sustain or increase our revenue, we must continue to attract new customers and encourage existing customers to allocate a greater portion of their spending to us. As our industry evolves and competitors introduce lower-cost or differentiated products and services, our ability to retain and expand our customer base could be challenged.

12. We do not own Visakhapatnam office from where we carry out our business activities. Any dispute in relation to use of the premises could have a material adverse effect on our business and results of operations.

We have obtained our Visakhapatnam Office on rental basis. For details on the duration, please refer to Chapter titled “**Our Business**” beginning on page 102. In the event of extreme adverse conditions, termination/ non-renewal of said rent agreements, we may be required to vacate such premises which may cause disruption in our corporate affairs and adversely affect our business operations.

There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms or will be able to find alternate locations for the offices and factory on similar favourable terms to us, or at all. We may also unable to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations.

13. There are certain instances of delays in filing returns and/or payment of statutory dues. Any delay in filing returns and/or payment of statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities, which may have an adverse impact on our financial condition and cash flows.

Our Company has faced challenges in adhering to various statutory provisions, spanning key regulations such as the Goods and Services Tax Act, the Employees Provident Fund, Professional Tax and the Employees State Insurance Act. These delays primarily manifested in areas such as the depositing of GST amounts, as well as provident fund contributions mandated by the Employees Provident Funds and Miscellaneous Provisions Act, 1952. Additionally, we experienced delays in meeting our statutory dues under the Employees State Insurance Act.

The following table provides the number of delays we have made for the period ended September 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022:

Governing Tax Law	Form Type	Number of Delay			
		September 30, 2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
Goods and Service Tax (Odisha)	GSTR1	-	-	-	3
Goods and Service Tax (Vishakhapatnam)	GSTR1	-	-	7	1
Goods and Service Tax (Odisha)	GSTR3B	-	3	-	4
Goods and Service Tax (Vishakhapatnam)	GSTR3B	-	2	-	-
Provident Fund (Payment)	Monthly Contribution	1	-	1	3
Provident Fund (Filing)	Monthly Contribution	1	-	1	3
Employees State Insurance	Monthly Contribution				
Professional Tax	Monthly Contribution	NA	-	339 (days delay)	206(days delay)
TDS Payment	Monthly Contribution	2	1	-	-
TDS Return Filing	Quarterly Contribution	1	1	1	1

While we have taken corrective measures to address these past instances of non-compliance, it is crucial to acknowledge that future delays remain a possibility. Such lapses have the potential to disrupt our business operations and adversely impact our financial results. Delays in statutory compliance can lead to regulatory penalties, erode stakeholder confidence, and strain our financial resources.

14. The Promoter Group Company is in the same line of business i.e. manufacturing low ash metallurgical coke. Consequently there may be conflict of interest between the Companies.

Our Promoter Group company, Om Avi Carbon Resources Private Limited (“Om Avi”), operates in the same line of business as our Company, specifically in the manufacturing of low ash metallurgical coke. Om Avi has one battery with 36 furnaces/ovens, producing approximately 24,000 MT of low ash metallurgical coke. To address potential conflicts, our Company has entered into an exclusivity agreement i.e. ‘Contract Manufacturing Agreement’ dated April 16, 2022, through which Om Avi will only supply its finished product to our Company.

Despite this agreement, the overlap in business activities between our Company and Om Avi presents a potential conflict of interest in case Buyer opts for. Both companies being engaged in the same industry could lead to instances where our interests and those of the Promoter Group Company diverge. This could result in competition for the same customers, suppliers, or market opportunities, potentially impacting our market share, pricing strategies, and overall business performance.

Additionally, decisions made by Om Avi could influence or conflict with our business strategies, creating challenges in aligning objectives and operations. Even with the exclusivity agreement in place, it remains crucial to establish clear boundaries and transparent decision-making processes to mitigate the risk of conflict of interest. Without these safeguards, the potential for conflict could adversely affect our business, including our competitive position, customer relationships, and financial performance.

15. Failure to comply with environmental laws and regulations by us could lead to unforeseen environmental litigation which could impact our business and our future net earnings.

Non-compliance with environmental laws and regulations could expose our company to significant risks, including unforeseen environmental litigation. Environmental regulations are stringent and are continually evolving, often becoming more rigorous over time. These laws govern various aspects of our operations, including waste disposal, emissions control, resource usage, and overall environmental impact.

Failure to adhere to these regulations could result in severe consequences, such as fines, penalties, or even operational shutdowns mandated by regulatory authorities. In addition to these financial liabilities, we could face legal actions from government bodies, non-governmental organizations, or affected communities, leading to costly and prolonged litigation.

The impact of such litigation could extend beyond immediate financial costs. It could harm our company’s reputation, erode customer trust, and negatively affect our relationships with stakeholders, including investors, suppliers, and customers. The adverse publicity resulting from environmental violations could damage our brand image, making it more difficult to secure new business opportunities or retain existing clients.

Moreover, the financial burden of environmental litigation could strain our resources, affecting our ability to invest in growth initiatives, innovation, or other critical areas of our business. This, in turn, could hinder our competitive position in the market and impact our future net earnings.

Hence, non-compliance with environmental laws poses a substantial risk to our business, with the potential to cause financial, legal, and reputational damage that could have long-lasting effects on our operations and financial health. Proactively addressing these risks through stringent compliance measures, continuous monitoring, and investment in sustainable practices is essential for safeguarding our company's future.

16. There are outstanding legal proceedings involving our Company, Directors and Promoters. Any adverse decisions could impact our cash flows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention, consume financial resources in their defense or prosecution, affect our reputation, standing and future business and have an adverse effect on our business, prospects, results of operations and financial condition

There are outstanding legal proceedings involving our Company, Directors and Promoters. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. For details, see “**Outstanding Litigation and Material Developments**” beginning on page 217.

A brief detail of such outstanding litigations as on the date of this Draft Prospectus, with the amount involved, to the extent quantifiable are as follows:

Litigations involving the Company:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/ demanded to the extent ascertainable (in Rs. Lakhs)
Criminal Proceedings against the Company	-	-
Criminal Proceedings filed by the Company	-	-
Indirect Tax	7	67.03
Direct Tax	1	0.97
Actions by statutory and regulatory authorities against the Company	-	-
Other Pending Material Litigations against the Company	-	-
Other Pending Material Litigations filed by the Company	-	-
Total	8	68

Litigations involving our Promoter & Directors:

Nature of Cases	No. of Outstanding Cases	Amount in dispute/ demanded to the extent ascertainable (in Rs. Lakhs)
Criminal Proceedings against the Directors & Promoters of the Company Name of the Director – Mr, Lala Tarun Prakash Narayan	1	-
Criminal Proceedings filed by the Directors & Promoters of the Company	-	-
Indirect Tax	-	-
Direct Tax	-	-
Name of the Director – Mr. Amitesh Sinha	1	0.40
Name of the Promoter – Kajal Fashionwear Agency Private Limited	1	26.85
Actions by statutory and regulatory authorities against the Directors & Promoters of the Company	-	-
Other Pending Material Litigations against the Directors & Promoters of the Company	-	-
Other Pending Material Litigations filed by the Directors & Promoters of the Company	-	-

Total	3	27.25

Litigations involving our Group Company: Nil

*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 217.*

There can be no assurance that these litigations will be decided in favour of our Company, Directors or Promoters and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

17. We may not be able to recruit or retain key management and plant operating personnel, such persons could affect our business and operations.

Our ability to recruit and retain key management and plant operating personnel is critical to the success of our business. These individuals possess specialized knowledge, skills, and experience that are vital to managing our operations, driving strategic initiatives, and ensuring the efficient functioning of our manufacturing processes. However, we face several risks related to attracting and retaining these key employees in case of their pursuance for higher ambition.

The industries in which we operate are highly competitive, and there is a strong demand for experienced management and skilled plant operators. Competitors, both within our sector and in related industries, may offer more attractive compensation packages, career opportunities, or working conditions, making it challenging for us to attract and retain top talent. If we are unable to offer competitive remuneration or growth opportunities, we risk losing key personnel to other companies, which could disrupt our operations and hinder our ability to execute our business strategies effectively.

Our plant operating personnel are highly skilled and are an integral part for maintaining the smooth and efficient running of our manufacturing and as they are operating such complex operation along with critical machinery, they are having a strong command of our oven operation & machineries, if we lose our plant operating personnel, it will be difficult for us to recruit new plant operating personnel that matches the skillset of our current operators and there is possibility that we may not be able to recruit such highly experiences and technically sound plant operating personnel, which might lead to operational inefficiencies, increase in the down time and which in turn might affect our ability to meet the demand of our customers.

Key management personnel play a crucial role in shaping our strategic direction, managing our financial health, and guiding our business through challenges and opportunities. The departure of senior executives or other key leaders could create a leadership vacuum, leading to a loss of institutional knowledge and continuity. This could impair our ability to make timely and effective decisions, pursue new business opportunities, or respond to changes in the market environment. Moreover, any instability at the management level could affect employee morale and confidence, potentially leading to further turnover or disruptions in our workforce.

Retaining key personnel requires ongoing efforts to foster a positive work environment, provide career development opportunities, and align individual goals with the company’s objectives. However, changes in company culture, shifts in business strategy, or external factors such as economic conditions or industry trends could impact employee satisfaction and retention. If we fail to address these challenges, we may experience higher turnover rates, leading to increased recruitment and training costs, as well as potential disruptions in our business operations.

In case we lose our key management personnel, the recruitment of new people in their place will be difficult as they play a significant role in the growth of our Company through active contribution in the managerial and financial decisions, and it will be difficult for our Company to find such individuals who can smoothly continue such role and functions. In case we loses our plant operating personnel, there is high possibility that our Company will lose significant time and money for training of newly recruited plant operating personnel, which might result into inefficiencies and even led to delays in completion of our customer’s orders.

Effective succession planning is essential to ensure that we have a pipeline of qualified candidates ready to step into key roles

when needed. Without a robust succession plan, the unexpected departure of key personnel could leave us unprepared to fill critical positions, resulting in operational disruptions or strategic missteps. Developing and implementing a comprehensive succession strategy is vital to safeguarding the continuity of our leadership and operational expertise.

Certain management and plant operating roles require specific qualifications, certifications, or compliance with regulatory standards. If we are unable to recruit individuals who meet these requirements, or if our current personnel fail to maintain their qualifications, we may face regulatory penalties, operational disruptions, or challenges in meeting industry standards. This could affect our ability to operate efficiently and in compliance with relevant laws and regulations.

Our ability to recruit and retain key management and plant operating personnel is crucial to the success and stability of our business. The loss of these individuals, or our inability to attract new talent, could have significant adverse effects on our operations, strategic direction, and overall financial performance. Proactively addressing these risks through competitive compensation, career development opportunities, and effective succession planning is essential to ensuring the long-term success and sustainability of our business.

18. *Our Company operates under several statutory and regulatory approvals for the operations. Failure to obtain or maintain licenses, registrations, permits and approvals may affect our business and results of operations.*

Our business operations are subject to various statutory/regulatory approvals and we are required to obtain and maintain necessary statutory/regulatory permits for operating our business. For further information on approvals relating to our business and operations, please see “**Government and Other Statutory Approvals**” on page 224.

These permits, licenses and approvals may also be tied to numerous conditions, some of which may be onerous to us and require additional costs. We cannot assure that we will be able to comply with the regulatory requirements as per applicable regulations, which may lead to disruption of relevant permits, licenses, registrations and approvals.

Our Company will be required to obtain necessary approvals for the objects to the Offer upon receipt of Offer proceedings and there can be delay or non-receipt of necessary approvals due to the same there can be deviation in achievement of object to the Offer.

Further, the original professional Tax Registration Certificate our Company is not traceable. However, Company is regular in payment of professional tax and there is no discrepancy from professional tax department with regard to Professional Tax number. Also, certain certificates/ licenses are in the name of private limited. For some certificates / licenses our company is yet to make applications for change in name. For further information on approvals relating to our business and operations, please see “**Government and Other Statutory Approvals**” on page 224.

Certain of our material approvals, registrations, permits and licenses may expire in the ordinary course of business for which we may have either made or are in the process of making applications for obtaining their renewal. Further, applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframe and are often subject to the discretion of relevant authorities. If we are unable to make applications or renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner, at a reasonable cost, or at all or in the event we fail to comply with the terms and conditions therein, it could affect our financial condition and results of operations, including cancellation, revocation or suspension of relevant permits, licenses, registrations and approvals and the imposition of penalties by relevant authorities and it may adversely affect business operations of our Company.

19. *Our Promoters/Directors have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters/Directors and thereby, impact our business and operations.*

According to the terms and conditions of Bank sanction letter, our Promoters/Directors have provided personal guarantees to our Company and Group Company to secure our existing borrowings and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Promoter Group may be invoked, which could negatively impact the reputation of our Company. We may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation.

Furthermore, in the event that our Promoters and Promoter group members withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities.

In addition, our Promoter and Promoter Group may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “**Financial Indebtedness**” on page no. 215.

20. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.

The following table sets forth our contingent liabilities as at September 30, 2024 and March 31, 2024, March 31, 2023 and March 31, 2022 as per the Restated Financial Information:

(in ₹ lakhs)				
Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as debt (Direct Taxes and Indirect Taxes)	117.04	117.04	117.04	59.59
Guarantees	520.00	520.00	400.00	0.00
Total	637.04	637.04	517.04	59.59

We cannot assure you that these contingent liabilities will not become established as liabilities. In the event any of these contingent liabilities become established as liabilities, it may have an adverse effect on our financial condition and results of operations.

21. We may not be sufficiently protected or insured for certain losses that we may incur or claims that we may face against us.

Our insurance may not be adequate to cover our claims or may not be available to the extent we expect. We maintain insurance coverage under various insurance policies including Industrial all risk insurance, Motor vehicle, Employee/workman compensation etc. Our insurance policies do not cover all risks and therefore may not protect us from liability for damages.

These may lead to financial liability and other adverse consequences. We have not faced any material instances where insurance claims were made in the past. The following tables set forth details relating to insurance expenses for the period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022:

(₹ In Lakhs)				
Particulars	For the period ended September 30, 2024	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Insurance Expenses	6.89	15.74	10.90	14.69
% of Total revenue from operations	0.07	0.06	0.04	0.07

For further details, please refer to the Insurance Policies under chapter titled “**Our Business**” beginning from page no 102. We cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of litigation, operational interruptions or repair of damaged facilities. Although we have not written off any material insurance claim receivables for the period ended September 30, 2024 and Financial Years 2024, 2023 and 2022, we cannot assure you that we will not write off any material insurance claim receivables in the future. There is no claim pending with any Insurance Company till date. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the ordinary course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable costs or at all. To the extent that we suffer loss or damage for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us. If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition, cash flows and results of operations may be adversely affected.

For further details of our Insurance Policies, please refer section titled “**Our Business**” beginning on page 102.

22. *We do not have long-term agreements with our customers. If a significant number of our customers choose not to place long term purchase orders with our Company or may choose to terminate our contracts if market price drops drastically, our business, financial condition and results of operations may be adversely affected.*

Our business faces a significant risk due to the absence of long-term agreements with our customers. Unlike contracts that guarantee a sustained business relationship over an extended period, our current arrangements with customers are generally short-term or locked in certain quantity. Our relationship with customers is on a non-exclusive basis and accordingly, our customers may choose to cease sourcing our products and choose to source alternative options over & above order quantity / Contract

We rely heavily on purchase orders to manage the volume and terms of our product sales. These orders are essential for coordinating our production, inventory, and delivery schedules by specifying critical details such as product quantity, pricing, and delivery timelines. However, these orders can be subject to changes or cancellations, a situation often exacerbated during periods of abnormal market volatility or temporary suspension of production at buyer's plant. In such cases, customers may "short close" their orders, meaning they might reduce or cancel their purchase commitments abruptly due to price fluctuations or other market factors or non-requirement. This can disrupt our production plans and create mismatches in inventory, leading to inefficiencies, increased storage costs, and potential financial losses from surplus or unsold goods. Therefore, while purchase orders are vital for our operations, their inherent variability and the risk of short closures introduce significant challenges that can impact our production efficiency, inventory management, and overall financial stability.

Firstly, amendments or cancellations of purchase orders can lead to substantial disruptions in our production schedules. When customers alter or cancel their orders, it can create difficulties in adjusting our manufacturing processes to align with the new requirements. This misalignment can result in inefficiencies, production delays, and a potential decrease in overall productivity. Moreover, fluctuations in order volumes can create imbalances between our inventory of raw materials and finished products. If anticipated orders are delayed or do not materialize, we might find ourselves with excess raw materials or surplus finished goods. This imbalance can lead to increased costs associated with inventory management, including storage and potential markdowns to clear out surplus products. Such costs can erode our operating margins and adversely affect our financial performance.

Additionally, the challenge of managing excess inventory carries the risk of obsolescence. If we are unable to find customers for surplus products, these goods may become outdated or obsolete over time. This could necessitate writing off inventory, resulting in financial losses that impact our business, financial condition, and results of operations. Excessive inventory may also strain our cash flow, further affecting our liquidity and overall financial stability.

The reliance on purchase orders introduces various risks related to production scheduling, inventory management, and financial performance. Changes in order volumes can lead to increased operational costs, reduced profitability, and potential losses from obsolete inventory. Effective inventory management, strong customer relationships, and flexible production strategies are essential to mitigating these risks and maintaining financial stability.

23. *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 affecting our products, as well as those impacting our customers' products, are subject to change. Adverse alterations in regulations such as new licensing requirements, updated technical standards, or more stringent specifications can significantly impact our operations. We may be required to modify our manufacturing and distribution processes, target different markets, and invest in capital expenditures to comply with these new regulatory demands.

There is no guarantee that we will be able to meet all new regulatory requirements effectively. Non-compliance with updated statutes or regulations could lead to delays in obtaining approvals for the manufacture and marketing of new products, or it might necessitate the withdrawal of existing products from the market. Additionally, failure to adhere to the conditions attached to approvals, licenses, registrations, and permissions could result in regulatory bodies suspending, curtailing, or revoking our ability to market those products.

The inherent risk of inadvertently failing to meet regulatory requirements could lead to significant consequences, including forced shutdowns and sanctions imposed by regulatory authorities. It could also delay or prevent us from receiving necessary regulatory approvals for new products. Such outcomes could adversely affect our business operations, financial performance,

and overall financial condition.

24. *Non-compliance with amendments to safety, health, and environmental laws, as well as other applicable regulations, could negatively impact the Company's operational performance and financial condition.*

Our Company specializes in manufacturing Low Ash Metallurgical (LAM) Coke and byproducts like Low Phosphorous Coke Fines which are subject to a range of rules and regulations concerning safety, health, and environmental protection. These include the Air Prevention and Control of Pollution Act, Noise Pollution and Water Prevention and Control of Pollution Act, Employees Provident Fund Act, and Bonus Act, among others. Given the nature of our operations, we must comply with Indian laws and regulations that govern various aspects of our business, including air and water discharge, noise levels, storage and handling, and employee exposure to hazardous substances.

Non-compliance with these safety, health, and environmental regulations could lead to significant consequences. Potential penalties include fines, judicial proceedings, or third-party claims, all of which could adversely impact our operational results and financial condition. Additionally, failure to adhere to existing or future regulations may necessitate costly adjustments to our processes or operations, further straining our resources and potentially affecting our business performance.

25. *If we are unable to manage our growth or execute our strategies effectively, our business plan and expansion may not be successful, and our business and prospects may be adversely affected.*

One of the objectives of the offer is to enhance our manufacturing capacity by installing additional batteries along with machinery equipped with the latest technological advancements. This strategic investment is aimed at improving our production efficiency, increasing output, and enabling us to meet the growing demand more effectively. By incorporating state-of-the-art technology, we seek to maintain a competitive edge in the market, reduce operational costs, and enhance the overall quality of our products. This expansion is expected to significantly contribute to our long-term growth and sustainability by optimizing our manufacturing processes and aligning with industry best practices.

However, our ability to manage growth and effectively execute our strategies is crucial to the success of this business plan and expansion effort. As we seek to expand our operations, increase our market presence, and enhance our product offerings, we may face significant challenges that could impact our ability to achieve these strategic goals.

One of the primary risks associated with growth is the potential strain on our management team and operational resources. Rapid expansion often requires substantial investments in infrastructure, technology, and human resources. If we are unable to efficiently scale our operations, we may experience operational inefficiencies, delays in project execution, and increased costs, hindering our ability to deliver products on time, which could compromise our reputation and customer satisfaction. Moreover, growth may necessitate the integration of new technologies, processes, and personnel. If we fail to integrate these elements smoothly, we may encounter disruptions in our operations, negatively affecting our productivity and profitability. Expanding into new markets or launching new products may also expose us to unfamiliar regulatory environments, competitive pressures, and market dynamics, which could complicate our growth efforts and result in unforeseen challenges.

Effective execution of our strategies also depends on our ability to attract and retain skilled talent, maintain strong relationships with suppliers and customers, and adapt to changing market conditions. If we are unable to align our workforce, resources, and operations with our strategic objectives, our growth initiatives may falter, leading to missed opportunities, reduced market share, and an inability to capitalize on emerging trends.

Additionally, our expansion plans may require significant capital expenditures and financial investments. If we are unable to secure the necessary funding on favourable terms, or if our growth initiatives do not generate the anticipated returns, our financial condition could be adversely affected. This could force us to scale back our growth plans, delay key projects, or divert resources away from other critical areas of our business. The success of our business plan and expansion efforts hinges on our ability to manage growth and execute our strategies effectively. Failure to do so could result in operational disruptions, financial strain, and a diminished competitive position, ultimately affecting our business prospects and long-term success.

26. *We operate in a highly competitive industry and our failure to compete effectively could have a negative impact on the success of our business and/or impact our margin.*

We operate in a highly competitive industry, where numerous players are constantly vying for market share, and our ability to

succeed is heavily dependent on our capacity to compete effectively. The competitive landscape is characterized by intense rivalry, not only from established companies with significant market presence and financial resources but also from emerging players who may bring innovative products, services, or business models to the market.

Failure to compete effectively could have several adverse consequences for our business. Firstly, our market share could be eroded if customers choose to purchase from competitors who may offer similar or superior products at more attractive prices, or with better service and support. This could lead to a reduction in our sales volume, ultimately affecting our revenue and profitability.

Moreover, the competitive pressures in the industry may force us to lower our prices or offer more favourable terms to retain customers, which could squeeze our profit margins. In some cases, competitors might engage in aggressive pricing strategies or offer substantial discounts, which could compel us to follow suit in order to remain competitive. Such pricing pressures could significantly impact our margins and financial performance.

The competitive environment also demands continuous innovation and improvement in our product offerings and services. If we fail to keep pace with technological advancements, changing customer preferences, or industry trends, we risk losing our competitive edge. Competitors who are quicker to adapt or who invest more in research and development may capture market opportunities that we miss, further challenging our market position.

In addition to price competition, we may face challenges related to product quality, brand reputation, customer service, and distribution networks. Competitors who excel in these areas may attract customers away from us, especially if we are unable to match their offerings. This could lead to a loss of customer loyalty, reduced brand value, and a potential decline in market share.

Furthermore, the competitive dynamics in the industry may lead to increased marketing and promotional expenditures as we strive to differentiate our products and retain or attract customers. These efforts, while necessary, could result in higher operating costs without a guaranteed return on investment, putting additional pressure on our margins. The highly competitive nature of our industry poses significant challenges to our business. If we are unable to compete effectively—whether through pricing, product innovation, customer service, or other key factors—we could face reduced market share, lower profit margins, and an overall decline in our business performance. These competitive pressures underscore the importance of strategic planning, continuous innovation, and operational excellence in ensuring our long-term success.

27. Our Company had negative operating cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations

Our Company had reported certain negative cash flows in previously as per the Restated Financial Information, as stated below:

(₹ in lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from/(used in) Operating activities	320.15	20.48	(1,620.68)	2,838.34
Net cash generated from/(used in) Investing activities	12.91	(901.60)	(403.39)	(1,166.71)
Net cash generated from/(used in) Financing activities	(347.32)	244.35	467.53	117.62

Note: Figures in brackets are negative

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. We have witnessed the negative cash flow from operations in the Financial Years ended March 31, 2023. We cannot assure that in future, we shall not face any negative operating cash flows. If our Company is not able to generate sufficient operating cash flows, it may adversely affect our business and financial operations. For further details, see “**Restated Financial Statements**” on page 164.

28. Our Promoters and Directors have provided personal guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our business

and operations.

Our Promoters have personally guaranteed the repayment of certain loan facilities taken by us. Our Promoters and Directors may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Directors may be invoked, which could negatively impact the reputation and net worth of our Promoters and Directors. In addition, our guarantors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company.

Furthermore, in the event that our Promoters and Directors withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please see “**Financial Indebtedness**” on page 215.

29. *Our Company will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholders will receive the net proceeds from the Offer for Sale.*

The Offer consists of a Fresh Offer and an Offer for Sale. The Promoter Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Promoter Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. For further details, see “**Capital Structure**” and “**Objects of the Offer**” on pages 60 and 75, respectively.

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

We need to enter into several related party transactions with our Promoters and entities forming a part of our Promoter Group. In addition, we have in the past also entered into transactions with other related parties. We confirm that the transactions with Related Parties entered into by our Company in the preceding three financial years have been carried out at arms’ length price and are in compliance with the Companies Act and other applicable laws. Further, we confirm that the transactions are not prejudicial to the interest of our Company. A summary of the related party transactions during the period ended September 30, 2024 and the Financial Year 2024, 2023 and 2022 as per applicable Indian GAAP is derived from our Restated Financial Statements. For further details, see “**Restated Financial Information**” on page 164.

While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

31. *Our Company has not received the appropriate documentary evidence regarding the experience certificates and education certificates of our Directors.*

We have relied on the affidavit provided by our Director, Ms. Geeta Rani Panda, to verify her educational qualifications, as her original certificates are untraceable. Similarly, for our Independent Directors, Mr. Lala Tarun Prakash Narayan and Mr. Amitesh Sinha, we have accepted affidavits to verify their past work experiences. Consequently, our Company is dependent on these affidavits for confirmation of the Directors' educational and professional backgrounds.

While these affidavits have been accepted in good faith, any future discrepancy or inability to independently verify the accuracy of the information provided could pose a reputational and operational risk. If there be any material misrepresentation or inaccuracy, it may affect the trust placed in the management of the Company, lead to potential legal or regulatory challenges, and negatively impact our business and operations.

32. *The average cost of acquisition of Equity Shares by our Promoters, are lower than the face value of Equity Share.*

Our Promoter’s average cost of acquisition of Equity shares in our Company is lower than the Offer Price of Equity shares as given below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Mr. Bibhu Datta Panda	70,69,440	10
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	10

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

33. The Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the offer, which will allow them to determine the outcome of the matters requiring the approval of shareholders.

After completion of the Issue, our Promoters and Promoter Group will collectively own a majority of the Equity Shares of our Company. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

34. The Company has not placed orders of plant & machinery for our proposed object as specified in the Objects of the Offer. Any delay in placing orders, procurement of plant & machinery may delay our implementation schedule and may also lead to increase in price of these plant & machinery and equipment's, further affecting our revenue and profitability.

We intend to use a part of the Net Proceeds towards funding capital expenditure towards purchase of additional plant and machinery for usage in the existing manufacturing unit which will be used for manufacturing of LAM Coke. For further information, refer “**Objects of the Offer**” on page 75. Our expansion plans remain subject to potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our expansion plans include increased costs of equipment, inadequate performance of the equipment and machinery to be installed at our manufacturing unit, delays in completion, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre- operating expenses, taxes and duties, interest and finance charges, working capital margin and other external factors which may not be within the control of our management. There can be no assurance that the proposed expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

35. Within the parameters as mentioned in the chapter titled “Objects of this Offer” of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Offer. The fund requirement and deployment mentioned in the Objects of this Offer have not been appraised by any bank or financial institution.

We intend to use substantial portion of the Net Offer Proceeds towards setting up of additional manufacturing plant for LAM Coke. We intend to deploy the Net Offer Proceeds in FY 2025 and FY 2026 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Offer may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Offer Proceeds, please refer chapter titled “**Objects of the Offer**” on page 75.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors subject to applicable laws. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled “**Objects of the Offer**” on page 75, the Management will have significant flexibility in applying the proceeds received by our Company from the Offer, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Offer.

36. *We have not identified any alternate source of raising the funds required for the object of the Offer and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Offer”.*

Our Company has not identified any alternate source of funding for our object of the Offer and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Offer proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the offer will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “**Object for the Offer**” beginning on page 75.

37. *Our success depends heavily upon our Promoter, Directors and Key Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoter, Directors and Key Managerial Personnel who are the natural person in control of our Company.*

Our Promoter and Directors bring a wealth of experience to the business undertaken by our Company, which is instrumental in driving our growth and success. Our Promoter, Mr. Bibhu Datta Panda, has a particularly extensive background in the industry, having started his career in 2003 as a trader of imported minerals and coal. Over the years, he has gained deep insights into the nuances of the market, building a solid foundation in the trading of raw materials that are critical to our operations. His transition from trading to the manufacturing of Low Ash Metallurgical (LAM) Coke marked a significant evolution in his career. His vast years of experience in both trading and manufacturing have equipped him with a comprehensive understanding of the entire supply chain, from the procurement of raw materials to the production and distribution of finished products.

These individuals play a critical role in steering our Company, as they bring invaluable experience, industry knowledge, and leadership to our operations. As the key decision-makers and natural persons in control of our Company, their continued involvement is essential for the effective execution of our business strategies and for maintaining the stability and growth of our enterprise.

Their insights and expertise are integral to navigating the complex challenges of our industry, making informed decisions, and seizing opportunities that drive our success. Any disruption in their availability, whether due to unforeseen circumstances, health issues, or other reasons, could have a significant impact on our ability to execute our business plans, adapt to market changes, and sustain our competitive advantage.

Moreover, the Promoter, Directors, and Key Managerial Personnel also play a vital role in maintaining relationships with key stakeholders, including customers, suppliers, and investors. Their reputation and personal connections are often closely linked to the company's success, and any loss of their services could lead to a decline in stakeholder confidence, potentially affecting our business operations and financial performance. The continued involvement of our Promoter, Directors, and Key Managerial Personnel is crucial to our company's success. Their leadership, experience, and strategic vision are indispensable, and any disruption in their services could have significant repercussions on our business, financial condition, and overall prospects.

38. *Our Promoter will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.*

Post this Offer, our Promoter will collectively own [●]% of our post offer equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

39. *We encounter competition from both domestic and international markets, and our inability to compete effectively could materially and adversely affect our business and results of operations.*

In our line of business, competition is driven by several factors including pricing, customer relationships, product quality, customization, and innovation. We face significant pricing pressures from customers who aim to produce their products at competitive costs, as well as from competitors who may source raw materials at lower prices or offer more favourable pricing terms. We cannot guarantee that we will always be able to meet these pricing pressures, which could negatively impact our profitability.

Additionally, some of our competitors possess greater financial resources, advanced research and technological capabilities, larger sales and marketing teams, and a more established market presence. These advantages may allow them to better identify and respond to market trends, innovate more rapidly, and offer competitive pricing due to economies of scale. Moreover, their ability to ensure consistent product quality and regulatory compliance could further challenge our position in the market.

If we are unable to effectively compete with these companies, our business, financial condition, and results of operations could be adversely affected.

40. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Offer proceeds.*

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Offer size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Offer proceeds. However, the audit committee of our Board will monitor the utilization of Offer proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Offer proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

41. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.*

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, depending on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh offer of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favorable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or lines on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any issuance of Equity Shares by our Company may dilute the shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

42. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

44. *Certain data mentioned in this Draft Prospectus has not been independently verified*

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

45. *QIBs and Non-Institutional Applicants are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting a Application and Retail Individual Investors are not permitted to withdraw their Applications after Offer Closing Date.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not permitted to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage after submitting a Application. Retail Individual Applicants can revise their applications during the Offer Period and withdraw their applications until Offer Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Offer within three (3) Working Days from the Offer Closing Date, events affecting the Applicants' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Application and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Applicants' ability to sell our Equity Shares Allotted pursuant to the Offer or may cause the trading price of our Equity Shares to decline on listing. Retail Individual Investors can revise their applications during the Offer Period and withdraw their applications until Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within three Working Days from the Offer Closing Date, events affecting the Applicants' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Applicants' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

46. *In the past, there have been discrepancies in filings with the Registrar of Companies (RoC) and other non-compliance under the companies act, which may result in penalties.*

There have been some discrepancies and errors in our statutory filings with the Registrar of Companies (RoC) and other compliance requirement under the Companies Act, 1956. The Form-2 for allotment of equity shares upon conversion of

redeemable of preference shares dated December 21, 2009 is non-traceable and there was delay in filing Certain forms with the RoC.

While our Company has not yet faced any regulatory actions, fines, or penalties for these lapses, we cannot guarantee that such measures will not be imposed in the future. Additionally, we cannot ensure that similar non-compliances will not occur again. If regulatory authorities impose penalties or take actions against our Company or its directors/officers, it could adversely affect our business and financial condition.

CSR Provision of the Companies Act, 2013 was applicable to our Company w.e.f. FY 2021. Our Company has spent amount of ₹ 29.68 Lakhs, ₹ 42.45 Lakhs, ₹ 16.00 Lakhs and ₹ 23.00 Lakhs in the period ended September 30, 2024 and the FY 2022, FY 2023 and FY 2024 towards CSR activities under the term of the relevant provision of the Companies Act, 2013. Though, our Company has time to time spent the said amount but had not complied with provision of formation of CSR Committee and adoption of CSR Policy. The CSR Committee was formed by the Company w.e.f. July 5, 2024 and adoption of CSR Policy w.e.f. July 05, 2024. Although No show cause notice has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

47. Excessive dependence on New India Co-op Bank Limited, HDFC Bank Limited and Indian Bank in respect of loan facilities obtained by our Company.

Our company has been sanctioned credit facilities by New India Co-op Bank Limited, HDFC Bank Limited and Indian Bank and the Company is dependent on such facility for meeting its working capital requirements and other funding requirements. Any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company. For further details regarding loans availed by our Company, please refer “**Financial Indebtedness**” on page 215.

48. Our Logo registration status is currently under process. Failure to obtain the trademark registration could lead to difficulties in identification or mistaken association if the trademark is not officially registered under our name. This could potentially result in brand confusion, loss of market recognition, and legal challenges regarding the use of our logo.

The risk pertains to the current status of our trademark logo, which is under registration process. If we fail to secure the trademark registration, it poses several potential challenges and implications for our brand identity and legal standing. Firstly, without a registered trademark, we lack the legal protection and exclusive rights associated with owning the trademark. This means that other entities could potentially use a similar or identical logo, leading to brand confusion among consumers. Customers may struggle to distinguish our products or services from those of competitors, resulting in a loss of market share and revenue. Moreover, not having our trademark registered under our name opens the door to possible trademark infringement issues. If another entity registers a similar trademark before us, they could legally prevent us from using our own logo. This scenario not only undermines our brand recognition but also puts us at a disadvantage in the marketplace. Additionally, the absence of a registered trademark could hinder our ability to enforce our intellectual property rights. Without a legally recognized trademark, it becomes more challenging to take legal action against unauthorized use or infringement of our logo. This leaves us vulnerable to exploitation by third parties seeking to capitalize on our brand reputation without permission. Overall, the failure to obtain trademark registration poses significant risks to our brand identity, market positioning, and legal standing.

EXTERNAL RISKS:

1. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous

requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. Any such future amendments may affect our overall tax efficiency and may result in significant additional taxes becoming payable. 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.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 12.50%, in excess of Rs. 1,25,000 as per the Finance Bill 2024. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

3. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.*

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

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

4. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.*

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our company and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact on our workforce and operations, the operations of our customers, and those of our respective service providers. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure; disruptions or restrictions on our employees' and suppliers' ability to work and travel; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

5. *Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.*

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

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

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

7. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

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

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

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

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion affect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

11. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.*

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

12. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.*

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by center or state political instability or regional conflicts a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. 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. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. 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. 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. Financial disruptions may occur again and could harm our business and financial results.

13. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.*

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in

accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

14. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “**Key Industry Regulations and Policies**” on page 118 for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Our Company will comply with relevant regulations as and when applicable. However, any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

15. *The Equity Shares have never been publicly traded, and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price.*

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India’s economic liberalisation and deregulation policies, and significant developments in India’s fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume

fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

16. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.*

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

17. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.*

After the completion of the Offer, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

18. *There is no guarantee that our Equity Shares will be listed on SME Platform of BSE Limited in a timely manner or at all.*

There is no guarantee that our Equity Shares will be listed on the *SME Platform of BSE Limited* in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on *SME Platform of BSE Limited* within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

SECTION IV – INTRODUCTION

THE OFFER

Equity Shares Offered ⁽¹⁾ Present Offer of Equity Shares by our Company⁽²⁾	Up to 66,00,000 Equity Shares of face value of ₹ 10 /- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
The Offer consists of:	
Fresh Offer	Up to 26,00,000 Equity Shares of face value of ₹ 10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Offer for Sale ⁽³⁾	Up to 40,00,000 Equity Shares of face value of ₹ 10 /- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Of which:	
Offer Reserved for the Market Maker	Up to [●] Equity Shares of face value of ₹ 10 /- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
Net Offer to Public	Up to [●] Equity Shares of face value of ₹ 10 /- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs
	Of which ⁽⁴⁾ :
	Up to [●] Equity Shares of having face value of ₹ 10 /- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of up to ₹ 2.00 Lakhs
	Up to [●] Equity Shares of having face value of ₹ 10 /- each fully paid-up for cash at a price of ₹ [●] per Equity Share will be available for allocation for Investors of above ₹ 2.00 Lakhs
Equity shares outstanding prior to the Offer	2,23,27,000 Equity Shares of face value of ₹ 10/- each fully paid-up
Equity shares outstanding after the Offer	Up to [●] Equity Shares of face value of ₹ 10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 75

Notes:

- (1) This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time.
- (2) The present Offer has been authorized pursuant to a resolution of our Board dated August 10, 2024 and by Special Resolution passed under Section 28 and 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our Shareholders held on September 4, 2024.
- (3) The Selling Shareholders have confirmed and approved their portion in the Offer for Sale as set out below:

Investor Selling Shareholder	Number of Equity Shares Offered	Date of resolution passed by the Selling Shareholder	Date of authorizing Offer for Sale by our Company
Kajal Fashionwear Agency Private Limited	Up to 40,00,000 Equity Shares of face value of ₹ 10/- each fully-paid up	September 2, 2024	September 16, 2024

- (4) The allocation in the net Offer to the public category shall be made as per the requirements of Regulation 253(2) of SEBI ICDR Regulations, as amended from time to time, which reads as follows:
 - (a) minimum fifty per cent to Retail Individual Investors; and
 - (b) remaining to:
 - i. individual applicants other than Retail Individual Investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category. Explanation - For the purpose of Regulation 253(2), if the Retail Individual Investors category is entitled to more than fifty per cent of the Offer size on a proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. For further details please refer to the chapter titled “*Offer Structure*” beginning on page no. 251.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary of financial information derived from the Restated Financial Statements. The Restated Financial Statements has been prepared, based on Consolidated financial statements for the period ended September 30, 2024 and the Financial year ended March 31, 2024, March 31, 2023 and March 31, 2022. The Restated Financial Statements have been prepared in accordance with Indian GAAP and the Companies Act, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled "**Financial Information**" on page 161.

The summary of financial information presented should be read in conjunction with the chapters titled "**Restated Financial Statement**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 164 and 203 respectively.

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Summary of Consolidated Restated Balance Sheet

(₹ in Lakh)

Particulars	As at	As at	As at	As at
	30-Sept-2024	31-Mar-2024	31-Mar-2023	31-Mar-2022
A. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share capital	2,232.70	2,232.70	2,232.70	2,232.70
(b) Reserves and surplus	4,787.08	4,195.41	2,613.60	1,131.91
(c) Money received against share warrants	-	-	-	-
	7,019.78	6,428.11	4,846.30	3,364.61
2 Minority Interest	(0.00)	(0.00)	(0.00)	(0.00)
3 Share application money pending allotment	-	-	-	-
4 Non-current liabilities				
(a) Long-term borrowings	522.68	609.00	738.90	326.70
(b) Deferred tax liabilities (net)	83.84	78.09	75.82	89.00
(c) Other long-term liabilities	-	-	-	-
(d) Long-term provisions	-	-	-	-
	606.52	687.09	814.72	415.70
5 Current liabilities				
(a) Short-term borrowings	1,957.66	2,004.81	1,144.78	680.51
(b) Trade payables				
(i) Total outstanding dues of micro enterprises and small	8.16	7.08	14.31	-
(ii) Total outstanding dues of creditors other than micro	4,024.19	2,060.14	2,107.09	3,151.96
enterprises and small enterprises				
(c) Other current liabilities	890.95	202.00	394.37	815.65
(d) Short-term provisions	294.99	60.03	-	38.54
	7,175.95	4,334.06	3,660.55	4,686.67
TOTAL	14,802.26	11,449.26	9,321.57	8,466.98
B. ASSETS				
1 Non-current assets				
(a) Property, Plant and Equipment and Intangible assets				
(i) Property, Plant and Equipment	2,835.51	2,984.22	2,604.88	2,004.16
(ii) Intangible assets			-	-
(iii) Capital work-in-progress	964.43	964.43	397.94	416.63
(iv) Intangible assets under development				
	3,799.94	3,948.65	3,002.81	2,420.78
(b) Non-current investments	5.07	5.07	9.39	9.39
(c) Deferred tax assets (net)	-	-	-	-
(d) Long-term loans and advances	187.22	180.96	388.93	697.15
(e) Other non-current assets	-	-	-	-
	3,992.23	4,134.68	3,401.14	3,127.32
2 Current assets				
(a) Current investments	-	-	-	-
(b) Inventories	3,118.39	2,841.83	2,890.49	1,775.28
(c) Trade receivables	4,987.75	2,177.91	537.07	549.18
(d) Cash and cash equivalents	424.93	439.18	1,075.94	2,632.48
(e) Short-term loans and advances	2,273.30	1,852.34	1,416.93	382.72
(f) Other current assets	5.66	3.32	-	-
	10,810.03	7,314.58	5,920.43	5,339.66
TOTAL	14,802.26	11,449.26	9,321.57	8,466.98

Summary of Consolidated Restated Profit & Loss Account

(₹ in Lakh)

Particulars	For the period ended 30-Sept-2024	For the Year Ended 31-Mar-2024	For the Year Ended 31-Mar-2023	For the Year Ended 31-Mar-2022
1 Revenue from operations (Net of taxes)	9,898.07	26510.68	26,621.02	19,919
2 Other income	19.99	201.97	224.96	139.00
3 Total Income (1+2)	9,918.06	26,712.65	26,845.98	20,058.30
4 Expenses				
(a) Cost of materials consumed	8,303.31	22,592.13	23,499.23	16,258.33
(b) Purchases of stock-in-trade	-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(270.45)	(333.83)	(1,094.81)	(172.42)
(d) Power & Fuel Expenses	86.05	240.14	231.64	242.06
(e) Direct Expenses	343.93	931.86	1,068.02	789.96
(f) Employee benefits expense	83.74	231.14	269.60	176.67
(g) Finance costs	213.86	485.78	408.94	336.66
(h) Depreciation and amortisation expense	149.51	370.02	354.54	297.37
(i) Other expenses	206.90	553.16	640.31	870.09
5 Total expenses	9,116.87	25,070.39	25,377.48	18,798.72
6 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 5)	801.19	1,642.25	1,468.50	1,259.58
7 Exceptional items	-	-	-	-
8 Profit / (Loss) before extraordinary items and tax (6 ± 7)	801.19	1,642.25	1,468.50	1,259.58
9 Extraordinary items	-	-	-	-
10 Profit / (Loss) before tax (8 ± 9)	801.19	1,642.25	1,468.50	1,259.58
11 Tax expense:				
(a) Current tax expense for current year	203.77	58.17	-	11.95
(b) (Less): MAT credit	-	-	-	-
(c) Current tax expense relating to prior years	-	-	-	-
(d) Net current tax expense	-	-	-	-
(e) Deferred tax Expenses /(Income)	203.77	58.17	-	11.95
(f) Total Income Tax (Current tax+Deferred tax)	5.75	2.27	(13.18)	(10.79)
	209.53	60.44	(13.18)	1.16
12 Profit / (Loss) for the period from continuing operations (10 - 11)	591.67	1,581.81	1,481.68	1,258.42
13 Profit/(Loss) from discontinuing operations	-	-	-	-
14 Tax expense of discontinuing operations	-	-	-	-
15 Profit/(Loss) from Discontinuing operations (after tax) (13-14)	-	-	-	-
16 Profit/(Loss) for the period (12+15)	591.67	1,581.81	1,481.68	1,258.42
17 EARNINGS PER EQUITY SHARE				
Basic	2.65	7.08	6.64	5.64
Diluted	2.65	7.08	6.64	5.64
No. of shares used in computing earnings per share				
Basic	223.27	223.27	223.27	223.27
Diluted	223.27	223.27	223.27	223.27

Summary of Consolidated Restated Cash Flows

(₹ in Lakh)

PARTICULARS	Period ended 30.09.202 4	Year Ended on 31.03.202 4	Year Ended on 31.03.202 3	Year Ended on 31.03.202 2
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
(1) Net Profit after Taxation	591.67	1,581.81	1,481.68	1,258.42
Add/(Less): Adjustment for:				
(i) Deferred Expenses Written Off	5.75	2.27	(13.18)	(10.79)
(ii) Depreciation	149.51	370.02	354.54	297.37
(iii) Interest & Financial Expenses	213.86	485.78	408.94	336.66
(iv) Provision for Taxation	203.77	58.17	-	11.95
(v) Interest Received	(19.99)	(201.97)	(224.96)	(139.00)
(vi) Other Non-operating income	-	-	-	-
(2) Operating Profit before working Capital Change	1,144.58	2,296.09	2,007.01	1,754.61
Add/(Less) : Decrease / (Increase) in Current & Long Term Operating Assets				
(i) Inventory	(276.55)	48.66	(1,115.21)	(1,068.01)
(ii) Sundry Debtors	(2,809.83)	(1,640.85)	12.11	114.32
(iii) Short Term Loans and Advances	(420.97)	(435.41)	(1,034.21)	368.86
(iv) Other Current Asset	(2.34)	(3.32)	-	1.66
Add/(Less) : Increase/(Decrease) in Current & Long Term Operating Liabilities				
(i) Trade payables	1,965.12	(54.17)	(1,030.57)	1,325.87
(ii) Other Current Liabilities	688.95	(192.37)	(421.28)	333.45
(iii) Short term provision	31.19	1.86	(38.54)	19.55
(iv) Other Long-term Liabilities	-	-	-	-
(3) Cash Generation from Operation	320.15	20.48	(1,620.68)	2,850.30
Income Tax Paid	-	-	-	(11.95)
(4) Net Cash Flow from Operating Activities	320.15	20.48	(1,620.68)	2,838.34
Subtotal (A)				
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
(i) Purchase of Fixed Assets	(0.82)	(1,315.85)	(936.56)	(647.35)
(ii) Interest Received	19.99	201.97	224.96	139.00
(iii) Long-term loans and advances	(6.26)	207.97	308.22	(648.98)
(iv) Purchase Of Investments	-	4.32	-	(9.39)
Subtotal (B)	12.91	(901.60)	(403.38)	(1,166.71)
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
(i) Increase/ (Decrease) of Secured Loan (Net off w/off)	(133.46)	730.13	412.20	(144.55)
(ii) Increase/ (Decrease) of Unsecured Loan	0.00	0.00	-	-
(iii) Interest & Financial Expenses	(213.86)	(485.78)	(408.94)	(336.66)
(iv) Short Term Borrowings (net)	-	-	464.27	598.83
Subtotal (C)	(347.32)	244.35	467.53	117.62
Net Increase in Cash & Cash Equivalent Total [A+B+C]:	(14.26)	(636.76)	(1,556.53)	1,789.25
Cash & Cash Equivalent at the Beginning of the Period:	439.18	1,075.94	2,632.48	843.23
Cash & Cash Equivalent at the End of the Year:	424.93	439.18	1,075.94	2,632.48

GENERAL INFORMATION

Our Company was originally incorporated as “Company Limited by Shares” under the name “Nilachal Carbo Metalicks Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Cuttack, on February 13, 2003, vide certificate of incorporation bearing CIN U23101OR2003PTC007061. Pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on November 30, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to “Nilachal Carbo Metalicks Limited” and a fresh certificate of incorporation dated February 07, 2024 was issued to our Company by the Registrar of Companies, Cuttack, The Corporate Identification Number of our Company is U23101OR2003PLC007061. For details of change in registered office of our Company, please refer to chapter titled “**History and Corporate Matters**” beginning on page no. 77 .

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details
Name of Issuer	Nilachal Carbo Metalicks Limited
Registered Office	N/4 – 158 IRC Village, Bhubaneswar-751015, Odisha, India.
Telephone No.	+91 06742551375
Website	https://nilachalcoke.com/
Date of Incorporation	February 13, 2003
Company Identification Number	U23101OR2003PLC007061
Company Registration Number	007061
Company Category	Company Limited by Shares
Registrar of Company	ROC – Cuttack
Address of the ROC	ROC-cum-Official Liquidator, Ministry of Corporate Affairs, Corporate Bhawan, 2 nd & 3 rd Floor, Plot No-9(P), Sector-1, CDA, Cuttack-753014, Odissa
Company Secretary and Compliance Officer	Mr. Haraprasad Rout Nilachal Carbo Metalicks Limited Address: N/4 – 158 IRC Village, Bhubaneswar-751015, Odisha, India. Telephone No.: +91 9438843962; Website: https://nilachalcoke.com/ ; E-Mail: secretarial@nilachalcoke.com
Designated Stock Exchange	SME Platform of BSE Limited Address: 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra, India.

Investor Grievances:

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any Pre-Offer or Post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. for all Offer related queries and for redressal of complaints, investors may also write to the Lead Manager.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, the Application amount paid on submission of the Application Form and the bank branch or collection centre where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate if the application was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the application was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Applicant, Application Form number, address of the applicant, Applicant’s DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Application was

submitted, and the ASBA Account number in which the amount equivalent to the application Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Application was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the application was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first applicant, Application Form number, address of the applicant, applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Application was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the application Amount was blocked.

All grievances relating to applications submitted through the Registered Broker and/or a stock broker may be addressed to the BSE with a copy to the Registrar to the Offer.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the LM are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

BOARD OF DIRECTORS OF OUR COMPANY

The following table sets out details regarding our Board as on the date of filing of this Draft Prospectus consists of:

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Bibhu Datta Panda	Managing Director	Plot-73/353, Jayadev Vihar, Near Bishupriya Apartment, R.R.L, Regional Research Laboratory S.O., Khordha 751013, Odisha, India.	01579026
2.	Mrs. Geeta Rani Panda	Non-Executive Director	Plot-74/353, Jayadev Vihar, Near Bishupriya Apartment, R.R.L, Regional Research Laboratory S.O., Khordha 751013, Odisha, India.	03283801
3.	Mr. Rishiraj Panda	Whole-time Director	Plot-74/353 Jaydev Vihar, Near Bishupriya Apartment, Regional Research Laboratory S.O, Khordha 751013, Odisha, India.	08681002
4.	Mr. Jyotiranjana Rath	Independent Director	House no. 147, Pristine Green, Pokhariput, Aerodrome Area, Bhubaneswar 751020, Odisha, India.	10221585
5.	Mr. Amitesh Sinha	Independent Director	Lotus Apartment, B-301, Bariatu Road, Near Army School, Bariatu, Ranchi 834009, Jharkhand, India.	10421163
6.	Mr. Lala Tarun Prakash Narayan	Independent Director	Plot no. 10-4D/907, CDA, Sector-10, Cuttack Sadar, Avinab Bidanasi, Cuttack 753014, Odisha, India.	10397955

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “**Our Management**” beginning on Page no. 137.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY

LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Sun Capital Advisory Services Private Limited Address: 302, 3rd Floor, Kumar Plaza, Near Kalina Market, Kalina Kurla Road, Santacruz East, Mumbai 400029, Maharashtra, India Tel No: 022 6178 6000 E-mail: kinnari@suncapital.co.in Website: www.suncapitalservices.co.in Investor Grievance Email Id: investorgrievance@suncapital.co.in Contact Person: Ms. Kinnari Mehta SEBI Registration Number: INM000012591	 KFin Technologies Limited Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500032, Telangana, India Tel No: +91 40 6716 2222 Contact Person: Mr. M Murali Krishna E-mail: ncml.ipo@kfintech.com Investor Grievance Email Id: inward.ris@kfintech.com Website: www.kfintech.com SEBI Registration No.: INR000000221
STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY	LEGAL ADVISOR TO THE OFFER
M/s. Goutam & Co. Chartered Accountants Address: 101, Bijoyram Villa (Block A, Group Floor), 491, Nageswar Tangi, Vivekananda Marg, Bhubaneswar-751002, Odisha, India. Tel no.: 0674 3578244 Email: goutam@goutamlenka.com Firm Registration No: 326869E Membership No.: 067906 Peer Review Certificate No.: 016555 Contact Person: CA Goutam Lenka	Mindspright Legal Address: 712-714, C-Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, Maharashtra, India. Tel No.: +91-22-42197000 Email: ipo@mindspright.co.in Website: https://mindspright.co.in Contact Person: Richa Bhansali Designation: Partner
BANKERS TO THE COMPANY	BANKERS TO THE OFFER, REFUND BANKER AND SPONSOR BANK
Indian Bank Address: 3/1 B, IRC Village, Nayapalli, Khorda, Odisha – 751015 Tel no.: 0674-3511401 Email: m365@indianbank.co.in Contact Person: Mr. Sasanka Sekhar Sahoo Website: www.indianbank.in	[•]

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41> .

BROKERS TO THE OFFER

All members of the recognized stock exchanges would be eligible to act as Brokers to the offer.

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

The list of the Registrar to offer and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> , as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18for> CDSL CDPs, 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.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Sun Capital Advisory Services Private Limited is only Lead Manager to the offer, all the responsibility of the offer will be managed by them.

CREDIT RATING

As this is an offer of Equity Shares, there is no credit rating for this Offer.

IPO GRADING

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

FILING OF DRAFT PROSPECTUS / PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Prospectus is being filed with **SME platform of BSE Limited (BSE SME)**. A Draft Prospectus will not be filed with SEBI nor SEBI will issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to Registrar of Companies, Cuttack.

CHANGE IN AUDITORS IN LAST THREE YEARS

Particulars	Date of Appointment/Resignation	Reason for change
Goutam & Co., Chartered Accountants Address: 101, Bijoyram Villa, Block-A, Ground Floor, 491, Nageswat Tangi, Vivekananda Marg, Bhubaneswar, Odisha - 751002 Email Id: goutam@goutamlenka.com Tel. No.: 0674-2435728 Membership No.: 067906	March 25, 2024	Appointed as Auditor to fill-up casual vacancy, in Extra-ordinary General Meeting.

Particulars	Date of Appointment/Resignation	Reason for change
Firm Registration No: 326869E Peer Review Number: 016555		
JM Lenka & Associates, Chartered Accountants Address: Plot No. 635, Panchasakha Nagar, Dumuduma, Bhubaneswar - 751019 Email Id: jmlenkaca@gmail.com Tel. No.: 0674-2114510 Membership No.: 309758 Firm Registration No: 329449E Peer Review Number: NA	January 18, 2024	Resigned due to pre – Occupation.
JM Lenka & Associates Chartered Accountants Address: Plot No. 635, Panchasakha Nagar, Dumuduma, Bhubaneswar - 751019 Email Id: jmlenkaca@gmail.com Tel. No.: 0674-2114510 Membership No.: 309758 Firm Registration No: 329449E Peer Review Number: NA	September 30, 2022	Re-appointment in Annual General Meeting for a period of 5 (five) consecutive years.
JM Lenka & Associates Chartered Accountants Address: Plot No. 635, Panchasakha Nagar, Dumuduma, Bhubaneswar - 751019 Email Id: jmlenkaca@gmail.com Tel. No.: 0674-2114510 Membership No.: 309758 Firm Registration No: 329449E Peer Review Number: NA	November 22, 2021	Re-appointed in Annual General Meeting for financial year 2021-22.

TRUSTEES

As this is an offer of Equity Shares, the appointment of Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Offer size excluding Offer for Sale is below Rs. 10000.00 Lakhs.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

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

UNDERWRITING AGREEMENT

This offer is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Offer Size Underwritten
[●]	[●]	[●]	100%

**Includes [●] Equity shares of ₹[●] each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resource of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Lead Manager have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

[●]

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

- 1) The Market Maker(s) (individually or jointly) 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(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of 3 (three) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- 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 first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
- 8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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.

- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the 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 our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
- 11) Risk containment measures and monitoring for Market Makers: SME Platform of BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 12) Punitive Action in case of default by Market Makers: SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 13) The prices quoted by the Market Maker shall be in compliance with the requirements and other particulars as specified by the SME Platform of BSE (BSE SME) and SEBI from time to time.
- 14) The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited i.e. BSE SME from time to time.
- 15) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- 16) 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.
- 17) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer Size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

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

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

- 18) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer Size and as follows:

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / BSE from time to time.

CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the offer and after giving effect to the offer, as on the date of filing of the Draft Prospectus, is set forth below:

(₹ in Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at Offer price
1.	Authorized Share Capital 2,50,00,000 Equity Shares of face value of ₹ 10/- each	2,500.00	-
2.	Issued, Subscribed and Paid-Up Equity Share Capital before the Offer 2,23,27,000 Equity Shares of face value of ₹ 10/- each	2,232.70	-
3.	Present Offer in terms of the Draft Prospectus which comprises of		
	Offer for upto 66,00,000 Equity shares at price of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share.	[●]	[●]
	Fresh Offer of upto 26,00,000 Equity shares at price of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share.	[●]	[●]
	Offer for sale of upto 40,00,000 Equity shares at price of face value of ₹ 10/- each at a price of ₹ [●] per Equity Share.	[●]	[●]
	Reservation for Market Maker Portion [●] Equity Shares of ₹ 10/- each at an Offer price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Offer to Public Net Offer to Public of [●] Equity Shares of ₹ 10/- each at an Offer price of ₹ [●] per Equity Share to the Public (Retail Portion)	[●]	[●]
	Net Offer* to Public consists of		
	[●] Equity Shares of ₹ 10/- each at an Offer price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount up to [●] Lakh	[●]	[●]
	[●] Equity Shares of ₹ 10/- each at an Offer price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount above [●] (Non-Retail Portion)	[●]	[●]
4.	Paid Up Equity Capital after the Offer [●] Equity Shares of ₹ 10/- each	[●]	-
5.	Securities Premium Account		
	Before the Offer		Nil
	After the Offer		[●]

* For detailed information on the Net Offer and its allocation various categories, please refer chapter titled “**The Offer**” on Page no. 47.

The Present Offer of 66,00,000 Equity Shares in terms of this Draft Prospectus has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 10, 2024 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting held on September 4, 2024.

The Selling Shareholders confirm that the Offered Shares have been held for a period of at least one year prior to the filing of this Draft Prospectus and accordingly, are eligible for being offered in the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to their portion of the offered shares, see “**The Offer**” and “**Other Regulatory and Statutory Disclosures**” on pages 47 and 231 respectively.

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 respect. All Equity Shares offered are fully paid-up as on date of the Draft Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this 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. Changes in the Authorized Share Capital of our Company:

Equity Share Capital

Since Incorporation of our Company, the Authorized Equity Share Capital of our Company has been changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative Authorized Equity Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation i.e. February 13, 2003	1,00,000	10.00	N.A.	N.A.
2.	Increase in Authorized Share Capital from ₹ 10.00 Lakh to ₹ 150.00 Lakh divided into divided into 5,00,000 Equity Shares of ₹10/- each and 10,00,000 Redeemable Preference Shares of ₹10/- each.	5,00,000	50.00	March 24, 2004	EGM
3.	Increase in Authorized Share Capital from ₹ 150.00 Lakh divided into divided into 5,00,000 Equity Shares of ₹10/- each and 10,00,000 Preference Shares of ₹10/- each to ₹ 1000.00 Lakh divided into divided into 90,00,000 Equity Shares of ₹10/- each and 10,00,000 Preference Shares of ₹10/- each.	90,00,000	900.00	February 22, 2008	EGM
4.	Increase in Authorized Share Capital from ₹ 1000.00 Lakh divided into divided into 90,00,000 Equity Shares of ₹10/- each and 10,00,000 Preference Shares of ₹10/- each to ₹ 1700.00 Lakh divided into divided into 160,00,000 Equity Shares of ₹10/- each and 10,00,000 Preference Shares of ₹10/- each.	1,60,00,000	1600.00	October 30, 2009	EGM
5.	Authorised Share Capital of Rs. 17,00,00,000/- (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy lakhs) equity shares of Rs.10/- (Rupees Ten only). The existing 10,00,000 (Ten Lakhs) Redeemable Preference shares of Rs. 10/- (Rupees Ten only) each of Rs.1,00,00,000/- converted into 10,00,000 (Ten Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each and all the shares shall ranking Pari Passu with	1,70,00,000	1700.00	December 18, 2009	EGM

Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative Authorized Equity Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
	the existing equity shares of the Company.				
6.	Increase in Authorized Share Capital from ₹ 1700.00 Lakh divided into 170,00,000 Equity Shares of ₹10/- each to ₹ 2000.00 Lakh divided into 2,00,00,000 Equity Shares of ₹10/- each.	2,00,00,000	2000.00	April 04, 2012	EGM
7.	Increase in Authorized Share Capital from ₹ 2000.00 Lakh divided into 2,00,00,000 Equity Shares of ₹10/- each to ₹ 2300.00 Lakh divided into 2,30,00,000 Equity Shares of ₹10/- each.	2,30,00,000	2300.00	March 28, 2016	EGM
8.	Increase in Authorized Share Capital from ₹ 2300.00 Lakh divided into 2,30,00,000 Equity Shares of ₹10/- each to ₹ 2500.00 Lakh divided into 2,50,00,000 Equity Shares of ₹10/- each	2,50,00,000	2500.00	February 20, 2024	EGM

Preference Share Capital

Sr. No.	Particulars of Increase	Cumulative No. of Preference Shares	Cumulative Authorized Preference Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	Increase in Authorized Share Capital from ₹ 10.00 Lakh to ₹ 150.00 Lakh divided into 5,00,000 Equity Shares of ₹10/- each and 10,00,000 Preference Shares of ₹10/- each.	10,00,000	100.00	February 14, 2004	EGM

2. History of Paid-up Share Capital:

2.1. Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Offer price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
February 13, 2003	Subscription to	10,000	10.00	10.00	Cash	10,000	1.00	0.00

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Offer price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
(On Incorporation)	Memorandum of Association ⁽¹⁾							
March 24, 2004	Preferential Allotment ⁽²⁾	290,000	10.00	10.00	Cash	300,000	30.00	0.00
March 31, 2009	Preferential Allotment ⁽⁴⁾	87,00,000	10.00	10.00	Cash	90,00,000	900.00	0.00
December 21, 2009	Preferential Allotment ⁽⁵⁾	70,60,000	10.00	10.00	Cash	1,60,60,000	1606.00	0.00
December 21, 2009	Allotment upon Conversion of Preference shares into Equity ^{(6)*}	940,000	10.00	Nil	Other than Cash	1,70,00,000	1700.00	0.00
April 18, 2012	Preferential Allotment ⁽⁷⁾	30,00,000	10.00	10.00	Cash	2,00,00,000	2000.00	0.00
March 30, 2016	Allotment pursuant to conversion of loan into Equity Shares ⁽⁸⁾	23,27,000	10.00	Nil	Other than Cash	2,23,27,000	2232.70	0.00

2.2. Our Company does not have any Outstanding Preference Shares, as on the date of this Draft Prospectus, the following table set forth the history of the Preference shares capital of our Company:

Date of allotment	Nature of allotment	No. of Preference Shares allotted	Face value (In ₹)	Offer price (In ₹)	Nature of consideration	Cumulative Number of Preference Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
March 24, 2004	Preferential Allotment ⁽³⁾	940,000	10.00	10.00	Cash	940,000	94.00	00

⁽¹⁾ The details of allotment of 10,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	5,000	10.00	10.00
2.	Niranjan Panda	5,000	10.00	10.00
Total		10,000	-	-

⁽²⁾ The details of allotment of 290,000 Equity Shares made on March 24, 2004 under Preferential Allotment at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	85,000	10.00	10.00
2.	Niranjan Panda	25,000	10.00	10.00
3.	Dr. Buddhadeb Chattopadhyay	1,20,000	10.00	10.00
4.	Kalpana Chattopadhyay	60,000	10.00	10.00
Total		290,000	-	-

(3) The details of allotment of 940,000 at 6% after 15 years Redeemable Preference Shares made on March 24, 2004 under Preferential Allotment at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	60,000	10.00	10.00
2.	Dr. Buddhadeb Chattopadhyay	8,80,000	10.00	10.00
Total		9,40,000	-	-

(4) The details of allotment of 87,00,000 Equity Shares made on March 31, 2009 under Preferential Allotment at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	26,10,000	10.00	10.00
2.	Topaz Impax Inc.	60,90,000	10.00	10.00
Total		87,00,000	-	-

(5) The details of allotment of 70,60,000 Equity Shares made on December 21, 2009 under Preferential Allotment at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	23,40,000	10.00	10.00
2.	Topaz Energy Resources Private Limited	47,20,000	10.00	10.00
Total		70,60,000	-	-

(6) The details of allotment of 940,000* Equity Shares made on December 21, 2009 upon conversion of Preference Shares into Equity Shares are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Bibhu Datta Panda	60,000	10.00	Nil
2.	Topaz Energy Resources Private Limited	880,000	10.00	Nil
Total		940,000*	-	-

*For this allotment Form 2 is not traceable in our Company records and we have relied upon the Board Meeting Minutes of the Company please refer chapter titled “**Risk Factor**” on Page no.22.

(7) The details of allotment of 30,00,000 Equity Shares made on April 18, 2012 under Preferential Allotment at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)
1.	Kajal Fashionwear Agency Private Limited	30,00,000	10.00	10.00
Total		30,00,000	-	-

(8) The details of allotment of 23,27,000 Equity Shares made on March 30, 2016 under Conversion of Loan into Equity at an Offer price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Offer price per share (in ₹)

1.	Bibhu Datta Panda	19,69,500	10.00	10
2.	Kajal Fashionwear Agency Private Limited	3,57,500	10.00	10
Total		23,27,000	-	-

3. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation except for following allotments:
- Allotment of 940,000 Equity Shares on December 21, 2009 upon conversion of Preference shares into Equity Shares.
 - Allotment of 23,27,000 Equity Shares on March 30, 2016 upon conversion of Loan into Equity Shares.
4. Our Company has not allotted any Equity Shares pursuant to any scheme approved Sections 230 to 234 of the Companies Act, 2013.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company has not made allotment at price lower than the Offer Price during past one year from the date of the Draft Prospectus except mentioned below:

7. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the offer as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

a. Declaration

Sr. No.	Particulars	Yes/No	Promoter and Promoter Group	Public shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	NA	NA
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any significant beneficial owner?	No	No	NA	NA

* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE.

b. Our Shareholding Pattern:

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholdi ng as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbere d (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) 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 (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	3	2,23,26,950	-	-	2,23,26,950	99.99	2,23,26,950	-	2,23,26,950	99.99	-	-	-	-	-	-	2,23,26,950
(B)	Public	5	50	-	-	50	0.01	50	-	50	0.01	-	-	-	-	-	-	50
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	2,32,27,000	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Note:																		
1.	C=C1+C2																	
2.	Grand Total=A+B+C																	

The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Notes

- As on date of this Draft Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of Rs. 10/- each.
- Our Company will file the shareholding pattern in the format prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares

8. The shareholding pattern of our Promoters and Promoters' Group and Public before and after the Offer:

Sr. No.	Name of shareholders	Pre-Offer		Post Offer	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
Promoters					
1.	Bibhu Datta Panda	70,69,440	31.66	[●]	[●]
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.33	[●]	[●]
Total - A		2,23,26,940	99.99	[●]	[●]
Promoters’ Group					
1.	Rishiraj Panda	10	Negligible	[●]	[●]
Total-B		10	Negligible	[●]	[●]
Public					
1.	Public**	50	0.01	[●]	[●]
Total-C		50	0.01	[●]	[●]
Total Promoters and Promoters’ Group and Public (A+B+C)		2,23,27,000	100.00	[●]	[●]

* Rounded off

** [●] to be allotted to Public Shareholders under Initial Public Offer.

9. Details of Major Shareholders:

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1.	Bibhu Datta Panda	70,69,440	31.66
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.33
Total		2,23,26,940	99.99

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

** Rounded off

the % has been calculated based on existing (pre-offer) paid up capital of the Company.

(B) 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:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-offer paid up Capital**#
1.	Bibhu Datta Panda	70,69,440	31.66
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.33
Total		2,23,26,940	99.99%

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

** Rounded off

the % has been calculated based on existing (pre-offer) Paid up Capital of the Company.

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of then existing paid up Capital**#
1.	Bibhu Datta Panda	70,69,440	31.66
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.34
Total		2,23,26,940	99.99

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

** Rounded off

the % has been calculated based on existing (pre-offer) Paid up Capital of the Company.

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of then existing paid up Capital***
1.	Bibhu Datta Panda	70,69,440	31.66
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	68.34
Total		2,23,26,940	99.99

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

**Rounded off

the % has been calculated based on existing (pre-offer) Paid up Capital of the Company.

10. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Prospectus.

As on the date of filing the Draft Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

11. Shareholding of the Promoters of our Company:

As on the date of the Draft Prospectus, our Promoters Mr. Bibhu Datta Panda and Kajal Fashionwear Agency Private Limited holds total 2,23,26,940 Equity Shares representing 99.99 % of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

Mr. Bibhu Datta Panda								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity Shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/(Received) (in ₹)	% of Pre Offer Capital	% of Post Offer Capital
February 13, 2003	Subscriber to MOA	5,000	5,000	10/-	10/-	50,000	0.02	[●]
March 24, 2004	Allotment of Shares	85,000	90,000	10/-	10/-	8,50,000	0.40	[●]
March 31, 2009	Allotment of Shares	26,10,000	27,00,000	10/-	10/-	2,61,00,000	12.09	[●]
December 21, 2009	Allotment of Shares	23,40,000	50,40,000	10/-	10/-	2,34,00,000	22.57	[●]
December 21, 2009	Conversion of Preference Shares into Equity	60,000	51,00,000	10/-	10/-	6,00,000	22.84	[●]
March 30, 2016	Conversion of Unsecured Loan into Equity	19,69,500	70,69,500	10/-	10/-	1,96,95,000	31.66	[●]
November 07, 2023	Transfer to Girija Shankar	(10)	70,69,490	10/-	10	100	31.66	[●]

Mr. Bibhu Datta Panda								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity Shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/(Received) (in ₹)	% of Pre Offer Capital	% of Post Offer Capital
	Dash							
November 07, 2023	Transfer to Saroj Kumar Adhikari	(10)	70,69,480	10/-	10	100	31.66	[●]
November 07, 2023	Transfer to Rishiraj Panda	(10)	70,69,470	10/-	10	100	31.66	[●]
November 07, 2023	Transfer to Dharendra Kumar Panda	(10)	70,69,460	10/-	10	100	31.66	[●]
November 07, 2023	Transfer to Jugal Kishor Mishra	(10)	70,69,450	10/-	10	100	31.66	[●]
November 07, 2023	Transfer to Goutam Sutar	(10)	70,69,440	10/-	10	100	31.66	[●]
Total		70,69,440				7,06,94,400		[●]

Kajal Fashionwear Agency Private Limited								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre- Offer Capital	% of Post - Offer Capital
May 25, 2010	Transfer from Topaz Impex Inc	71,80,000	71,80,000	10/-	10/-	7,18,00,000	32.16	[●]
May 25, 2010	Transfer from Topaz Energy Resources Private Limited	47,20,000	1,19,00,000	10/-	10/-	4,72,00,000	53.30	[●]
April 18, 2012	Preferential Allotment	30,00,000	1,49,00,000	10/-	10/-	3,00,00,000	66.74	[●]
March 30, 2016	Conversion of Unsecured Loan into Equity	3,57,500	1,52,57,500	10/-	10	35,75,000	68.34	[●]
Total		1,52,57,500				15,25,75,000	68.34	[●]

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*#
1.	Bibhu Datta Panda	70,69,440	10
2.	Kajal Fashionwear Agency Private Limited	1,52,57,500	10

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

Rounded Off

13. We have 8 (Eight) shareholders as on the date of filing of the Draft Prospectus.
14. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 2,23,26,950 Equity Shares representing 99.99 % of the pre-offer paid up share capital of our Company.
15. There were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date of filing of this Draft Prospectus.
16. The members of the Promoters' Group, our directors and the relatives of our directors have not 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 six months immediately preceding the date of filing the Draft Prospectus.
17. **Details of Promoter's Contribution locked in for three years:**

Our Promoters have given written consent to include [●] Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting [●]% of the post offer Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in: **Noted for compliance.**

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

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

We further confirm that Minimum Promoters' Contribution of 20.00% of the post offer Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

The details of Minimum Promoters' Contribution are as follows:

Bibhu Datta Panda									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	%of Pre Offer Capital	%of post Offer Capital	Date up to which Equity Shares are subject to Lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]				[●]	[●]	

Kajal Fashionwear Agency Private Limited									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Offer/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	%of Pre Offer Capital	%of Post Offer Capital	Date up to which Equity Shares are subject to Lock-in
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total			[•]	[•]			[•]	[•]	

All the Equity Shares held by the Promoters are in already dematerialized as on date of this Draft Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.00% of the Post Offer 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;
- As per Regulation 237(1) if the Shares are issued to the promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum promoters' contribution.
- However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to promoters during the preceding one year at a price less than the Offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: **Not Applicable**

Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible: **Not Applicable**

18. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution:

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, all 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.

19. Lock in of Equity Shares held by Persons other than the Promoters:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-offer 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 Offer. Accordingly, all the Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

20. Inscription or recording of non-transferability:

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

21. Pledge of Locked in Equity Shares:

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 Offer 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.

22. 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 a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- 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 transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

23. Our Company, our Directors and the Lead Manager to this Offer have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
24. Our Company shall ensure that transactions in the Equity Shares by the Promoter and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Prospectus and the Offer Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
25. As on date of the Draft Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be issued fully paid-up equity shares.
26. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
27. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
28. There are no safety net arrangements for this public offer.
29. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

30. As per RBI regulations, OCBs are not allowed to participate in this offer.
31. Our Company has not raised any bridge loan against the proceeds of this Offer. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
32. There are no Equity Shares against which depository receipts have been issued.
33. As on date of the Draft Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the Offer to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the Offer.
37. Our Promoters and the members of our Promoters' Group will not participate in this offer.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Offer Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
39. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre-Offer Equity Share Capital	% of Post Offer Equity Share Capital
1.	Bibhu Datta Panda	Managing Director	70,69,440	31.66	[●]
2.	Rishiraj Panda	Director	10	0.01	[●]

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Offer for Sale and the Fresh Issue. The Fresh Issue comprises upto 26,00,000* Equity Shares, aggregating to ₹ [●] Lakh by our Company and the Offer for Sale comprises upto 40,00,000* Equity Shares, aggregating to ₹ [●] Lakh by Kajal Fashions Private Limited who is one of the Promoters (“**Selling Shareholder**”).

**Subject to finalization of basis of allotment*

Offer for Sale

The Selling Shareholder will be entitled to its respective portion of the proceeds of the Offer for Sale after deducting proportion of the Offer related expenses and relevant taxes, as applicable, thereon. For further details, please see heading “Offer Expenses” below here of this chapter. Further, the proceeds received from the Offer for Sale will not form part of the Net Proceeds and Our Company will not receive any proceeds from the Offer for Sale. For details of the Selling Shareholder and the number of Equity Shares offered by the Selling Shareholder in the Offer, please see "**The Offer**" on page 47

Fresh Issue

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

1. Funding Capital expenditure for installing One Coke Oven Plant for expansion of capacity;
2. Funding modernization of existing plant;
3. General corporate purposes;

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

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 listing of Equity Shares on the Stock Exchange. 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 objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Net Proceeds

The Gross proceeds, after deducting Offer expenses to the extent applicable to the Fresh Issue, are estimated to be ₹ [●] Lakh (“**Net Proceeds**”).

The following table summarizes the requirement of funds:

		(₹ in Lakh)
Particulars	Amount	
Gross proceeds from the Issue	[●]	
Less: Estimated issue related expenses in relation to the Issue	[●]	
Net Proceeds	[●]	

Requirement of Funds and Utilization of Net Proceeds

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

Sr. No.	Particulars	Estimated Amount (₹ in Lakh)	% of Gross Proceeds	% of Net Proceeds
1.	Funding Capital expenditure for installing One Coke Oven Plant for expansion of capacity	1,346.00	[●]	[●]
2.	Funding modernization of existing plant	303.31	[●]	[●]

3.	General corporate purposes*	[●]	[●]	[●]

*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

Proposed schedule of implementation and utilization of the Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in lakh)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Amount to be deployed from the Net Proceeds in Fiscal 2025	Estimated Amount to be deployed from the Net Proceeds in Fiscal 2026
1.	Funding Capital expenditure for installing One Coke Oven Plant for expansion of capacity	1,346.00	471.10	874.90
2.	Funding modernization of existing plant	303.31	106.16	197.15
3.	General corporate purposes*	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds from the 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, management estimates, current and valid quotations and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws

In the event that the estimated utilization of the Net Proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilized in the next financial year, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and / or debt arrangements. Further, if the actual utilization towards any of the objects is lower than the proposed deployment such balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations.

Means of finance

The fund requirements for the Objects are proposed to be entirely funded from the Net Proceeds and in case of any shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company shall utilize its internal accruals and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we confirm and undertake that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and through existing identifiable internal accruals as required under Regulation 230(1)(e) of the SEBI ICDR Regulations and paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations.

(₹ in Lakhs)

Sr. No.	Particulars	Estimated Amount	From IPO procced (₹ in Lakhs)	Internal Accruals (₹ in Lakhs)
1.	Funding Capital expenditure for installing One Coke Oven Plant for expansion of capacity	1,346.00	1,346.00	Nil

2.	Funding modernization of Existing Plant	303.31	303.31	Nil
3.	General corporate purposes*	[●]	[●]	Nil

*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

Details of the use of issue Proceeds

1. Setting up one Coke Oven Plant

Our Company is engaged in the business of manufacturing of Low Ash Metallurgical Coke (“**LAM**”). Our owned Plant is located at Baramana, Jajpur, Odisha where we currently operate 3 (three) batteries with 32 ovens in each battery (total 96 ovens) with an annual manufacturing capacity of 60,000 Metric Tonnes Per Annum (MTPA). Our Company also has second Plant having manufacturing facilities on leased basis from Srinivasa Coke Private Limited at Visakhapatnam, Andhra Pradesh which is having one battery with 18 ovens with the installed capacity of 18,000 MTPA. The total aggregating capacity of our Company (owned + leased) is 78,000 MTPA for both the units. Our Company also has a tie-up for contract manufacturing for our product with Om Avi Carbon Resources Private Limited and make use of their 24,000 MTPA capacity for our use.

Our Company owns a parcel of existing commercial land admeasuring about 13.16 Acres at Baramana, Jajpur, Odisha, India. On this land our existing plant is set-up and operational. Out of the said land, we have surplus and unutilized extra land admeasuring about 3.41 Acres. Out of this surplus land, we intend to use approximately 2.81 Acres land for our proposed expansion through capital expenditure by installation of additional plant and machinery. For the name of the entity from whom the said land has been acquired and other relevant details, please refer to section titled “Properties” under Chapter titled “Our Business”. We confirm that there is no relationship of such entity (from whom the said land is acquired) with any of our Promoter or Promoter Group entities or Directors.

We further confirm that the said land, which was acquired by our Company, is free from all encumbrances (except the bank charge by way of equitable mortgage thereon, for the loans availed by the Company) has a clear title and being registered in the name of our Company. Our Company has already received all the relevant approvals pertaining to the said land for carrying out our existing business operations as well as our proposed capital expenditure towards installation of additional plant and machinery. If there is any approval(s), which becomes applicable at later stage in the future, our Company shall apply for such approval(s).

Our Company is now proposing to install one more additional battery with 36 ovens to install additional capacity of 34,400 MTPA of LAM Coke at existing vacant land available at our existing Plant at Baramana, Jajpur, Odisha. After implementation of the proposed expansion, our Company’s own total capacity will be 94,400 MTPA and total capacity (including leased one) shall be 1,12,400 MTPA.

The proposed capacity expansion plan as well as plan for the modernization of existing capacities and their working has been reviewed and approved by our Board of Directors and found to be appropriate.

For setting up the proposed expansion of one battery with 36 ovens to install additional capacity of 34,400 MTPA of LAM Coke at existing vacant land available at our existing Plant at Baramana, Jajpur, Odisha, the Our Company has estimated total project cost (other than working capital) of ₹ 1,346.00 Lakh. The breakup of the same is as under:

(₹ in Lakhs)

Sr. No.	Description	Estimated cost
1.	Site Development at Plant	38.00
2.	Refractory Bricks & Accessories for Oven	665.00
3.	Structural Steels for Oven Construction	106.00
4.	Other Plant & Machinery	135.00
5.	Electrical equipment’s & DG Set	65.00
6.	Pollution Control Devices	30.00
7.	Civil Construction	45.00
8.	Installation cost	35.00
	Total Cost	1,119.00
9.	Transportation	22.00

10.	GST @ 18%	205.00
	Total estimated cost	1,346.00

The above estimated cost is based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

None of the machineries / equipment to be purchased are second hand. Our Company intends to fund 100% of the project cost out of Net Issue Proceeds.

Details of new battery to be installed

Proposed Battery size

Particulars	Specification
No. of Ovens	36
Daily Oven Production	18 pair
Oven useful Volume	10.5m ³
Coal charging/oven	7.00 MT
Production from each oven (Gross Coke)	5.00 MT
Daily Production	5 X 18 = 90 MT
Monthly Production	90 MT x 30 = 2700 MT
Total Production: 32,400 MT Per Annum	

Site development at plant

The new battery will be installed on existing open land of our existing old plant. Our Company has given the turnkey project to set up the proposed plant to Esskay Machinery Pvt. Ltd. The cost of site development is estimated on lump sum basis by Esskay Machinery Pvt. Ltd. The estimated cost of site development is amounting to ₹ 38.00 Lakh. These estimated cost is based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

Refractory Bricks & Accessories for Oven

The details of various technical specifications are as under:

Sr. No.	Particulars	Size	Quality	Unit Wt. (Kg.) Approx.	Qty. in No. for 1 Pair of Ovens	Qty. for one Battery consisting 18 Pair of Ovens	Grand Total (in MT)
1	Standard Size	9"x 4 1/2"x3"	40%D	4.48	13,000	2,34,000	1,048.32
2	Standard Size	9"x 4 1/2" x3"	IS-8	4.38	10,000	1,80,000	788.4
3	Standard Size	9"x 4 1/2"x3"	IS-6	4.18	5,000	90,000	376.2
4	Standard Size	9"x 4 1/2 " x 2 1/2"	IS-8	3.65	500	9,000	32.85
5	Standard Size	9"x 4 1/2 " x 2"	IS-8	2.92	200	3,600	10.512
6	Standard Size	9"x 4 1/2 " x 1 1/2"	IS-8	2.19	100	1,800	3.942
7	Standard Size	9"x 4 1/2 "x 1"	IS-8	1.46	100	1,800	2.628
8	End / Arch	9"x 4 1/2 "x 2 1/2"x2"	40%D	3.36	3,600	64,800	217.728
9	End/ Arch	9"x 4 1/2 "x 3"x2"	40%D	3.73	1,200	21,600	80.568
10	End/Arch	9"x 4 1/2 "x 2 1/2"x2"	IS-8	3.29	100	1,800	5.922
11	End/Arch (Tunnel)	9"x 4 1/2 "x 3"x2"	IS-6	3.48	350	6,300	21.924
12	Side/Arch	9"x 4 1/2 "x 3"x2"	IS-6	3.48	1,800	32,400	112.752
13	End/Arch (Tiles)	9"x 6 3/4" x 3"x2 1/2"	IS-8	6.02	60	1,080	6.5016
14	End/Arch (Tiles)	9"x 6 3/4" X 3"x 2"	IS-8	5.48	30	540	2.9592
15	Standard (Tiles)	9"x 6 3/4" X 3"	IS-8	6.57	400	7,200	47.304

16	Tiles	18"x 12 "x 4 1/2"	IS-8	35.04	115	2,070	72.5328
17	Tiles	16"x12"x4 1/2"	IS-8	31.15	101	1,818	56.6307
18	Tiles	18"x9"x 4 1/2"	IS-8	26.28	45	810	21.2868
19	Tiles	18"x9"x3"x2 1/2"	IS-8	16.06	8	144	2.31264
20	Tiles (Plain)	24" x 12"x3"x2"	IS-8	25.96	17	306	7.94376
21	Fire Clay (Mortar)	MT	IS-8		10	180	180
22	Conventional Castable	MT	45% Al ₂ O ₃		0.5	9	9
23	Insulating Powder	MT			4	72	0
24	Gorak to Mase	MT			0.5	9	0
25	Silicate	Kg			30	540	0
26	Gourd	Kg			30	540	0
27	End/Arch (Tunnel)	9"x 4 1/2" x 3"x1"	IS-8	2.92	50	900	2.628
Total							3,110.846

Our Company has given the proposed work of Refractory Bricks & Accessories for Ovens set up to Esskay Machinery Pvt. Ltd. The estimated cost for the above is ₹ 665.00 Lakhs based on the quotation of Esskay Machinery Private Limited. This estimated cost is based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

Structural Steels for Oven Construction

The total steel structure requirements work out based on battery technical specifications. The total requirements of steel structure estimated as under:

Sr. No.	Steel Type	Requirement (in MT)	Total Estimated Value (₹ in Lakhs)
1	Channel 100 x 75 (6 mm)	2.5	3.10
2	Channel 75 x 40 (6 mm)	12.0	14. 88
3	Angle 65 x 65 (6 mm)	1.0	1.24
4	Round 20 mm	0.5	0.62
5	I channel 250 x 125 (6 mm)	9.0	11.16
6	I channel 200 x 100 (6 mm)	3.5	4.34
7	Channel 200 x 75 (6 mm)	5.0	6.20
8	Round 32 mm	2.0	2.48
9	Rail 105 Pound	16.5	22.50
10	I channel 150 x 75 (6 mm)	9.0	11.16
11	Angle 75 x 75 (8 mm)	5.5	6.82
12	I channel 300 x 140 (6 mm)	11	13.64
13	Plate (12 mm) 5 ft x 20 ft - 1 Piece	2	2.48
	Total MT	79.5	100.62

The above prices are based on estimated value including cost of steel structure, fabrications, blasting and other incidental cost is based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

Other Plant and Machinery

Along with construction of new battery various other equipment are also required which are part of the plant. The details of the same are as under:

Sr. No.	Particulars	Quantity	Estimated Cost (₹ in Lakhs)
1	Coal Crusher (4 Hammer, Motor - 75 HP - 1440 RPM)	1	135.00 (Lumpsum vale)
2	Electronic Pitless Type Weighbridge (16 meters x 3 meters)	1	
3	800 X 800 Toothed Double Roll Cutter (50 TPH, Motor - 2 Nos. X 25 HP, 720 RPM)	1	
4	650 X 1000 Toothed Double Roll Cutter (30 TPH, Motor - 25 HP, 720 RPM)	1	

5	Vibrator Screen 20' X 5' (Triple Deck - 50 TPH)	1	

The above prices are based on quotations received from Esskay Machinery Pvt. Ltd. dated August 28, 2024 and the same is valid till February 28, 2025.

Electricals and DG Set

The proposed electrical equipment and cables requirements are estimated as under:

Material Description	Motor Required Qty	Starter Required Qty	Main Panel Required Qty	Uses	Estimated Cost (₹ in Lakhs)
One 250 KVA Transformer	-	-	-	For Input Power from Grid	65.00 (Lumpsum value)
90 HP Motor	1	-	1	Coal crusher	
Crusher Motor Spare	1			Crusher Motor	
10 HP Motor	2	1		Quenching Pump	
7.5 HP Motor	11	2	8 (Both side operating)	Winch motor & vibrator	
5 HP Motor	12	2	2 (Both side operating)	Reversible conveyor & other conveyor (Coal & coke side)	
25 HP Motor	4	-	-	Primary & secondary cutter	
Panel (Main)	1 Nos	-	-	Cutter & vibrator	
250 SQMM X 4 Core Aluminium Cable	200 MTRS	-	-	-	
150 SQMM X 4 Core Aluminium Cable	300 MTRS	-	-	-	
4 MM Copper Cable	1000 MTRS	-	-	-	
2.5 MM Copper Cable	1000 MTRS	-	-	-	
DG Set with Panel - 1 No.	500 KV	-	-	For Back-up Power	

The total estimated value of the above electrical equipment and DG set is ₹ 65.00 Lakh based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

Pollution Control Devices

The coke oven gas about 25,000 Nm³/hr at 1,000 C from each battery is passing through water cooled HE and Bag filter under suction created by ID fan and being released to atmosphere at 800-900 C through 40m stack. The particulate matter remains within permissible limit of 100 micrograms/M³. The Coal handling section will be covered conveyors and water sprinklers for abatement of fugitive emission. There will be additional bag filter and 30m stack for coal handling section. The estimations of Pollution Control Device are as under:

Material Description	Required Qty	Uses	Estimated Cost (₹ in Lakhs)
Pollution Control Devices	1 Sets	Dust Collector	30.00 (Lumpsum value)

The above prices are based on quotations received from Esskay Machinery Pvt. Ltd. dated August 28, 2024 and the same is valid till February 28, 2025.

Civil Construction

Material Description	Required Qty	Uses	Estimated Cost (₹ in Lakhs)
Construction of Coke Oven Chimney of 120 m' for one Battery	1	Emission of Flue Gas	45.00 (Lumpsum value)
WASTE WATER MANAGEMENT: Daily production usage waste water will be discharged to recycling water tanks. The same water will be used for the processing production. Zero Outside Water Discharge shall be maintained & also Rain water to be collected in low lying area in the premises of the plant. TANK SIZE: 18' X 6' X 6'	1	Recycling of Water	
Construction of Oven Wharf in front of the Oven Gates at both sides of each Battery required for both the units. Each Wharf Size: 130' x 45' for one side	2 sides	Discharge of Production Coke on Wharf	
Construction of Electrical Panel Rooms, Construction of DG Rooms & Construction of Production Control Rooms	1	--	

The above prices are based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

2. Modernization of Existing Plant

Our Company also proposed to modernize the existing Plant, at Baramana, Jajpur, Odisha. Our Company appointed Esskay Machinery Pvt. Ltd. to carry out feasibility study on the modernization of existing plant with estimated cost. As per their feasibility report the following major key areas needs to be addressed on priority:

- Enhancement of Coke Oven output with the availability of current production facilities.
- Minimization of By-Product (i.e. Coke Fines) generation in the Production Process.
- Improvement in the Coke Sizing Process to improve output & reduction of generation of By-Product (i.e. Coke Fines) through Modernization of Coke Cutting Plants Vibrator Plant.
- Reduction of Moisture on Coke Output.

The estimated cost of modernization of existing plant is as per their quotation dated August 28, 2024 as under:

Sr. No.	Description	Unit price (₹ in Lakh)	Quantity No.	Estimated Cost (₹ in Lakhs)
1.	Setting up Coal Stamp Charging Machines in existing 96 ovens	22.00	3	66.00
2.	Double Door Construction for Stamping	-	-	98.00
3.	Coke Cutter and Vibration Unit Upgradation Primary Cutter Secondary Cutter Vibrator Machine	-	1 1 1	66.00
4.	Installation of Coke Dryer	-	1	22.00
5.	Total Cost	-	-	252.00
6.	Transportation cost @ 2%	-	-	5.04
7.	GST@18%	-	-	46.27
	Total estimated cost			303.31

The above prices are based on quotations received from Esskay Machinery Private Limited dated August 28, 2024 and the same is valid till February 28, 2025.

The technical description of each equipment and specifications, which are recommended as per their feasibility report is as under:

Setting up coal stamp charging machines in existing 96 ovens:

It is recommended to introduce Stamping Mechanism to increase the current Production Capacity, by augmenting the volume of Input Coal Charging. The current Bulk Density (BD) of Charging Coal per Oven is at the range of 0.7 MT (700 kg)/oven volume. With in-house R&D, the supplier of equipment has developed an established technology by designing a Stamp Charging Machine to operate inside the ovens during the process of Coal Charging. Through this process the BD will improve from the current level of 0.7 MT (700 kg)/per oven volume to the 1 -1.2 MT (1000 kg to 1200 kg)/per oven volume, for all 96 ovens in all 3 Batteries. (Coke Plants).

There will be a remarkable enhancement in the Coal Consumption per oven metric for the total existing 96 Ovens. The Consumption of Coal per Oven will increase by 1.2 to 1.5 mt. The Total Coal consumption per day will go up by 60 MT/ day with an increase of Production by 35 MT - 40 MT per day resulting in an expected augmentation in the annual production by 10,000 MT - 12,000 MT. The additional advantage of stamping of coal results in additional compactness of feed material which leads to higher strength Coke Production post carbonization process, resulting in Minimization By-Product generation (i.e. Coke Fines) during the sizing process, which will directly impact in reduction in Cost of Production.

Double Door Construction for Stamping;

To implement Stamp Charging Mechanism effective inside the operation of Coke Ovens, it is pre-requisite to install Double Door Oven Doors instead of existing Single Oven Door. Use of Double Door is vital to make the operation of Stamping Machine effective. We proposed to replace all the existing 96 ovens Single Door with High Heat Resistivity Insulated Double Doors along with ten Spare Doors for each Battery of 32 Ovens.

The Installation of High Heat Resistivity Double Doors will ensure:

- Aiding the efficient application of the Stamping Machine in the Production process.
- Reduction in Mean Charge & Discharge time per oven by 15 minutes, leading to quicker overall Production Cycle Time and Leaner Post Coke processing and Dispatch schedules.
- Greater Heat resistivity of gates aiding in its durability resulting in greater per Gate Usage cycle.

Coke Cutter and Vibration Unit Upgradation:

With an elaborate Technical Study of the current operational installed Coke Cutters & Vibrating Screening Units, in the feasibility report, Technical Team has recommended to upgrade the existing setup with the Installation of Higher Efficiency. The Two stage cutting through Primary & Secondary Coke Cutters to achieve maximum output of Coke Cutting for the required size of 10 mm – 30 mm / 40 mm which is required in order to manufacture Ferro Alloys Grade Metallurgical Coke.

Also, the major area of focus is to minimize the generation of By-Product (i.e. Coke Fines) during the cutting and screening process. To synchronize with the new high efficiency Coke Cutter, we recommend the Installation of a High Capacity Vibrating Screening unit to support the Cut Coke output from the new Cutting unit.

Upgradation of Cutter Units and Vibrating Screen Unit will ensure:

- The increase in Output Capacity of Primary Cutter and Secondary Cutter with augmentation of Output capacity to 30 Tonnes per Hour (TPH), resulting in quicker finished product processing time (decrease in each cutting shift cycle time by 1.5 hours - 2 hours) allowing in leaner dispatch time and better inventory management.
- Increase in Vibrating Screen length and width from existing setup, resulting in better screening efficiency by allowing higher quality segregation of sized finished product (10 - 30/40 mm size), which doesn't allow over cutting and greater By-Product generation, matching the increase in volume of input feed from upgraded Cutter Units.
- Introduction of Cutting Rings in place of orthodox welded Jaw Plates in the cutters which are used to cut the Coke Lumps, allows greater emphasis on Cutting quality & lesser emphasis on Crushing Impact, which leads to lesser process loss, hence lesser By-Product generation.
- Use of Cutting rings in cutters made from Chrome Molly KMD leads to greater durability of cutting rings, since the wear per cutting cycle is considerably lower, resulting in leaner spares inventory investment.

Coke Cutter Specification:

Wide -1000 MM X DIA -650 MM

Feed Size: 100 MM

Out-Put Product: 10mm -30mm /40 mm

Capacity: 30 TPH

Bulk Density: 0.8T/Cu. M

Crushing Ring Material: Chrome Molly KMD

Number of Crushing Rings: 31 Numbers with 60 mm Ring Thickness.

Vibrator Specification:

Size of Basket: 1600 mm Wide X 4000 MM Long

Number of Decks: II

Use of better quality of Mesh Cloth with greater Shore Hardness metrics allows greater durability of Vibrating Unit Screens and helps implement leaner spares inventory investment.

Screen Cloth MOC: 0.5% High Carbon Steel -IS 4454 / PU MOC based screens efficient durable screen cloth.

Installation of Coke Dryer

Eskay Machinery Private Limited recommended to install a Coke Drying Machine which will dry using Heat tapped from Recovered Waste Gas to reduce the Total Moisture (TM) on coke produced by our Company. The Coke will be fed in an insulated rotating shell, with the waste heat gas being passed through from the opposite side, with the counter current allowing the rotating input material to dry during the cycle time, as it will discharge, resulting in drier Coke. With a continuous feed rate, it will provide a mean cycle time of 10.5 minutes per drying cycle with an average reduction of 6.5% - 7% Total Moisture (TM) in the input cargo.

The installation of Coke Dryer will result in:

- During the Monsoon season, in order to still meet the Moisture parameters in the finished product, the Coke Dryer will dry excess wet material prior loading.
- Lesser dependency on natural Air Drying, and allowing more reliable drying and material handling of cargo.
- Tapping an already existing source of heat without any additional investment towards an energy source.

3. General corporate purposes

Our Company proposes to deploy the balance gross proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilization not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize net proceeds include, business development initiatives, meeting any expense including salaries and wages, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilization of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law

In addition to the above, our Company may utilize the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilizing surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purposes. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses, such surplus amount shall be utilized towards other Objects or for General Corporate Purposes in such a manner that the amount for general corporate purposes, shall not exceed 25% of the amount raised by our Company through this Issue.

Interim use of net proceeds

The net proceeds pending utilization for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the net proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this draft red herring prospectus, which are proposed to be repaid from the net proceeds

Offer expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakh. The expenses of this Issue include, among others, listing fees, selling commission and brokerage, fees payable to the Lead Manager, fees payable to legal counsel, fees payable to the Registrar to the Issue, escrow collection bank and sponsor bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the syndicate, Registered Brokers, DPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on our Company. The estimated Issue expenses are as under:

Expenses*	Estimated expenses# (₹ in lakhs)	As a % of the total estimated Issue expenses#	As a % of the total Gross Issue Proceeds#
Fees payable to LM including underwriting commission	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees to the Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Legal Advisors	[●]	[●]	[●]
Fees payable to the regulators including stock exchange(s)	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Banks and Banker to the Issue, Brokerage, commission and selling commission, Registered Brokers, RTAs and DPs	[●]	[●]	[●]
Others (expenses and fees payable for marketing & distribution, Market Making, Underwriting, Peer Reviewed Auditor, out of pocket and miscellaneous expenses etc.)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

* Issue expenses include goods and services tax, where applicable. Issue expenses are estimates and are subject to change.

Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price.

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

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

Funds Deployed and Source of Funds Deployed

The following funds have been deployed for the proposed Objects of the Issue:

(₹ in lakhs)	
Particulars	Amount
Issue related expenses*	12.00
Total	12.00

* As certified by M/s. Goutam & Co., Chartered Accountants, the Peer Review Statutory auditor of our Company, by way of their certificate dated October 21, 2024. This amount is exclusive of applicable taxes. The source of financing of this amount incurred was from the internal accrual of our Company.

Bridge Financing Facilities

We have not raised or have no intention to raise any bridge loans from any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds.

Interim Use of Funds

Pending utilization of the Issue Proceeds for the Objects of the Issue, our Company shall deposit the funds only in one or more Scheduled Commercial Bank(s) included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Monitoring Utilization of Funds

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

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

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoter(s) will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act and the SEBI ICDR Regulations.

Appraising agency

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank/ financial institution/any other agency.

Shortfall of Funds

Any shortfall in meeting the fund requirements towards the Objects, if any, will be met by way of internal accruals.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter(s), Promoter Group, subsidiary, Directors, key management personnel, senior management personnel or Group Companies, either directly or indirectly. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter(s), Promoter Group, subsidiaries and Directors.

BASIS OF OFFER PRICE

The Offer Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. Investors should read the following basis with the sections titled “**Risk Factors**”, “**Financial Information**” and the chapter titled “**Our Business**” beginning on page no. 22, 161 and 102, respectively, to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

The Offer Price will be determined by our Company in consultation with the Lead Manager on the basis of an assessment of market demand for the Equity Shares offered through the fixed price method and on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue is ₹[●] which is [●] times of the face value.

Qualitative Factors

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

- ✓ Strategic Location of Manufacturing Facilities
- ✓ Experienced Promoter and Management Team
- ✓ Excellence in Producing High-Quality LAM Coke
- ✓ Established customer base for Products and byproduct
- ✓ Own Fleet for Just-In-Time (JIT) delivery
- ✓ Strong existing client relationship
- ✓ A successful and proven track record of manufacturing LAM coke in the region
- ✓ Offering Flexible Operation for meeting specific customers requirement
- ✓ Strong technical and execution capabilities to maintain quality of LAM Coke

For more details on qualitative factors, refer to chapter titled “**Our Business**” on page 102.

Quantitative Factors

The information presented in this section is derived from our Restated Consolidated Financial Statements. For more details on financial information, investors please refer the chapter titled “**Restated Financial Statements**” on page 161. The ratios set forth below have been computed on the basis of the Restated Financial Statement and after considering the impact of issuance of bonus shares, split and consolidation of the Equity Shares. Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and Diluted Earnings per Equity Share (“EPS”), pre-Issue for the last three years, as per restated financial adjusted for changes in capital

Financial period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
September 30, 2024	2.65	2.65	-
Fiscal 2024	7.08	7.08	3
Fiscal 2023	6.64	6.64	2
Fiscal 2022	5.64	5.54	1
Weighted Average	6.69	6.69	

Note: EPS has been calculated in accordance with the Accounting Standard 20 – “Earnings per share”. The face value of equity shares of the Company is ₹10.

2. Price Earning (P/E) Ratio in relation to Fixed Issue Price of ₹ [●] per Equity Share

Particulars	P/E Ratio at the lower end of the price band (number of times)	P/E Ratio at the higher end of the price band (number of times)	P/E at the Issue Price (number of times)
Based on basic EPS for Fiscal 2024	[●]	[●]	[●]
Based on diluted EPS for Fiscal 2024	[●]	[●]	[●]

3. Industry Peer Group P/E Ratio

Particulars	P/E*
Highest	68.85
Lowest	68.85
Average	68.85

*Source: The industry high and low has been considered from the industry peer set provided. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. Since, there is only one comparable Peer listed company, therefore, above figures are taken for that comparable Peer listed company.

4. Return on Net Worth ("RoNW"):

Financial period	RoNW (%)*	Weight
September 30, 2024	8.43**	
Fiscal 2024	24.61	3
Fiscal 2023	30.57	2
Fiscal 2022	37.40	1
Weighted Average***	28.73	

*Return on net worth is the restated profit for the period or year divided by the net worth.

** Not annualized

*** The weighted average is a product of RoNW and respective assigned weight dividing the resultant by total aggregate weight.

5. Net Asset Value ("NAV") per Equity Share:

Particulars	NAV (₹)
As at September 30 , 2024	31.44
After the completion of the Issue	At the Issue price: [●]

*As per the Restated Consolidated Financial Statements. Net Asset Value per equity share represents net worth as at the end of the period, as restated, divided by the number of Equity Shares outstanding at the end of the period.

6. Comparison with Industry Peers

Name of the Company	Standalone/ Consolidated	Face Value (₹)	P/E**	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)	Revenue from Operation (Rs. in Lakh)
Nilachal Carbo Metallicks limited	Consolidated	10	[●]	7.08	24.61	28.79	26,510.68
Peers:							
Stratmont Industries Limited*	Standalone	10	68.85	2.17	20.52	10.57	8,725.33

*Information is based as per available financials for FY 2024 of the Peers from the stock exchange. For the Company, information is based on latest full year fiscal as per the Restated Financial Statements for FY 2024.

** Price is taken as closing price on BSE Limited (i.e. Rs. 149.40) on November 4, 2024.

7. Key Performance Indicators (KPIs)

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. 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 our Board of Directors), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. The KPIs disclosed also help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs herein have been certified by Goutam & Co., Chartered Accountant, the Peer Reviewed statutory auditor of our Company, by way of their certificate dated October 21, 2024 and the same have been approved by the Audit Committee at its meeting held October 21, 2024.

Statement of Key Performance Indicators as at and for the period ended September 30, 2024 and the Fiscal 2024, 2023 and 2022:

(Rs. in lakh, except ratios and percentage)

Particular	As of and for			
	September 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from Operations	9,898.07	26,510.68	26,621.02	19,919.30
Other Income	19.99	201.97	224.96	139.00
Total Income	9,918.06	26,712.65	26,845.98	20,058.30
EBITDA	1,164.57	2,498.05	2,231.98	1,893.61
EBITDA Margin (%)	11.77%	9.42%	8.38%	9.51%
Profit After Tax (PAT)	591.67	1,581.81	1,481.68	1,258.42
PAT Margin (%)	5.98%	5.97%	5.57%	6.32%
Net worth	7,019.78	6,428.11	4,846.3	3,364.61
Total Debt	2,480.35	2,613.81	1,883.68	1,007.21
Return on Equity (ROE) (%)	8.43%*	24.61%	30.57%	37.40%
Return on Capital Employed (ROCE) (%)	10.68%*	23.33%	27.59%	35.78%
EPS (Rs.)	2.65	7.08	6.64	5.64
Book Value per Share (Rs.)	31.44	28.79	21.71	15.07
Debt To Equity Ratio	0.35	0.41	0.39	0.30

* Not annualized

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Other Income means the business income other than Revenue from Operations as appearing in the Restated Financial Statements.
- Total Income refers to Revenue from Operations + Other Income.
- EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- PAT Margin i.e. Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
- Net worth means the aggregate value of the paid-up share capital and reserves and surplus.
- Return on equity (ROE) is profit after tax for the year divided by the net worth during that period and is expressed as a percentage.
- RoCE (Return on Capital Employed) is calculated as Earnings Before Interest and Tax (EBIT) (i.e., Profit before tax + Finance Cost) divided by capital employed, which is defined as total equity (i.e. net worth) and long term/short term debt.
- EPS (Earning per Share) is calculated as PAT divided by no. of Equity Shares
- Book Value per Share is calculated as net worth divided by no. of Equity Shares
- Debt to equity ratio is calculated by dividing the debt by net worth.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ Lakhs)	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 Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
EBITDA (₹ Lakhs)	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.
Profit After Tax (₹ Lakhs)	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.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital	It is calculated as profit before tax plus finance costs divided by total equity plus non-current

KPI	Explanations
employed (RoCE) (%)	liabilities.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.

Comparison of financial KPIs of our Company and our listed peers

(Rs. in Lakh)

KPIs	The Company - Nilachal Carbo Metalicks Limited		Stratmont Industries Limited*	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operations	26,510.68	26,621.02	8,725.33	5,264.36
Other Income	201.97	224.96	24.23	19.13
Total Income	26,712.65	26,845.98	8,749.56	5,283.49
EBITDA	2,498.05	2,231.98	210.70	141.92
EBITDA Margin (%)	9.42%	8.38%	2.41	2.70
Profit After Tax (PAT)	1,581.81	1,481.68	75.90	73.47
PAT Margin (%)	5.97%	5.57%	0.87%	1.40%
Net worth	6,428.11	4,846.3	369.81	293.91
Total Debt	2,613.81	1,883.68	2,798.37	764.55
Return on Equity (ROE) (%)	24.61%	30.57%	20.52%	25.00%
Return on Capital Employed (ROCE) (%)	23.33%	27.59%	18.78%	29.29%
EPS (Rs.)	7.08	6.64	2.17	2.10
Book Value per Share (Rs.)	28.79	21.71	10	10
Debt To Equity Ratio	0.41	0.39	7.57	2.60

*Our Company does not have any other comparable listed peer, therefore information related to only one listed peer group company has been provided.

Notes:

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Other Income means the business income other than Revenue from Operations as appearing in the Restated Financial Statements.
- Total Income refers to Revenue from Operations + Other Income.
- EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- PAT Margin i.e. Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
- Net worth means the aggregate value of the paid-up share capital and reserves and surplus.
- Return on equity (ROE) is profit after tax for the year divided by the net worth during that period and is expressed as a percentage.
- RoCE (Return on Capital Employed) is calculated as Earnings Before Interest and Tax (EBIT) (i.e., Profit before tax + Finance Cost) divided by capital employed, which is defined as total equity (i.e. net worth) and long term/short term debt.
- EPS (Earning per Share) is calculated as PAT divided by no. of Equity Shares
- Book Value per Share is calculated as net worth divided by no. of Equity Shares
- Debt to equity ratio is calculated by dividing the debt by net worth.

8. Justification for Basis for Offer price

- A. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Our Company has not issued any Equity Shares or convertible securities ("Security(ies)"), excluding issuance of bonus Equity Shares, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more

that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- B. Price per share of the Company based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group or Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)**

There have been no secondary sale / acquisitions of Equity Shares, where the Promoters, members of the Promoter Group, Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction, during the 18 months preceding the date of this Prospectus, 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 share capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- C. Since there are no such transaction to report to under (A) and (B), the following are the details basis the last five primary and secondary transactions (secondary transactions where Promoters, Promoter Group or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Prospectus irrespective of the size of transactions:**

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Total Consideration (₹)
Primary Issuances						
Nil	NA	NA	NA	NA	NA	NA
Weighted average cost of acquisition (WACA) (primary issuances) (₹ per Equity Share)						Nil
Secondary Transactions						
Nil						
Weighted average cost of acquisition (WACA) (secondary transactions) (₹ per Equity Share)						NA

- D. The Issue Price is [●] times the weighted average cost of acquisition based on Primary Issuances/ Secondary Transactions, as set out above in paragraph A & B or C above, are set out below:**

Past Transactions	Weighted average cost of acquisition (in ₹)	Issue Price (₹[●])
Weighted average cost of acquisition (WACA) of Primary issuances(A)	NA	NA
Weighted average cost of acquisition (WACA) of Secondary transactions(B)	NA	NA
Weighted average cost of acquisition (WACA) of Primary issuances(C)	Nil	NA
Weighted average cost of acquisition (WACA) of Secondary transactions(C)	Nil	NA

- E. Explanation for Issue Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company’s key performance indicators and financial ratios for the period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022**

Not applicable as there is neither any primary issuance or secondary transaction of Equity Shares.

- F. Explanation to the Issue Price being [●] times of weighted average cost of acquisition of Primary issuance price/ Secondary transaction price in view of external factors which may have influenced the Offer Price, if any**

Not applicable as there is neither any primary issuance or secondary transaction of Equity Shares. We believe that there are no such external factors which may have influenced the Offer Price.

- 1. The face value of our share is ₹10 per share and the Issue Price is of ₹[●] per Share are [●] times of the face value.**

The Company in consultation with the Lead Manager, believes that the Offer Price of ₹[●] per Equity Share for the Issue is justified in view of the above parameters. Investor should read the abovementioned information along with the section titled "**Risk Factors**" on page 22 and the financials of our Company including important profitability and return ratios, as set out in the section "**Restated Financial Statements**" on page 161.

The Issue Price has been determined by our Company in consultation with the Lead Manager and is justified by our Company in consultation with the Lead Manager on the basis of the above information.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Nilachal Carbo Metalicks Limited
AT N/4-158, IRC Village
Bhubaneswar 751015
Odisha, India

Dear Sirs / Madam,

Subject - Statement of possible tax benefits ("the statement") available to Nilachal Carbo Metalicks Limited ("the company"), its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer of Equity Shares by Nilachal Carbo Metalicks Limited.

This Report is issued in accordance with the terms of our engagement letter/agreement dated 14/10/2024.

The preparation of the Statement is the responsibility of the Management of Nilachal Carbo Metalicks Limited (hereinafter the "Company") including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

1. We hereby confirm that the enclosed Annexure I, prepared by **Nilachal Carbo Metalicks Limited** ("the Company"), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (collectively the "Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. We have examined the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows, for the period ended September 30, 2024 and the year ended on March 31, 2024, 2023 and 2022; together with the respective Schedules, Annexures and Notes thereto, prepared in accordance with the requirements of the Companies Act, 1956, as amended and the Companies Act, 2013, to the extent notified and made effective (together, the "Companies Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Guidance Note on "Reports in Company's Prospectus (Revised)" issued by the ICAI, to the extent applicable, as amended from time to time ("Guidance Note") (together with the "Restated Financial Statements").

3. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement

are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement

4. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

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

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

7. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.

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

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

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

10. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For and on behalf of Goutam & Co.,

Chartered Accountants

Firm's Registration No.: 326869E

Sd/-

CA Goutam Lenka

Partner

Membership No.: 067906

Date: 21/10/2024

Place: Bhubaneswar

UDIN: 24067906BKGAKC4780

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

Note:

1. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The Shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.
2. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

SECTION VI – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

OUR INDUSTRY

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

While we have exercised reasonable care in compiling and reproducing such official, industry, market and other data in this document, it has not been independently verified by us or any of our advisors, or any Lead Manager or any of their advisors and should not be relied on as if it had been so verified

WORLD ECONOMIC OUTLOOK

Global economic growth is expected to remain steady in 2024 with faster trade growth. However, the continuing geopolitical conflicts along with disruptions in trade routes and high public debt burden pose challenge to overall global economic outlook. Further, improving global growth and trade bodes well for the domestic economic growth outlook. The global trade outlook for 2024 remains positive, with merchandise trade expected to pick up after registering a contraction in volumes in 2023. On the global economic scenario, after a year marked by global uncertainties and volatilities, there was greater stability in 2023. While uncertainty stemming from adverse geopolitical developments remained elevated, global economic growth was robust.

INDIA GDP

Real GDP grows by 8.2 percent in FY-24 exceeds 8 percent in three out of four quarters. Retail inflation declines to 5.4 percent in FY-24 due to deft administrative and monetary policies. Economic growth of 8.2 percent supported by industrial growth rate of 9.5 percent. 29 states and union territories witness inflation rate below 6 percent. India's banking and financial sector displays stellar performance; RBI maintains steady policy rate. Double-digit and broad-based growth in bank credit. Agriculture and allied activities witness double digit growth in credit. RBI projects inflation to fall to 4.5 percent in FY25. India top remittance recipient country globally with USD 120 billion in 2023.

Six key focus areas in Amrit Kaal - boost private investment, expansion of MSMEs, agriculture as growth engine, financing green transition, bridging education-employment gap, and capacity building of states. India makes progress on climate action and energy efficiency; 45.4 percent installed electricity generation from non-fossil sources. India decouples economic growth from greenhouse gas emissions; GDP stands at 7% while emissions were at 4% between 2005-19.

Gini co-efficient declines, underscores social sector initiatives reduce inequality. More than 34.7 crore Ayushman Bharat cards generated, 7.37 crore hospital admissions covered 22 mental disorders covered under Ayushman Bharat rapid progress in R&D, one lakh patents granted in FY24, compared to less than 25,000 in FY20. Net payroll additions to EPFO more than doubles from 61.1 lakh in FY19 to 131.5 lakh in FY24. Gig workforce to expand to 2.35 crore by 2029–30. Agriculture and allied sectors register average annual growth rate of 4.18 percent over last 5 years

Allied Agri sectors emerging as robust growth centres and sources for improving farm incomes. Investment in agriculture research contributes to food security; for every rupee invested, payoff of ₹13.85. India's pharma market world's third largest at USD 50 billion. PLI schemes key in achieving 'AATMANIRBHAR BHARAT' attract ₹1.28 lakh crore investment. India's services exports constitute 4.4 % of world's commercial exports in 2022. India's share in digitally delivered services exports stands at 6% in 2023; India has 1,580 global capability centres.

India witnesses 92 lakh foreign tourist arrivals in 2023. Indian e-commerce industry set to cross USD 350 billion by 2030. Average pace of NH construction increases 3 times from 11.7 km per day in FY14 to around 34 km per day by FY24. Railways capex

increases by 77 percent in the past 5 years. New terminal buildings at 21 airports operationalised. Mission life focuses on human-nature harmony promoting mindful consumption.

(Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2034969>)

GLOBAL COAL MARKET

[China mines](#) almost half the world's coal, followed by [India](#) with about a tenth. [Australia](#) accounts for about a third of world coal exports, followed by [Indonesia](#) and [Russia](#), while the largest importers are [Japan](#) and India.

(Source: [Coal - Wikipedia](#))

Out of the total coal demand of the country, about 20-25% of the demand is met from import. Import of coal mainly consists of high-quality coking coal and high GCV coal as their domestic production is limited due to either scarce reserves or non-availability. Power sector imports coal for imported coal-based (ICB) power plants setup in coastal region (as they have been specially designed to use imported coal only) and for domestic coal-based (DCB) power plants for blending purpose. Coal being under Open General License (OGL), traders and end-users (Industries) directly import coal on commercial and logistic considerations. During, 2023-2024, the import of coal was 261.00 Million Tonnes (MT) (comprising 58.12 MT Coking Coal and 202.88 MT Non-Coking Coal) as compared to 237.67 MT (comprising 56.05 MT Coking Coal and 181.62 MT Non-Coking Coal) in the corresponding period of 2022-23 showing a positive growth of 9.82%

(Source: <https://coal.gov.in/sites/default/files/2024-07/chap9AnnualReport2024en2.pdf>)

MAJOR EXPORTERS GLOBALLY

(fig in million tonnes)

COUNTRIES	2018	2019	2020	2021
Indonesia	408	443	410	434
Australia	382	393	371	366
Russia	212	223	222	238
United States	105	85	63	77

(Source: [Coal - Wikipedia](#))

INDIAN COAL MARKET

The country has witnessed the highest ever coal production in the year 2023-24. The all-India coal production in FY 2023-24 was 997.25 MT (Prov.). As compared to 893.19 MT during the FY 2022-23, there is a growth of about 11.65% in the FY 2023-24. CIL produced 773.64 MT, including custodian mines, against the annual target of 780.00 MT. The SCCL produced 70.02 MT of coal during 2023-24 as against the annual target of 70.00 MT. The company wise raw coal production target 2023-24 and achievement is given in the table.

The overall demand for coal for 2023-24 was estimated at 1196.60 MT. All India coal supply in FY 2023-24 was 972.65 MT (Prov.). As compared to 877.36 MT during the FY 2022-23, there is a growth of about 10.88% in the FY 2023-24.

(Source: <https://coal.gov.in/sites/default/files/2024-07/chap9AnnualReport2024en2.pdf>)

Most of the requirement of coal in the country is met through indigenous production / supply. The focus of the Government is on increasing the domestic production of coal and to eliminate non-essential import of coal in the country. Other measures taken by the Government to substitute coal imports are as under:

(i) The ACQ (annual contracted quantity) has been increased upto 100% of the normative requirement, in the cases where the ACQ was either reduced to 90% of normative requirement (non-coastal) or where the ACQ was reduced to 70% of normative requirement (coastal power plants). Increase in the ACQ would result in more domestic coal supplies, thereby, reducing the import dependency.

(ii) Under the provisions of Para B (viii) (a) of SHAKTI Policy, coal linkage is provided for short term for sale of power generated

through that linkage through any product in Power Exchanges or in short term through a transparent bidding process through DEEP (discovery of efficient electricity price) portal. In addition, with the amendment to the NRS (Non-Regulated Sector) linkage auction policy introduced in 2020, the tenure of coking coal linkages in the NRS linkage auction has been revised for a period upto 30 years. The coal offered for short term to the Power Plants under the amended provisions of SHAKTI Policy as well as increase in the tenure of the coking coal linkages in the Non-Regulated Sector linkage auction for a period upto 30 years is expected to have a positive impact towards coal imports substitution.

(iii) Government has decided in 2022 that the coal to meet the full PPA requirement of all the existing linkage holders of Power Sector shall be made available by the coal companies irrespective of the trigger level and Annual Contracted Quantity levels. Thus, decision of the Government of meeting the full PPA requirement of the linkage holders of the Power Sector shall reduce the dependence on the imports.

(Source: <https://coal.gov.in/sites/default/files/2024-07/chap10AnnualReport2024en2.pdf>)

COKING COAL AVAILABILITY GLOBALLY

There are two types of coal that are mined globally. These are thermal coal and coking coal. While thermal coal is available widely in India, coking coal is not available in India. Production of met coke requires coking coal, and thermal coal is not useful for the purpose. In order to produce met coke, the Indian industry is totally dependent upon imports of coking coal. Coking coal is widely available in countries like Australia, China, Russia and Indonesia. Some quantity of coking coal is also available in countries such as USA and Canada.

(Source: <https://www.dgtr.gov.in/sites/default/files/Final%20Findings.pdf>)

Due to the Russia-Ukraine conflict, a number of countries-imposed restrictions on imports of coal from Russia. Due to this, the demand for Russian coal declined in these markets. This constrained Russian producers to sell coal at a lower price in the markets where they were able to get the orders. At the same time, this created an additional burden on other coking coal producing countries. The demand for coking coal from other countries increased due to this shift in procurement of coal by a number of consumers globally.

(Source: <https://www.dgtr.gov.in/sites/default/files/Final%20Findings.pdf>)

Due to the disparity between the cost of production in India and producers situated in countries where coking coal was either available domestically, or who were able to source Russian coal at comparatively lower prices, the foreign producers, largely in China, Indonesia and Australia were able to undercut the prices of Indian industry in the market and were able to export significantly higher volume of material in the Indian market. Resultantly, the subject goods have been imported into India at prices below the cost of sales and selling price of the domestic industry, leading to increased imports.

(Source: <https://www.dgtr.gov.in/sites/default/files/Final%20Findings.pdf>)

The demand of coking coal in India has increased by 19% during the most recent period as compared to the previous year, however, the imports have increased by 40%. Thus, the increase in imports is much more than the increase in demand.

Particulars	Unit	2019-20	2020-21	2021-22	2022-23
Imports into India	MT	28,34,905	24,32,580	25,11,786	35,15,654
Imports into India	Indexed	100	86	89	124
Demand in India	MT	53,82,045	45,64,092	52,02,880	61,86,991
Demand in India	Indexed	100	85	97	115

(Source: <https://www.dgtr.gov.in/sites/default/files/Final%20Findings.pdf>)

INDIAN COKING COAL MARKET

Government has launched 'Mission Coking Coal' in August, 2021 to suggest roadmap to augment the production and utilization of domestic coking coal in India by 2030. Mission Coking Coal document has made recommendations majorly relating to new exploration, enhancing production, enhancing washing capacity, auction of new coking coal mines. Domestic raw Coking Coal

production is likely to reach 140 MT [105 MT by CIL and 35 MT by allocated coking coal blocks] by 2030. The following transformative measures have been taken by the Government under 'Atmanirbhar Bharat' initiative to increase the domestic production of coking coal –

- CIL has planned to increase raw coking coal production from existing mines up to 26 MT and identified ten new mines with PRC of about 22 MT by FY 2025. Also, CIL has offered eight discontinued coking coal mines on revenue sharing model to the private sector with a PRC of 2 MT.
- CIL is setting up 9 new coking coal washeries and also revamping the existing coking coal washeries to augment washing capacity.
- Ministry of Coal has auctioned 10 coking coal blocks to the private sector with a PRC (progressive rehabilitation and closure plan) of 22.5 MT during the last two years. Most of these blocks are expected to start production by 2025.
- The Ministry has also identified four coking coal blocks and the CMPDI (central mine planning & design institute limited) also will finalize GR for 4 to 6 new coking coal blocks in the next two months. These blocks may be offered in subsequent rounds of auction for private sector to further step up domestic raw coking coal supply in the country.

Between 22.05.2022 and 19.11.2022, imports of Anthracite and coking coal attracted NIL import duty [Nil BCD and NIL AIDC (agriculture infrastructure and development cess)]. With effect from 19.11.2022, imports of Anthracite and coking coal, along with other types of coal, attract a concessional rate of 2.5% Customs duty [1% BCD and 1.5% AIDC]. Government has taken this initiative to increase present blending of 10-12% of domestic coking coal with imported coking coal to 30% by FY2030 and reduce import of coking coal.

CIL (coal India limited) undertakes constant efforts to enhance coking coal production by capacity enhancement through expansion of existing coking coal producing mines and from implementation of new coking coal blocks. Mass Production Technology has been introduced in UG (Underground) mines of CIL to enhance the domestic raw coking coal production. CIL is taking steps regarding offering of coking coal mines for production to investors on revenue sharing basis.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=1883342>)

LOW ASH METALLIGURAL COKE

Low Ash Met Coke is produced by destructive distillation of coking coal in the absence/regulated presence of oxygen at high temperatures (ranging between 1100 to 1350 degree centigrade) causing the coal to soften, liquefy and then re-solidify into hard but porous lumps. Met Coke is a form of carbon along with some mineral and residual volatile material. Met Coke is used as a primary fuel in industries where a uniform and high temperature is required in kilns or furnaces. Met Coke is used in various industries including pig iron, foundries, ferro alloys, chemical, integrated steel plants and others. Met Coke is normally produced and sold in terms of weight expressed in KG or MT. The subject goods are classified under Custom Headings 27040030. Although the subject goods are classified under the Chapter Heading 27040030, the subject goods are also being imported in other Customs Headings, i.e., 27040090, 27040010, 27040020, etc.

(Source: https://www.dgtr.gov.in/sites/default/files/Met_Coke-NCV-20.10.2016.pdf)

With regard to the granting of exemption from anti-dumping duty to manufacturers of pig iron or steel using blast furnace, manufacturer of pig iron or steel using COREX technology and Manufacturer of ferro alloys, the Authority notes that there is no legal basis in the Indian Anti-dumping law to exempt any user from the imposition of the anti-dumping duty. At present, the merchant met coke producers have the capacity to meet the demand of the manufacturers of pig iron or steel using blast furnace, the manufacturers of pig iron or steel using COREX technology and the manufacturers of ferro alloys. The Authority notes that the applicant producers use non-recovery technology for producing Met Coke and no by-products are produced by them during the production of Met Coke. Therefore, the Authority does not consider use of income of by-products as the same does not exist and the domestic industry is not being affected due to non-use of recovery technology of producing Met Coke.

(Source: https://www.dgtr.gov.in/sites/default/files/Met_Coke-NCV-20.10.2016.pdf)

The Authority recognizes that the imposition of anti-dumping duties might affect the price levels of the product in India. However, fair competition in the Indian market will not be reduced by the imposition of anti-dumping measures. On the contrary, imposition of anti-dumping measures would remove the unfair advantages gained by dumping practices, prevent the decline of the domestic industry and help maintain availability of wider choice to the consumers of the subject goods. The purpose of antidumping duties,

in general, is to eliminate injury caused to the Domestic Industry by the unfair trade practices of dumping so as to re-establish a situation of open and fair competition in the Indian market, which is in the general interest of the country. Imposition of anti dumping duties, therefore, would not affect the availability of the product to the consumers. The Authority notes that the imposition of the anti-dumping measures would not restrict imports from the subject countries in any way, and therefore, would not affect the availability of the product to the consumers. The consumers could still maintain two or even more sources of supply.

(Source: https://www.dgtr.gov.in/sites/default/files/Met_Coke-NCV-20.10.2016.pdf)

LOW ASH METALLURGICAL COKE FINES (By-product)

Coking Coal is converted into Coke in coke ovens which are silica refractory lined ovens/ chambers. Coke Oven battery comprises of a large number of ovens, 50-70 in tandem. Such batteries are normally attached with By-product plant where in valuable constituents are recovered from the volatile /gaseous content of coal driven out during carbonisation. Accordingly, such coke ovens are known as By-product coke oven battery vis-a-vis Non-recovery type coke ovens, also known as Bee-hive type coke ovens.

(Source: <https://steel.gov.in/en/glossary-terms-definitions-commonly-used-iron-steel-industry>)

Low ash metallurgical coke fines have several important industrial applications:

1. **Steel Plants:** They are primarily used in blast furnaces as a reducing agent to convert iron ore into molten iron. The low ash content is crucial as it minimizes impurities in the steel-making process.
2. **Foundries:** These fines are used in cupola furnaces for melting iron to produce various castings. The low ash content helps in producing high-quality cast iron.
3. **Chemical Industry:** They serve as a carbon source in the production of chemicals like calcium carbide, which is used to produce acetylene gas.
4. **Sinter Plants:** Coke fines are used in sinter plants to help agglomerate iron ore fines into a suitable size for the blast furnace

Two types of agglomerated products are commonly used in the industry namely Sinter and Pellet.

(a) SINTER: Sinter is a much-preferred input/raw material in blast furnaces. It improves BF operation and productivity and reduces coke consumption in blast furnace. Presently, more than 70% hot metal in the world (in India 50%) is produced through the sinter.

(b) PELLET: Mostly used for production of Sponge Iron in gas based plants, though they are also used in blast furnaces in some countries in place of sized iron ore.

(source: <https://steel.gov.in/en/glossary-terms-definitions-commonly-used-iron-steel-industry>)

FERRO ALLOYS MARKET

Ferro alloys are one of the important inputs in the manufacture of alloys and special steel. They are used as deoxidisers and alloy additives in the steel manufacturing process. They impart special properties to steel. The alloys provide increased resistance to corrosion, improve hardness & tensile strength at high temperature, impart wear and abrasion resistance and increases creep strength etc. The growth of Ferroalloys Industry is, thus, linked with the development of the Iron and Steel Industry, Foundry Industry and to some extent Electrode Industry. The principal ferroalloys are chromium, manganese and silicon. The product series consists mainly of ferromanganese, silicomanganese, ferrosilicon and ferrochrome.

Ferroalloys are classified into two main categories, viz, bulk ferroalloys and noble ferro alloys. Bulk ferroalloys is majorly used in stainless steel & carbon steel. Most of the noble ferroalloys are made from rare-earth minerals and are expensive to produce as compared to bulk ferroalloys. Owing to high cost of power, Ferroalloys Industry has not been operating to its full capacity in India. Ferroalloys Industry spends 40 to 70% production cost on power consumption. The power consumption per tonne of ferroalloys production in the country varied from 3,000 to 12,000 kWh. At present, major portion of the ferroalloys produced is exported. Ferromanganese, silicomanganese, ferrosilicon, high carbon ferrochrome and chargechrome are exported after meeting the domestic requirements.

As per Indian Ferroalloys Producers' Association (IFAPA), the total installed capacity of bulk Ferroalloys Industry in India is estimated at 5.10 million tonnes per annum and for noble ferroalloys it is 50,000 tonnes per annum. The products covered are Manganese alloys (HC, MC & LC ferro chrome, silicochrome and charge chrome) and Nobel ferroalloys (ferromolybdenum, ferrovandium, ferrotungsten, ferrosilicon magnesium, ferroboration, ferrotitanium etc.).

(Source: <https://ibm.gov.in/writereaddata/files/08012020124231Ferroalloys2019.pdf>)

OUTLOOK

For producing 181 MT steel through blast furnace route by FY 2030 as per National Steel Policy 2017, about 161 MT coking coal (10 -11 % ash) would be required. The demand for domestic coking coal would depend on whether stamp charging technology is being used before feeding coal into coke oven or not. **1.** Without stamp charging demand for raw coking coal and washed coking coal (assuming 33% yield) has been estimated as 121 MT and 40 MT respectively. **2.** With stamp charging demand for raw coking coal and washed coking coal (assuming 33% yield) has been estimated as 170 MT and 56 MT respectively. Therefore, coking coal washery capacity would be required to wash ~121 MT and ~170 MT raw coking coal under 1 and 2 respectively.

Demand of Coking Coal in India – FY 2030

Particulars (figures in MTPA)	Without usage of Stamp Charging Technology	With usage of Stamp Charging Technology
Blending % of domestic coking coal at 18% ash	25%	35%
Imported coking coal requirement	121	105
Requirement of washed domestic coking coal	40	56
Requirement of raw domestic coking coal for meeting remaining washed coal	121	170

(Source: <https://coal.gov.in/sites/default/files/2021-01/IMC-Report.pdf>)

Depending on the process of steel making and the type of steel being manufactured, the requirement of different ferroalloys varies widely. Indian Ferroalloys Industry has immense potential and capability to compete in the international market. On the positive side, India produces some of the finest ferroalloys in the world. Indian ferroalloys are extensively preferred in Europe. India exports potential is indeed bright with very high growth prospects. As per the steel world report, ferroalloys Industry is estimated to grow at a CAGR of 5.9% between 2017 to 2025 and is expected to reach a valuation of US\$ 188.7 billion by 2025. Depending on the process of steel making and the type of steel being manufactured, the requirement of different ferroalloys varies widely.

(https://ibm.gov.in/writereaddata/files/11292021123407Ferro%20Alloys_%202020.pdf)

National Steel Policy of India, 2017 aims to create a globally competitive steel industry in India with 300 Mn TPA steelmaking capacity and 158 kg per capita steel consumption by FY 2030-31. This would translate into additional consumption of steel making raw material including iron ore, coking, manganese, coal, lignite etc. Similarly, ferro alloys are one of the important inputs in the manufacture of steel and the growth of the ferro alloy industry is, thus, linked with development of the iron and steel industry. With abundant resources, there is good potential of growth in manganese ore and ferro alloy industry in India. As per available indicators, the Steel Industry in India is expected to continue posting positive growth in the coming years which will definitely create demand for manganese ore.

(Source: https://moil.nic.in/userfiles/file/InvRel/Financials/Annual_Report_2022-23.pdf)

The steel sector has been a major beneficiary of this robust economic growth, with demand for steel increasing by about 13.3%, reaching 119.86 million tonnes. According to the Indian Steel Association (ISA), steel demand in India is estimated to grow by 7.5% in FY2023-24 and 6.3% in FY2024-25, culminating in a total of 136.97 million tonnes.

(Source: https://moil.nic.in/userfiles/file/InvRel/Financials/Annual_Report_2022-23.pdf)

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 14 for a discussion of the risks and uncertainties related to those statements and “Risk Factors”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 22, 161 and 203, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statement included in this Draft Prospectus. For further information, see “Restated Financial Statement” on page 164. Additionally, see “Definitions and Abbreviations” on page 1 for certain terms used in this section. Unless the context otherwise requires, in this section, references to “we”, “us” and “our” “our Company” or refer to “Nilachal Carbo Metalicks Limited”.

OVERVIEW

Our Company was incorporated as a private limited company in February 2003 and converted into a public limited company in February 2024. Our Company is engaged in the business of manufacturing of Low Ash Metallurgical (“**LAM**”) Coke. Our Company has specialized in making Ferro Alloy Grade coke and building a long-term customer relationship with most of the top ferro chrome manufacturers in the country. Our owned Plant is located at Baramana, Jajpur, Odisha where we currently operate 3 (three) batteries with 32 ovens in each battery (total 96 ovens) with an annual manufacturing capacity of 60,000 Metric Tonnes Per Annum (MTPA). Our Company also has second Plant having manufacturing facilities on leased basis from Srinivasa Coke Private Limited at Visakhapatnam, Andhra Pradesh which is having one battery with 18 ovens with the installed capacity of 18,000 MTPA. The total aggregating capacity of our Company (owned + leased) is 78,000 MTPA for both the units. Our Company also has a tie-up for contract manufacturing for our product with Om Avi Carbon Resources Private Limited and make use of their 24,000 MTPA capacity for our use.

Our Company is now proposing to install one more additional battery with 36 ovens to install additional capacity of 34,400 MTPA of LAM Coke at existing vacant land available at our existing Plant at Baramana, Jajpur, Odisha. After implementation of the proposed expansion, our Company’s own total capacity will be 94,400 MTPA and total capacity (including leased one) shall be 1,12,400 MTPA. The below are the details of the manufacturing capacities:

Particulars	Type	Installed Capacity (in MTPA)
Nilachal Carbo Metalicks Limited	Owned	60,000
Srinivasa Coke Private Limited	On lease basis	18,000
Total (owned + leased basis)	-	78,000
Om Avi Carbon Resources Private Limited	Tied-up for Contract Manufacturing	24,000
Total	-	1,02,000
Proposed Expansion through the Issue	Owned	34,400
Total Capacity Post Expansion		1,36,400

Our Company a specialized focus on producing high-quality Ferro Alloy Grade Coke, since our establishment in 2003, we believe that we have positioned ourselves as one of the key players in the metallurgical industry.

We believe that our expertise lies in producing LAM Coke that meets the stringent requirements of the Ferro-Alloys sector. We ensure quality performance in smelting processes and contributing to the production of high-grade alloys. We specialize in manufacturing specific sizes of metallurgical coke, particularly 10-30 mm and 10-40 mm, which are Low in both Phosphorus and Ash content. Our coke is recognized for its high Coke Reactivity Index (CRI), making it especially suitable for Ferro Alloy Producers (FAP) who rely on our product to achieve optimal furnace operating KPIs during the reduction process.

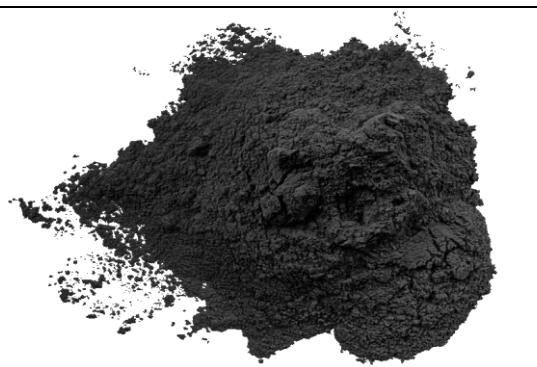
We believe that over the years, we have successfully built robust supply chain relationships with all major Ferro Chrome manufacturers in the region. In addition to our primary manufacturing operations, we have also optimized the handling of byproducts, such as Low Phosphorus Coke Fines or Coke Breeze. This has allowed us to establish steady supply chains with major Iron Ore Pellet manufacturers and also has enhanced the efficiency and sustainability of our operations.

Our product portfolio includes LAM Coke, Low Phosphorus Nut Coke, Ultra Low Phosphorus Nut Coke & High Grade Coke Fines. Our owned manufacturing plants are strategically located near the Paradip Port in Odisha and the Vizag Port in Visakhapatnam, providing us with a logistical advantage for easy transportation. Furthermore, the proximity of Ferro Chrome producers within a 150-200 km radius of our at Baramana, Jajpur, Odisha, including the Kalinga Nagar Industrial Complex just 25 km away, is major industrial center of Odisha which enhances our market reach.

We have a dedicated quality control laboratory within our manufacturing unit at Baramana, Jajpur, Odisha that is specifically designed to ensure our end products to meet the required Chemical and Physical Parameters as per customer specifications. The chemical parameters which we monitor include ash content, volatile matter (VM), phosphorus, sulfur percentages and moisture. The physical parameters which we monitor encompass under size and over size percentages & strength of Coke. Our testing process is conducted continuously, from the input of raw materials through to the output of finished goods, ensuring consistency and compliance at every stage of production. The laboratory's focus is product-oriented, with a strong emphasis on both defect identification and prevention, allowing us to maintain high-quality standards and deliver products that meet our customers' precise needs. Our manufacturing unit is well designed and equipped with all required plant and machineries that plays a crucial role in our production process, ensuring efficient and consistent operations. Additionally, we utilize movable vehicles/ equipment that assist in various tasks, such as transporting materials, unloading raw-material, loading of finished products, collecting by-products shifting of finished products within the manufacturing facility, and removing hot coke from ovens & other engineering & mechanical activities inside the plant premises. The concrete based flooring across our facility further contributes to operational efficiency in minimizing generation of by-product, minimizing waste and reducing material handling loss, which helps us to maintain a more sustainable and cost-effective production environment.

Our Products:

Sr. No.	Name & details of the Products	Image of the Products
1.	Low Ash Metallurgical Coke – Below are the different types of LAM Coke i. Foundry Grade Coke is a high-quality metallurgical coke used primarily in foundries as a fuel and reducing agent in the casting process. It provides a stable source of heat and carbon, essential for melting metals like iron and maintaining the desired casting temperature, while ensuring minimal impurities. ii. Ferro Alloys Grade LAM Coke/ Nut Coke, commonly known as Nut Coke, is a specific size fraction of Low Ash Metallurgical Coke used in the production of ferro alloys like ferro-chrome, ferro-manganese, and ferro-silicon. Its low ash content with low phosphorous along with high reactivity and consistent size make it ideal for the reduction processes in submerged arc furnaces, where it acts as a reducing agent, ensuring efficient melting and alloy formation. Nut Coke helps maintain optimal furnace conditions, reducing energy consumption and improving the quality of the produced alloys.	

	iii. Blast Furnace Grade Coke is a high-quality metallurgical coke used primarily in blast furnaces for the production of iron. It serves as a fuel and reducing agent, facilitating the conversion of iron ore into molten iron. This grade of coke is characterized by its high carbon content, low ash, and optimal size, which ensures efficient combustion and proper gas flow in the furnace. Its strength and durability under high temperatures make it essential for maintaining furnace stability and achieving the desired metallurgical performance.	
2.	Coke Fines produced / generated during the manufacturing of LAM Coke / Nut Coke, are of High Fixed Carbon with Low-Phosphorus content, fines of Granular Size. The Coke Fines are primarily used in the production of Iron Ore Pellets, Sintering Plant and used as Carbon addition in Steel Melting Shop (SMS) in Steel Plant. With the increasing demand for Pellets making and Usage in Sinters, especially in large iron and steel plants located near our facility, Coke Fines remain in high demand. Through efficient handling and management of this by-product, NCML successfully capitalizes on the market, securing excellent prices for its coke fines.	

KEY PERFORMANCE INDICATORS

(in ₹ lakhs, unless otherwise stated)

Particular	For the period ended September 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations ⁽¹⁾	9,898.07	26,510.68	2,6621.02	1,9919.30
EBITDA ⁽²⁾	1,164.57	2,498.05	2,231.98	1,893.61
EBITDA Margin ⁽³⁾ (in %)	11.77%	9.42%	8.38%	9.51%
Net Profit after tax ⁽⁴⁾	591.67	1,581.81	1481.68	1,258.42
Net Profit Margin ⁽⁵⁾ (in %)	5.98%	5.97%	5.57%	6.31%
Return on Equity (ROE) (%)	8.43%*	24.61%	30.57%	37.40%
Return on Capital Employed (ROCE) (%)	10.68%*	23.33%	27.59%	35.78%
Debt-Equity Ratio ⁽⁸⁾	0.35	0.41	0.39	0.30

* Not annualized

Notes:

- (1) Revenue from operations represents the revenue from sale of products of our Company as recognized in the Restated Financial Information.
- (2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense.
- (3) EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
- (4) Net Profit after tax represents the restated profits of our Company after deducting all expenses.
- (5) Net Profit margin is calculated as restated net profit after tax for the year/period divided by revenue from operations.
- (6) Return on equity (ROE) is profit after tax for the year divided by the net worth during that period and is expressed as a percentage.
- (7) RoCE (Return on Capital Employed) is calculated as Earnings Before Interest and Tax (EBIT) (i.e., Profit before tax + Finance Cost) divided by capital employed, which is defined as total equity (i.e. net worth) and long term/short term debt.
- (8) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings. Total equity is the sum of equity share capital and reserves and surplus..

For further details, see “**Management Discussion and Analysis of Financial Condition Results of Operations**” and “**Basis for Offer Price**” on page 203 and 46 respectively.

REVENUE BIFURCATION

The revenue bifurcation of our Company for last three years as per restated financial statement are as follows:

(₹ in Lakhs)

Nature of Sale	For the period ended on							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Sales	%	Sales	%	Sales	%	Sales	%
Sale of Goods								
Sale of LAM Coke	9,127.51	92.22%	23,699.62	89.40%	23,856.02	89.61%	17,463.86	87.67%
Sale of Coke Fines	669.17	6.76%	2,613.97	9.86%	2,742.59	10.30%	2,328.45	11.69%
Others	101.38	1.02%	197.08	0.74%	22.41	0.08%	126.99	0.64%
Total	9,898.07	100.00%	26,510.68	100.00%	26,621.02	100.00%	19,919.30	100.00%

STATE REVENUE BIFURCATION

The revenue bifurcation of the Our Company for last three financial years are as follows:

(₹ in Lakhs)

Name of State	For the period ended on							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Sales	%	Sales	%	Sales	%	Sales	%
Odisha	9,340.71	94.37%	23,574.07	88.92%	24,695.10	92.76%	19,919.30	100%
Andhra Pradesh	557.36	5.63%	2,936.61	11.08%	1,925.91	07.24%	-	-
Total	9,898.07	100.00%	26,510.69	100.00%	26,621.01	100.00%	19,919.30	100.00%

CAPACITY AND CAPACITY UTILIZATION

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Installed Capacity (in MTPA)	1,02,000	1,02,000	1,02,000	1,02,000
Capacity Utilisation (MTPA)	27,656	62,741	65,863	61,014
Capacity Utilisation %	27.12	61.51%	64.57%	59.82%

OUR KEY STRENGTHS

1. Strategic Location of Manufacturing Facilities:

Our manufacturing plants are strategically located near the Paradip Port in Odisha and the Vizag Port in Visakhapatnam, providing us with a logistical advantage for easy transportation. Furthermore, the proximity of Ferro Chrome producers, our primary customers within a 150-200 km radius of our plant at Baramana, Jajpur, Odisha, including the Kalinga Nagar Industrial Complex just 25 km away, which is India's largest steel hub, enhances our market reach. With this we are concentrating on expanding the production capacity. The Coke manufactured by our Company is used in Ferro Alloy Producers, allowing us a ready market.

2. Experienced Promoter and Management Team:

Our management team is well experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our Promoter and Managing Director, Mr. Bibhu Datta Panda lead the Company with his visions. Having an experience with more than 20 years in the coal and coke industry he looks after the strategic business operations. The strength and entrepreneurial vision of our Promoter and management have been instrumental in driving our growth and implementing our strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

3. Excellence in Producing High-Quality LAM Coke:

Our excellence in consistently producing high-quality Low Ash Metallurgical (LAM) Coke. Over the years, we have established a reputation for delivering superior products that meet the stringent requirements of our customers, particularly in the ferro alloy

and metallurgical industries.

Our commitment to maintaining high production standards is further reinforced by our quality control laboratory, located within our manufacturing unit at Baramana, Jajpur, Odisha. This lab is specifically designed to ensure that our end products consistently meet the design specifications, size requirements, and quality standards demanded by each of our customers. With the equipped laboratory, we focus on identifying and preventing defects, ensuring that every batch of LAM Coke meets our high-quality benchmarks.

This rigorous quality control process ensures that our LAM Coke is characterized by low ash content, low phosphorus levels, and a high Coke Reactivity Index (CRI), making it ideal for enhancing the performance of smelting and reduction processes. Our clients can rely on us to provide LAM Coke that supports their operational efficiency and contributes to the production of high-grade alloys. This dedication to excellence and quality has helped us positioning ourself as one of leaders in the industry and continues to drive our success in both domestic and international markets.

4. Established customer base for byproduct:

Our Company has developed a robust and reliable customer base for our byproducts, specifically Coke Fines (also known as Coke Breeze). Coke Fines produced / generated during the manufacturing of LAM Coke / Nut Coke, are of High Fixed Carbon with Low Phosphorus content, fines of Granular Size. The Coke Fines are primarily used in the production of Iron Ore Pellets, Sintering Plant and used as Carbon addition in Steel Melting Shop (SMS) in Steel Plant. With the increasing demand for Pellets making and Usage in Sinters, especially in large iron and steel plants located near our owned facility, the Coke Fines remain in high demand. Through efficient handling and management of this by-product, our Company successfully capitalizes on the market, securing excellent prices for its coke fines.

5. Own Fleet for JIT delivery:

To ensure the efficient and timely delivery of our products, we have invested in our own fleet of transportation vehicles. This dedicated fleet is a key component of our logistics strategy, enabling us to provide Just-In-Time (JIT) delivery to our clients.

Our fleet is specifically designed to meet the demands of our production schedules and customer requirements. By managing our own transportation, we can maintain proper control over the delivery process, ensuring that products are delivered promptly and reliably. This use of own fleet for transportation allows us to reduce lead times, minimize delays, and enhance overall customer satisfaction.

The use of our own fleet also provides us with greater flexibility in responding to dynamic market needs and operational changes. This ensures that our clients receive their orders exactly when they need them, supporting their operational efficiency and helping them achieve their own business objectives.

By integrating our transportation resources with our manufacturing and supply chain operations, we reinforce our commitment to delivering high-quality products on time, every time, and further solidify our position as a trusted partner in the industry.

6. Flexible Operation for meeting specific customer requirement:

Our strength in flexible operations allows us to meet the specific requirements of our customers, particularly in the ferro-alloy sector. We have developed the expertise to produce metallurgical coke that meets stringent standards for smelting processes, ensuring superior performance in the production of high-grade alloys. Our specialization lies in manufacturing coke in specific sizes, such as 10-30 mm and 10-40 mm, which are low in both phosphorus and ash content—key factors that contribute to the efficiency and quality of our customers' operations. Additionally, our coke is known for its high Coke Reactivity Index (CRI), making it highly suitable for Ferro Alloy Producers (FAP). This flexibility in production allows us to support our customers in achieving optimal furnace performance and meeting their specific operational KPIs during the reduction process. Our ability to tailor our products to meet such precise specifications is a critical strength that sets us apart in the metallurgical coke industry.

OUR STRATEGIES

1. Enhancing the Current Production Facility:

Our strategy focuses on enhancing our current production facility to better meet customer demands and boost operational efficiency. As part of our expansion plan, we will install one additional battery with 36 oven, increasing our capacity by 34,400 MTPA. This expansion, coupled with investments in cutting-edge equipment and advanced automation technologies, will modernize our new expansion facility processes and improve product quality. By implementing lean manufacturing principles, we aim to streamline operations, reduce waste, and enhance productivity. Expanding production capacity and optimizing resource allocation will help us meet rising demand, while strengthening our quality control measures will ensure that all products consistently meet our high standards. Additionally, we are committed to improving energy efficiency and sustainability by adopting energy-saving technologies and reducing emissions. This comprehensive enhancement strategy will maximize the potential of our facility, support long-term growth, and reinforce our leadership in the industry. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

2. Continue Improvement in Operational Efficiency:

Optimization and reduction of costs remains our key focus area and we continue to work towards attaining cost efficiencies, whether it be in supply chain management or during the production process. Our core team also focuses on the refinement of our manufacturing processes, aimed at improved yield and efficiency, by optimizing and modifications of various parameters. We will continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

3. Sales and Marketing Strategy:

Our sales growth strategy focuses on expanding our manufacturing capacity to meet the rising demand for Low Ash Metallurgical (LAM) Coke in the market. With increasing demand in key sectors like steel and ferro-alloy production, we recognize the need for scaling our output to capitalize on growth opportunities. By strategically investing in new plant and machinery at our Jajpur manufacturing unit, we aim to boost production capacity and enhance operational efficiency, enabling us to cater to larger orders and new customer segments.

This proactive approach ensures that as demand continues to grow, we are well-positioned to increase our sales volume. Additionally, we focus on strengthening our market presence by nurturing long-term relationships with existing customers and exploring new markets, both domestically and internationally. By aligning our production capabilities with market trends and customer needs, we anticipate sustained sales growth, leading to enhanced revenue and market share over time. Our dedicated Product Research team, we have developed Ultra Low Phosphorous (ULP) Nut Coke tailored specifically for Ferro-Chrome Producers. This innovative ULP Coke serves as a reliable substitute for imported products, addressing both quality and cost-efficiency needs of our clients. Our buyers have shown interest in transitioning to our ULP Coke as a replacement for imports, resulting in a steady flow of orders.

4. Fixed Operating Cost:

Following our expansion, we anticipate that our fixed operating costs will remain consistent or may marginally increase. Our facility, which operates around the clock, after the expansion and modernization of existing plant, we expect to have lower per unit (i.e. MTPA) fixed operating cost. This stability or minor increase in fixed operating costs should be supported by the continued use of our existing team and management structure, ensuring that the higher production volume is achieved without any material additional cost increases. This efficient approach allows us to maximize the benefits of the expanded capacity while maintaining a stable cost base.

5. Sustainability Initiatives:

We have long term relationship with our suppliers, due to which they have ensured a steady supply of raw materials necessary for our production. Their continuing support and our strong relationship with them, shall help us to meet the increasing demand for our products. Additionally, there is a growing demand for ultra-low phosphorus coke, which aligns with our sustainability goals. By maintaining these strategic relationships and focusing on producing high-quality, environmentally friendly products, we are well-positioned to support both our operational needs and market demands sustainably.

MANUFACTURING PROCESS FLOW



MANUFACTURING PROCESS - DESCRIPTION

I. Receipt of Raw Material:

Sourcing of Raw Material: Coking Coal (sized 0-50 mm) is sourced from domestic importers who specialize in importing high-quality Coking coal from different countries. These countries are known for their rich coal reserves, which offer specific characteristics such as lower ash content, higher calorific value, and minimum phosphorus and Sulphur levels, making them ideal for manufacturing Low Ash Low Phos Metallurgical Coke. Basis the client's requirement, Coking coal is procured based on strict quality parameters to ensure it meets the required standards for subsequent processing and manufacturing of low ash metallurgical "LAM" Coke. The procurement process is meticulous, involving a thorough evaluation of the coking coal's origin, load port analysis, and consistency to ensure it aligns with the specific needs of the business ensuring competitive commercial.

Before signing the coal sourcing contract, our Company's quality check (QC) team collects samples from the Importer's coal stack at the port. These samples undergo detailed analysis at our Company's lab, including pilot testing in an operating oven. Once the tested parameters and coke quality meet our Company's standards, the coal price and quantity are negotiated, and the contract is finalized.

Transporting and Receipt of Material at Plant Site: Post receipt of material at plant site, received quantity is tested in Company's in-house laboratory to verify the load port analysis report and to reconfirm the material's quality parameters. The key test parameters include the composition of ash, volatile matter, phosphorus and sulphur & CSN content in the coal, as well as its coke forming and swelling properties.

II. Pilot Batch, Blending, Crushing and Charging:

Pilot Batch: Based on customer specifications, a pilot batch of LAM Coke is produced using a carefully selected blend of coking coal. The blending process is designed to achieve the precise balance of properties required to meet the customer's quality and performance criteria. This pilot batch is then subjected to a series of tests to evaluate key parameters such as ash content, sulphur levels, volatile matter, and the strength of the resulting coke. The goal is to ensure that the final product meets the desired standards for use in the customer's specific applications. Any necessary adjustments are made to the blend or production process based on the test results, ensuring that the pilot production aligns perfectly with the customer's needs before scaling up to full production.

Blending: After successfully passing the quality tests, we carefully blend multiple grades of coking coal to create an optimal input grade. This blending process is crucial to achieving the desired characteristics for final output i.e. LAM Coke. By combining different coal grades, we ensure that the final blend meets the specific requirements for factors such as ash content, volatile matter, phosphorus and sulphur levels, which are essential for efficient and high-quality coke production.

Coal Crushing: The Coal Crusher operates with a capacity of 40 metric tons per hour (MT/hr), efficiently reducing the coal to a uniform size of 0-3mm. This crushing process ensures that 98% of the material meets the specified size requirement.

Transfer of Coking Coal for Oven Charing: The crushed coal (0-3mm) is transferred from the bunker to mechanized trolleys via a conveyor belt system. These trolleys, each with a carrying capacity of 5-7 metric tons, are then positioned at the top of preheated ovens for charging and feeding the Coking coal into the ovens.

III. Carbonization Process:

Self-Ignite: Due to the inherent properties of coking coal, once it is charged into preheated ovens, it self-ignites. This ignition occurs without the need for an external flame due to the high temperature within the ovens. The coal then undergoes carbonization in a closed environment, a process that takes place in the absence of oxygen, ensuring that the coal does not combust but instead decomposes thermally. During carbonization, the volatile components of the coal are driven off, leaving behind a solid carbon-rich material known as coke. This process is essential for producing high-quality coke that is used in various industrial applications, particularly in the steelmaking industry.

Control Dampers: Each battery with different number of ovens is equipped with primary and secondary dampers, allowing precise control of preheated air flow to facilitate efficient combustion of evolved volatiles.

Carbonization Timeframe: The entire carbonization process takes approximately 48 hours. During this time, the temperature of the coke gradually increases from an initial charging temperature of 700°C-800°C to a peak of 1200°C-1300°C. This temperature rise is carefully monitored throughout the process using infrared temperature guns to ensure optimal conditions for carbonization.

IV. Semi-Finished Product and Quality Check:

Coke Discharge: The hot coke is discharged from the oven onto the oven wharf using a mobile-operated boom. Initially, the coke mass is at extremely high temperatures and is rapidly cooled down to around 150°C through controlled water quenching. This rapid cooling is crucial to stabilize the coke, prevent oxidation from environmental exposure, and prepare it for further handling.

V. **Transfer of Coke Mass and Quality test:** The coke, now in lump form and ranging in size from 80 mm to over 150 mm, is loaded onto hydraulic tractors by mini loaders and then transported to the finished product processing yard. Before proceeding to the next stage, these coke lumps undergo a quality test. Once the coke passes this inspection, it is approved for further processing, which includes cutting based on client's requirement. Due to the highly controlled input blend and the established

manufacturing process, quality deviations are rare.

VI. **Cutting of Coke:**

Coke Sizing: The coke stored in the yard is fed onto a conveyor belt via an auto feeder. It then undergoes a two-stage cutting process through primary and secondary coke cutters, where it is reduced to the desired size (typically 10 mm – 40 mm). The final product, termed Nut or LAM Coke, is now ready for further screening.

Screening: The Nut/LAM Coke is screened using a 4-deck high-speed vibrating screen, which segregates it into various size categories (+10 mm, +30 mm, -40 mm), including coke fines (-10 mm). The owned plant is equipped with two units of this coke cutting and screening setup, ensuring efficient and consistent output.

VII. **Dispatchable Coke:**

Storage and Loading: The sized coke is stacked in the coke stockyard according to specific size categories. It is then loaded onto trucks from our Company’s fleet using loaders, ensuring that the correct size is delivered according to customer specifications.

VIII. **Weighment & Invoicing:** The loaded trucks are passed through a weighbridge, where the final weight is recorded. Based on this, invoices and waybills are generated accompanied by Test Certificate, completing the dispatch process.

PICTURES OF OUR MANUFACTURING FACILITIES



Our Manufacturing Facility



Facility



Crusher Feeding



Quality Control Lab



Live Coke Oven



Battery with 32 Ovens



Coke Cutting Plant



Accounts Department



Our Fleet



Weighbridge

Our Customers

The percentage of revenue from operations derived from our top customers is given below:

(Rs. in Lakh)

Particulars*	September 30, 2024		Financial Year 2024		Financial Year 2023		Financial Year 2022	
	Revenue	%	Revenue	%	Revenue	%	Revenue	%
Business with Top Single Customer	5,066.28	51.18	11,647.44	44.00	6,884.12	26.00	8,245.23	41.39
Business with Top Five Customers	9,042.51	91.35	23,001.10	86.53	20,433.33	77.18	17,941.45	90.08
Business with Top Ten Customers	9,825.21	99.26	25,784.92	97.00	25,416.89	96.00	19,885.47	99.84

*As certified by Goutam & Co., Chartered Accountant, the statutory auditor of our Company, by way of their certificate dated October 21, 2024.

Our Suppliers

The percentage of revenue from operations derived from our top suppliers is given below:

(Rs. in Lakh)

Particulars*	September 30, 2024		Financial Year 2023-24		Financial Year 2022-23		Financial Year 2021-22	
	Revenue	%	Revenue	%	Revenue	%	Revenue	%
Top Supplier	3,908.09	47.03	7,779.12	34.00	9,654.45	41.05	8,210.35	47.86
Top five (5) Suppliers	6,998.79	84.22	17,736.46	76.50	21,043.60	89.48	14,682.85	85.59
Top ten (10) Suppliers	7,868.52	94.69	20,170.55	87.00	22,595.18	96.08	15,207.64	88.65

*As certified by Goutam & Co., Chartered Accountant, the statutory auditor of our Company, by way of their certificate dated October 21, 2024.

Our more than 96.00 % Revenue is generated from the top 10 customers and we also avail more than 87.00% of our requirements from the top 10 suppliers. We cannot disclose the name of individual entity under these top 10 customers and top 10 suppliers due to confidentiality clauses in our business with them.

SWOT ANALYSIS

Strengths:

- High-Quality Production:** Our Company has a strong track record as a consistent producer of high-quality Low Ash Metallurgical (LAM) Coke, specializing in ultra-low phosphorus, low phosphorus and low ash content coke with high reactivity, which is highly valued in the metallurgical industry.
- Established Customers Relationships:** Over the years, we have built strong relationships with major Ferro Chrome manufacturers and iron ore pellet producers, ensuring a steady demand for both our primary products and byproducts.
- Strategically Located Manufacturing Facilities:** Our manufacturing units are strategically located near key ports (Dharma Port in Odisha and Vizag Port in Visakhapatnam), providing logistical advantages for both domestic and international distribution.

4. **Mechanized Operations:** Our operations are mechanized, including advanced systems for coal preparation, blending, stamping, charging, and quenching, which enhance production efficiency and product consistency.
5. **In-House Quality Control Laboratory:** Our dedicated quality control laboratory ensures that every batch of coke meets the precise specifications required by our customers, focusing on defect identification and prevention.
6. **Own Fleet for JIT Delivery:** We have our own fleet, which allows us to ensure Just-In-Time (JIT) delivery, meeting customer demands promptly and efficiently.

Weaknesses:

1. **Dependency on Imported Raw Material:** The reliance on imported coking coal from Australia exposes us to potential risks related to international supply chain disruptions, fluctuations in shipping costs, and geopolitical factors.
2. **High Capital Investment:** The capital-intensive nature of the coke manufacturing industry, especially with plans for expansion and the installation of additional batteries, could strain financial resources.
3. **Limited Diversification:** While we have expertise in LAM Coke production, our product portfolio is somewhat narrow, focusing primarily on specific sizes and types of coke, which may limit market opportunities.

Opportunities:

1. **Expansion of Production Capacity:** Our current expansion plan, which includes the installation of one additional battery to increase capacity by 34,400 MTPA, will enable us to meet growing customer demand and capture a larger market share.
2. **Waste Heat Recovery Power Plant:** The installation of a Waste Heat Recovery (WHR) power plant in future would enhance energy efficiency, reduce operational costs, and contribute to environmental sustainability.
3. **Growing Demand for Ferro Alloys:** With the rise in demand for ferroalloys in various industrial applications, there is an opportunity to strengthen our position in this market by expanding production and enhancing product quality.
4. **Leveraging Strategic Location:** Proximity to the Kalinga Nagar Industrial Complex, India's largest steel hub, provides an opportunity to capitalize on the growing demand for high-quality metallurgical coke in the region.

Threats:

1. **Market Competition:** Increasing competition from other coke producers, both domestically and internationally, could pressure pricing and sales, especially in regions with high demand.
2. **Regulatory Challenges:** Stringent environmental regulations related to coke production and emissions could increase compliance costs and operational complexities.
3. **Fluctuations in Raw Material Prices:** Volatility in the global market for coking coal could affect raw material costs, impacting profitability.
4. **Economic Downturns:** A slowdown in the steel or ferro-alloy industries, which are major consumers of LAM Coke, could reduce demand for our products, affecting revenues.

COMPETITION

The metallurgical coke industry is highly competitive, with several players operating at both regional and global levels. The key areas of competition include product quality, pricing, production capacity, technological innovation, and supply chain efficiency. As a producer of Low Ash Metallurgical (LAM) Coke, our Company faces competition from established manufacturers who offer similar products for steel, ferroalloy, and related industries.

Key Competitors:

1. Domestic Competitors:

- **Large-Scale Integrated Producers:** Companies with extensive operations that integrate coke production with steel manufacturing often have cost advantages due to economies of scale. These competitors may have significant production capacities and well-established customer bases within the domestic market.
- **Regional Coke Manufacturers:** Smaller or mid-sized manufacturers operating in specific regions might compete on the basis of proximity to customers, lower transportation costs, and specialized product offerings.

2. International Competitors:

- **Global Coke Suppliers:** International coke producers, particularly those based in countries with abundant coal resources, may offer competitive pricing and high-quality products. These companies often have strong export capabilities, challenging our market share in both domestic and international markets.
- **Producers from Emerging Markets:** Manufacturers from emerging economies may pose a threat due to their ability to produce coke at lower costs, driven by cheaper labour and raw materials.

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our registered office is located at: N-4/158, IRC Village, Nayapalli, Bhubaneswar- 751015, Odisha, India and 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 owned manufacturing unit are located at: Baramana, Purunabaulamala, District-Jajpur, Odisha - 755023 and well equipped with manufacturing machines and facilities for coke manufacturing.

Power

Our Company has made adequate arrangements for its power requirements. The manufacturing processes like cutting and screening are the stages which require power. Our Company has adequately power facilities backed through the Sanctioned and installed capacity of 152 KVA Power Supply which is sourced from State Grid i.e. TP Northern Odisha Distribution Limited with Supply Voltage of 11 KV.

Our Company also has Power Backup sources equivalent to 1,025 KVA at our owned manufacturing facility. We have set up DG sets as detailed below:

Sr. No.	DG Set Capacity	Total Units	Total Capacity
1.	500 KVA	1	500 KVA
2.	250 KVA	1	250 KVA
3.	125 KVA	2	250 KVA
4.	15 KVA	1	15 KVA

Water

Our Company uses water for quenching and in-house consumption at site and uses the below sources of water to meet its requirement

- ✓ Ground water
- ✓ Recycled water through the recycle plant and storage tanks
- ✓ Rain Water Harvesting Réservoir

With the available infrastructure, our Company reduces the requirement of water by minimizing wastage and recycling water.

Software

We have customized software to ensure seamless and smooth accounting & finance and billing. The software assures accuracy and helps build efficiency.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As of the date of this Draft Prospectus our Company has not entered into any Collaborations / Tie ups / Joint Ventures, except our Company has entered into an exclusivity agreement i.e. 'Contract Manufacturing Agreement' dated April 16, 2022 for a period of five years with our Group Company, Om Avi Carbon Resources Private Limited, for the supply of our finished product i.e. Low Ash Metallurgical (LAM) Coke.

MARKETING & DISTRIBUTION

The effectiveness of our marketing and sales network is crucial to our Company's success. Our strong relationships with existing customers form the foundation of our achievements. Our team, leveraging their extensive experience and strong connections with marketers, ensures timely and high-quality product delivery, which is vital in expanding our market presence. We rely on word-of-mouth referrals and conduct personal visits and calls to both current and potential customers. Our marketing efforts are guided by traditional methods under the direction of our promoter and dedicated marketing team. Our management and Promoters are committed to upholding high standards of service excellence, working diligently to ensure prompt delivery of superior quality products at competitive prices, thus striving to maximize customer satisfaction.

PLANT & MACHINERY

We set out below list of major owned plant and machinery as on October 31, 2024 as under:

Sr. No.	Categories	Particulars	Quantity
1.	Key Plant & Machinery	No. of Batteries	3
2.		Coke Ovens	96
3.		Chimney	3
4.		Coal Crusher	3
5.		Coal Hopper	6
6.		Coal Feeding Conveyor	8
7.		Manual Coal Feeding Trollies	18
8.		Coal Blending Machine	1
9.		Coke Cutter Plant (Primary & Secondary)	8
10.		Coke Conveyor Belt Line	8
11.		Coke Vibrator Plant	4
12.		Coke Feeder Machine	4
13.		Hot Air Blower	2
14.		Air Compressor Machine	2
15.		Coal Washery & Slurry Treatment Plant	1
16.		Laboratory Equipment (Furnace & Other Accessories)	4
17.		Stamp Charging Machine	1
18.		Ball Mill Machine With Gear Box	1
19.		U Mixture Machine	2
20.		Rotary Screen Machine	1
21.		Weighing System	1
22.		Welding Machine	6
23.	Automobiles	Ashok Leyland Dumpers (14 Wheelers) - Capacity 42 Tonnes each	6
24.		JCB Tele-handlers	6
25.		Mini Loaders	4
26.		Tractor Mounted Loaders	3
27.		Tractors With Trolleys (Capacity 10 Tonnes each)	3
28.		Pick-Up Van (Capacity 1.7 Tonnes each)	2
29.		Hm Loader	1

30.		Dust Sweeping & Collection Machine	1
31.		Water Tanker	1
32.	Power	DG Set 500 KVA	1
33.		DG Set 250 KVA	1
34.		DG Set 125 KVA	2
35.		DG Set 25 KVA	1
36.		Electric Motor (Different Capacities)	17
37.		Power Rectifier	1
38.		Lightning Equipment	40
39.		50 KVA Volt Stabilizer	2
40.		75 KVA Volt Stabilizer	2
41.	Water	Diesel Water Pump with Generator	8
42.		Pump House Building	3
43.		Rain Water Harvesting Reservoir - Size (1200ft-L X 60ft-B X 20ft-D): 60,000 liters	1
44.		Water Recycling Tank Plant - Size (25ft-L X 25ft-B X 15ft-D) : 45,000 liters each	3
45.	Other Utilities	Weigh Bridge 1 - Weighing Capacity - 100 Tonnes	1
46.		Weigh Bridge 2 - Weighing Capacity - 60 Tonnes	1
47.		Pollution Control Equipment	3

INSURANCE

Our operations are subject to various risks associated with our industry. We maintain Industrial all risk insurance, Workmen Compensation Insurance, Vehicles insurances, United Bharat Sookshma Udyam Suraksha Policy, United Bharat Griha Raksha Policy. These insurance policies are reviewed periodically to ensure that the coverage is adequate. We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such Insurances. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of our insurance policies.

EMPLOYEES

Human resource is the key element for developing a company's growth strategy and handling the day-to-day activities within the organization. We focus on attracting and retaining the best possible talent. Our team is a blend of experienced, professional and a strategically organized group of personnel. Our Company does not have any employee unions. Our skilled resource, together with our strong management team, has enabled us to successfully implement our growth plans. Our Company is committed towards creating an organization that nurtures talent. We believe that our human resources are the most important element in the success of our Company.

As of October 31, 2024, we have 67 employees on the payroll of our Company. The following table provides a breakdown of our employees department wise:

Sr. No.	Name of Department	No. of Employees
Corporate Office		
1.	Accounts and Finance	3
2.	Compliance & HR	2
3.	Procurement & Sales	3
Owned Manufacturing Unit (Jajpur)		
4.	Raw Material handling & production	6
5.	Quality Control	4
6.	Accounts	2
7.	Mechanical & Maintenance	14
8.	Stores	3
9.	Security	18
10.	Electrical & Maintenance	3

Manufacturing Unit (Vizag)		
11.	Factory Operations	9

INTELLECTUAL PROPERTY

The details of trademarks of our Company is mentioned below:

Sr. No.	Brand Name/Logo/ Trademark	Class	Trademark Number	Owner	Status
1.		Class - 4	Temp. Ref. No: 11074965	M/s. Nilachal Carbo Metalicks Ltd	Applied for registration of trade mark on dated August 5, 2024

For further details, see “**Government and Other Approvals**” and “**Risk Factors**” beginning on page 224 and 22 respectively.

PROPERTIES

Details of properties are mentioned below:

Sr. No.	Address	Description	Usage	Area	Owned/Leased/Rented	Details of the Owner/Lessor/Licensee
1.	Plot No: N-4/158, IRC Village, Nayapalli, Bhubaneswar-751015, ODISHA	Khatiana No: 453/1260 Total No Plots : 01 Plot No : 997 Total Area : 0. 0610 Acres	Corporate & Registered office	Land Area: 2700 Sq Ft Ground Floor: 2020 Sq Ft First floor: 2020 Sq ft 2 nd floor: 2020 Sq ft	Owned	Sale Deed dated August 24, 2005 executed between Mr. Girija Sakar Patnaik represented through his power of attorney holder Ms. Ranjita Panda as a “Vendor” and Nilachal Carbo Metalicks Private Limited as a “Vendee” Consideration: Rs. 35,00,000 (Rupees Thirty-five lakhs)
2.	Baramana, PO: Purunabaulamala, District: Jajpur, Odisha - 755023	Total No Plots : 03 Plot Nos : 598/1321/1559, 598/1322/1560 & 598/1561	Manufacturing Unit	10.3500 Acres	Owned	Sale Deed dated February 28, 2003 executed between (1) Shree Jagannath Mahaprabhu Bije Nije Gruha Care of Jagabandhu Mohanty (2) Nabaghana Mohanty as a “Vendor” and Nilachal Carbo Metalicks Private Limited as a “Vendee” Consideration: Rs.

						3,00,000 (Rupees Three lakhs)
3.	Mauza: Baramana Police Station: Dharmasala Tahasil: Dharmasala District: Jajpur State: Odisha	Total No Plots : 07 Plot Nos : 594, 594/1443, 594/ 1444, 594/ 1484, 594/ 1485, 594/1486, 595/ 1487, 594/ 1488,594/ 1489, 594/ 1490	Vacant Land	2. 8100 Acres	Owned	Sale Deed dated December 5, 2009 executed between Mr. Prasanna Kumar Sahoo as a “Vendor” and Nilachal Carbo Metalicks Private Limited as a “Vendee” Consideration: Rs. 28,10,000 (Rupees Twenty-Eight lakhs Ten Thousand)
4.	Sampathipuram Village, Anakapalli Mandal, Vishakhapattanam	Factory on Lease at Vishakhapattanam	Leased Manufacturing Unit	10 Acres	Lease hold property	Conversion agreement dated November 01, 2023 executed between Srinivasa Coke Private Limited and Nilachal Carbo Metalicks Private Limited. Period: One Year effective from November 1, 2024. Rent: Rs. 6,00,000 till February 2025 and Rs. 8,00,000 from March 2025 Per month + GST
5.	INOX Building, 1 st Floor, Survey No.120 & 121, Maharanipeta, RK Beach Road, Vishakhapattanam	Office at Vishakhapattanam	Office	150 Sq feet	Rented	Rental agreement dated October 29, 2024 executed between Orange Business Centre and Nilachal Carbo Metalicks Private Limited. Period: 11 Months effective from November 1, 2024. Rent: Rs. 4,050.63 + GST per month

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page 224. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business.

INDUSTRY SPECIFIC REGULATIONS

Regulations on Coal Distribution and Quality Control

In exercise of the powers conferred by **the Essential Commodities Act, 1955**, the Government of India issued the **Colliery Control Order, 2000** (“CC Order”) and the **Colliery Control Rules, 2004** (“CC Rules”). Both the CC Order and the CC Rules empowers the Central Government to prescribe the criteria for categorization of coal and the Coal Controller for prescribing the procedure for the categorization of coal, inspection of collieries and quality surveillance, etc. The Coal Controller has also been empowered to issue directions to any colliery owner regulating disposal of stocks of coal, prohibiting or limiting the mining or production of any grade of coal and the requirement of prior permissions to open a coal mine.

Policy Related to Distribution of Coal

The Ministry of Coal issued the **New Coal Distribution Policy, 2013** (“NCD Policy”) to regulate the distribution of coal. This policy removed the classification of consumers into consumers of the core and the noncore sectors and instead, stated that each sector consumers would be treated on merit keeping in view, inter alia, the regulatory provisions applicable thereto and other relevant factors. The NCD Policy also deals with the **(a)** distribution and pricing of coal to different consumers or sectors like the defence sector, railways, power utilities, integrated steel plants, etc.; **(b)** exclusive distribution policy for the consumers in small and medium sector, replacement of the linkage system with enforceable Fuel Supply Agreements; and **(c)** laying down of policies for new consumers and a fresh scheme for e-auctioning of coal. The NCD Policy also lays down that discipline and economy should be maintained in the usage of coal since it is considered a scarce fuel. The policy requires our Company to undertake verification of consumers of erstwhile non-core sector consumers to check the veracity of their claim of being bonafide consumers of coal and empowers our Company to cancel the allocation of the consumers who are not found to be bonafide.

Electricity Act, 2003

This Act was formulated in the year 2003 to regulate the electricity sector. It provides the framework for the development of the electricity sector. The Act also mentions the preferential tariffs and quotas for opting for renewable energy. The Act deals in the legislation regarding incorporation, generation, transmission, distribution, and also the tariffs in the sale. The distribution of licenses for grid connectivity has also been incorporated. The issue of the license is the mandatory procurement for using renewable energy at a large scale. The Act also mentions the commissions at the central and state level such as electricity regulatory commissions with the appeal provision provided to an Appellate Tribunal for Electricity (APTEL) which has been created under the Electricity Act. However, if the issue is not solved, then one can directly approach the Supreme Court of India. The Act also applies to solar sector-related disputes.

The Indian Electricity Rules, 1956

These rules lay down the method of transforming and transmission of electricity, types and categories of electrical, conductors, wires and cables to be used for the transformation and transmission of electricity, licensing process, usage of meter, voltage flows in specific areas, eligibility and method of appointing officers for the electricity board of respective states, defaults and mode of

appeals and other process related to transforming and transmission of electricity and like.

National Electricity Policy, 2005

This policy was formed in the year 2005 in compliance with Section 3 of the Electricity Act 2003. It allows preferential tariffs for power produced from renewable energy sources. It has completed its past objective of producing enough electricity to ensure access to increase the minimum per capita availability to 1,000 kWh per year by 2012. An adequate amount of electricity is a need in today's life. The National Electricity Plan formulated under Section 3(4) of the Act requires the Central Electricity Authority (CEA) to frame a National Electricity Plan once every five years and revise them from time to time following the system of National Electricity Policy. Section 73(a) authorizes short-term, prospective plans for the development of an electricity system and coordinates the activities of various planning agencies for the optimum utilization of resources.

Integrated Energy Policy, 2006

This policy is an advisory by particular focusing on renewable energy development and setting targets for the addition and advancement of capacity. The policy covers wide aspects of energy such as security, access, affordability, availability, pricing, efficiency, and environment. The major aim of the energy policy has been to provide energy that can be sustainable, efficient, cost-effective, and safe. The policy has been formulated under Section 63 of the Electricity Act for the long-term procurement of electricity from grid-connected solar PV power projects.

The Bureau of Indian Standards Act, 2016 ("BIS Act")

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

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

Importer-Exporter Code

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/ units/factories.

Legal Metrology Act, 2009 (The "LM Act")

The L.M. Act governs the standards/units/denominations used for weights and measures as well as for goods which are sold or

distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act.

The Factories Act, 1948

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME") the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed fifty crore and turnover does not exceed two hundred and fifty crore rupees.

The Public Liability Insurance Act, 1991

The Public Liability Insurance Act ("PIL Act") was constituted to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PIL Act provides for the owner before handling hazardous substances to take insurance cover for protection against claims made by third parties for damages with respect to handling of hazardous substances. Under the PIL Act, the victims exposed to hazardous substances may file claims before the Collector within 5 years of the accident. The Collector, shall, after giving notice of the application to the owner and after giving the parties an opportunity of being heard, hold an inquiry into the claim or, each of the claims, and may make an award determining the amount of relief which appears to him to be just and specifying the person or persons to whom such amount of relief shall be paid. The PIL Act also provides for the establishment of Environmental Relief Fund to be utilized for payment of reliefs under the award.

LAW RELATING TO SPECIFIC STATE WHERE THE ESTABLISHMENT IS SITUATED

Odisha Fire Service Act, 1993 (Notification dated 6th March 2019)

This notification increases the purview of the Odisha Fire Service Act, 1993. Rule 3 of this said notification highlights specifically that "factories and industries" fall under premises or occupancies that are likely to have a risk of fire, thus the provisions of this act apply to factories and industry.

Orrisa State Tax on Profession, Trades, Callings and Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of

individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

The Odisha Shops and Commercial Establishment Act, 1956

The provisions of Odisha Shops and Establishments Act, 1956 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work. As per provisions of Sec. 4 of the Odisha Shops & Commercial Establishment Act, 1956, the employer of shop or commercial establishment located within Municipal Corporation /Municipality / NAC area and engaging one or more employee(s) has to apply for registration of his establishment within 30 days from its commencement. The Shops and Establishments Act regulates conditions of work, lists rights of employees in the unorganized sector and provides a list of obligations for every employer.

LABOUR AND EMPLOYMENT RELATED LAWS

The Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

The Occupational Safety, Health and Working Conditions Code, 2010

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

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

The Industrial Relations Code, 2020

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal

committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months, as the central government may, by notification, specify. Penalties are prescribed for non-compliance with statutory provisions.

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

Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“ESI Act”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. It applies to, inter alia, seasonal power using factories employing ten or more persons and non-power using factories employing 20 or more persons. Every factory or establishment to which the ESI Act applies is required to be registered in the manner prescribed in the ESI Act. Under the ESI Act every employee (including casual and temporary employees), whether employed directly or through a contractor, who is in receipt of wages up to Rs. 10,000 per month is entitled to be insured.

The ESI Act states that a principal employer, who has paid contribution in respect of an employee employed by or through an immediate employer, shall be entitled to recover the amount of the contribution so paid from the immediate employer, either by deduction from any amount, payable to him by the principal employer under any contract, or as a debt, payable by the immediate employer.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“MWA”) came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the

provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

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

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which relates to the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

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

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

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

The Payment of Bonus Act, 1965 (“POB Act”)

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

Workmen's Compensation Act, 1923

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

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under depending upon its "Residential Status" and "Type of Income" involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

ENVIRONMENT LAWS

The Environmental Protection Act, 1986 ("Environment Protection Act") and Environment (Protection) Rules, 1986

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable

limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

In exercise of powers conferred under the Environment Act, the Central Government notified the Environment Rules. Pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims at prevention and control of water pollution as well as restoration of water quality through the establishment of a central PCB and state PCBs. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may close the mine or withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

INTELLECTUAL PROPERTY LAWS

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

- i. The Trademarks Act, 1992
- ii. The Copyright Act, 1957

The Trademarks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trademarks Act, an application for trademark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, after which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act. The Trademarks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the

work.

REGULATIONS REGARDING FOREIGN TRADE AND INVESTMENT

Foreign Direct Investment

Foreign investment in Indian securities is governed by the provisions of the FEMA read with the applicable FEMA Regulations, Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident in India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>. Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

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

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

Investment by FIIs

FIIs including institutions such as pension funds, mutual funds, investment trusts, insurance and reinsurance companies, international or multilateral organizations or their agencies, foreign governmental agencies, sovereign wealth funds, foreign central banks, asset management companies, investment managers or advisors, banks, trustees, endowment funds, university funds, foundation or charitable trusts or societies and institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India.

FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under the FEMA. FIIs must also comply with the provisions of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time ("FII Regulations"). The initial registration and the RBI's general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely, securities issued by Indian companies, to realize capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

Foreign Trade (Development and Regulation) Act 1992

The Foreign Trade (Development and Regulation) Act, 1992 seeks to increase foreign trade by regulating imports and exports to and from India. The FTA read with the Indian Foreign Trade Policy provides that no exports or imports can be made by a person or

company without having obtained an importer exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the Office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

Foreign Trade Policy

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP.

GENERAL CORPORATE COMPLIANCE

The Companies Act

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder. The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI Regulations

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

Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property 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.

Sale of Goods Act, 1930

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

Consumer Protection Act, 2019 (“Consumer Protection Act”)

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

Code of Civil Procedure, 1908

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws, nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

Bhartiya Nyaya Sanhita, 2023

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defences, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

Bhartiya Nagrik Suraksha Sanhita Act, 2023

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during

investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

Bhartiya Sakshya Adhiniyam Act, 2023

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

Arbitration and Conciliation Act, 1996

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

Prevention of Money Laundering Act, 2002

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

Information Technology Act, 2002 (“Information Technology Act”)

The Information Technology Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital

signatures. The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“DoIT”), on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law. The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“IT Intermediaries Rules”) on February 25, 2021, requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

Limitation Act, 1963:

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on October 05, 1963, and which came into force from January 01, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, ‘period of limitation’ means the period of limitation prescribed for any suit, appeal or application by the Schedule, and ‘prescribed period’ means the period of limitation computed in accordance with the provisions of this Act.

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 Lakh for each day during such failure subject to maximum of Rs. 1 Crore.

The Digital Personal Data Protection Act, 2023 (“DPDP Act”)

The DPDP Act was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint and different dates may be appointed for different provisions of the DPDP Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the “DPB”) and affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central

Government will prescribe details such as the number of members of the DPB and the selection process.

OTHER LAWS

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as “Company Limited by Shares” under the name “Nilachal Carbo Metalicks Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Cuttack, on February 13, 2003, vide certificate of incorporation bearing CIN U23101OR2003PTC007061. Pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on November 30, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to “Nilachal Carbo Metalicks Limited” and a fresh certificate of incorporation dated February 07, 2024 was issued to our Company by the Registrar of Companies, Cuttack, The Corporate Identification Number of our Company is U23101OR2003PLC007061.

Address of the Registered Office

Registered Office	N/4 – 158 IRC Village, Bhubaneswar-751015, Odisha, India.

Changes in the Registered Office

The following table sets forth the details of change in registered office address of our Company since the date of its incorporation:

Effective Date	From	To	Reason for Change
Upon Incorporation	Plot no. 73 & 74/353 Jaydev Vihar Nayapalli, Bhubaneswar – 751013, Odisha, India		
March 27, 2009	Plot no. 73 & 74/353 Jaydev Vihar Nayapalli, Bhubaneswar – 751013, Odisha, India	N/4 – 158 IRC Village, Bhubaneswar-751015, Odisha, India.	For operational convenience

Main Objects of our Company

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

1. “To carry on in India or elsewhere the business of raising, manufacturing, producing, processing, melting, converting, manipulating, treating and to act as agent, broker, buyer, seller, trader, importer, exporter, distributor, supplier or other wise to deal in hard coking coal, soft coking coal, steam coal, coal of any other species and low ash metallurgical coke, semi coke, coke of any other species and local & coke related products.
2. To carry on the business of manufacturing, producing, processing, converting, mixing, treating, melting, handling, buying, selling, importing, exporting, and to act as agent, broker, trader, distributor, metallurgist, contractor, supplier or otherwise to deal in ferrous and nonferrous castings in all its branches of minerals, mineral products and metals like Iron, Aluminum, Brass Copper, and other allied items and to do such incidental acts and things for the attainment of the above objects.
3. To carry on the business of Builders, Real Estates, Developer, Contractor, Designers, Architect, Constructors & Purchase and sale of all types of lands, buildings and structures including houses, flats, apartments, offices, go-downs, shops, factories, sheds, hotels, holiday resorts, shopping cum residential complexes, home appliances, office equipment’s and to develop, erect, install, alter, improve, renovate, recondition, buy or sale, lease, all such buildings and structures. To carry on business of all types of civil construction including road, buildings, structures including steels, dams, bridges, canals, embankments, apartments, towers, railway construction, superstructures, infrastructure and to do all types of earth work, PCC, RCC works and foundation work.
4. To establish, install, takeover or set up sponge iron plants, Pig Iron Plants, Ferro Alloys plants, integrated steel plants, composite steel plants/hot rolling steel mills, cold rolling mills, blooms & billet mills, steel furnaces, concasts, rolling mills, induction furnaces for the manufacturing, producing, converting, extracting, treating or processing of all types, grades and sizes of sponge iron, ductile iron, pig iron, power generation from the process waste heat stainless steels, special steels, high speed steels, die-steels, electrical steels forging steels, alloy steels, including director hardening steels, case hardening steels,

nitriding steels, ball bearing steels, corrosion resisting steels, heat resisting steel, free cutting steel, spring steel, silico managanese steels, structural steels, ship building quality steels, Armour steel, magnet steel, hot rolled and cold rolled grainoriented electrical steels, or any other type of steels present or future and any products, by products, compounds & alloys thereof and to act as agent, broker, stockiest, trader, buyer, seller importer, exporter, job worker, or otherwise to deal in all goods, materials or things incidental to the attainment of above objects and to set up power plants based on waste heat, coal, biomass, taking minerals on lease for iron and coal, all other mines on lease relates to the above said object, etc, and invest in non-conventional energy sources such as wind power, solar power etc. to consume the same for captive purpose or sell to the electricity boards or private parties as per rules.

Amendments to the Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Amendments
February 20, 2024	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 23,00,00,000 comprising of 2,30,00,000 Equity Shares of ₹10/- each to ₹ 25,00,00,000 comprising of 2,50,00,000 Equity Shares of ₹10/- each.
November 30, 2023	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from “Nilachal Carbo Metalicks Private Limited” to “Nilachal Carbo Metalicks Limited”.
March 28, 2016	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 20,00,00,000 comprising of 2,00,00,000 Equity Shares of ₹10/- each to ₹ 23,00,00,000 comprising of 2,30,00,000 Equity Shares of ₹10/- each.
April 04, 2012	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 17,00,00,000 comprising of 1,70,00,000 Equity Shares of ₹10/- each to ₹ 20,00,00,000 comprising of 2,00,00,000 Equity Shares of ₹10/- each.
December 18, 2009	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to existing 10,00,000 Redeemable Preference shares of ₹10/- each of ₹1,00,00,000/- converted into 10,00,000 Equity shares of ₹10/- each and all the shares shall ranking pari-passu with the existing equity shares of the Company.
October 30, 2009	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 10,00,00,000 comprising of 90,00,000 Equity Shares of ₹10/- each. and 10,00,000 Redeemable Preference Shares of ₹10/- each to ₹ 17,00,00,000 comprising of 1,60,00,000 Equity Shares of ₹10/- each. and 10,00,000 Redeemable Preference Shares of ₹10/- each
February 22, 2008	EGM	Alteration of Object Clause in Memorandum of Association pursuant to special resolution by members on February 22, 2008 i.e. i. Clause III(A) of the Memorandum of Association of the company be altered by insertion thereof clause 3 and 4 after existing clause 1 and 2 thereof; ii. Clause III(B) of the Memorandum of Association of the company be altered by insertion thereof clause 28, 29 and 30 after existing clause 27 thereof; iii. Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 1,50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each and 10,00,000 Redeemable Preference Shares of ₹10/- each to ₹ 10,00,00,000 comprising of 90,00,000 Equity Shares of ₹10/- each. and 10,00,000 Redeemable Preference Shares of ₹10/- each.
March 24, 2004	EGM	Alteration in the Capital Clause in Memorandum of Association pursuant to increase in Authorised Share Capital from ₹ 10,00,000 comprising of 1,00,000 Equity Shares of ₹10/- each. and 10,00,000 Redeemable Preference Shares of ₹10/- each to ₹ 1,50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each. and 10,00,000 Redeemable Preference Shares of ₹10/- each.

Major events and milestones of our Company

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

Year	Events and Milestones
2003	Incorporation of our Company
2003	Installed the First Battery with annual capacity of 20,000 MTPA
2005	Set up the Second Battery with a capacity of 20,000 MTPA
2011	Set up the Third Battery with a capacity of 20,000 MTPA
2022	Our Company entered into contract manufacturing for our products with Om Avi Carbon Resources Private Limited, Baramana, Jajpur, Odisha with a capacity of 24,000 MTPA
2022	Our Company has taken on leased basis Second Plant having manufacturing facilities from Srinivasa Coke Private Limited at Visakhapatnam, Andhra Pradesh with a capacity of 18,000 MTPA

Significant financial and strategic partnerships

As of the date of this Draft Prospectus, our Company does not have any significant financial or strategic partnerships.

Time/cost overrun

There has been no time or cost over-run in respect of our business operations.

Launch of key products or services, entry into new geographies or exit from existing

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see "**Our Business**" on page 102.

Defaults or rescheduling / restructuring of borrowings with financial institutions / banks

There have been no instances of rescheduling / restructuring of borrowings with financial institutions / banks in respect of our current borrowings from lenders, except as under:

Our Company did one time settlement (OTS) with State Bank of India (SBI) in the year 2018 and the settlement amount was fully paid. Consequently, the SBI issued no dues certificate dated September 27, 2019 to our Company, stating that the full amount as per compromise settlement approved on March 13, 2018 has been received from the Company. The personal and corporate guarantees were also released.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years

Our Company has not made any material acquisitions or divestments of business / undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

Capacity/facility creation, location of plants

For details in relation to capacity/facility creation, location of plants, see "**Our Business**" on page 102.

Holding company

As of the date of this Draft Prospectus, our Company has one Holding company namely:

1. Kajal Fashionwear Agency Private Limited:

Corporate Information:

Kajal Fashion Wear Agency Private Limited was incorporated under the Companies Act, 1956 pursuant to certificate of incorporation dated November 14, 2008 issued by ROC, Kolkata.

CIN	U74994OR2008PTC015800
PAN	AADCK5326M
Registered Office	73 & 74/353, JAYADEV VIHAR, Khordha, BHUBANESWAR, Odisha, India, 751013

Nature of Business:

To carry on the business as Buyers, Sellers, Import, Export, Distribute, Stock or trade, Cloth Food grains, Cotton Cloth, Synthetic fibre, Silk, Yarn, Wool & Wooden goods, Handicrafts & Silk artificial, Synthetic Readymade Garments, Design Materials, Process, Printers in all textiles.

Capital Structure

As on the date of this Draft Prospectus, the authorised share capital of the Kajal Fashionwear Agency Private Limited is Rs.60,00,000 divided into 6,00,000 equity shares of ₹10 each. The issued, subscribed and paid-up equity share capital of the Kajal Fashionwear Agency Private Limited is Rs. 58,00,000 divided into 5,80,000 equity shares of ₹10 each.

Board of Directors:

Following are the Directors of Kajal Fashionwear Agency Private Limited as on the date of this Draft Prospectus:

Sr. no.	Name of Directors	DIN
1.	Geeta Rani Panda	03283801
2.	Bibhu Datta Panda	01579026

Shareholding Pattern as on the date of Draft Prospectus is as follow:

The shareholding pattern of Kajal Fashionwear Agency Private Limited as on the date of this Draft Prospectus is mentioned below:

Sr. no.	Name	No. of Shares	Percentage (%)
1.	Geeta Rani Panda	361,200	62.28%
2.	Bibhu Datta Panda	218,800	37.72%
Total		5,80,000	100.00%

Our Subsidiaries

As of the date of this Draft Prospectus, our Company have one Subsidiary company namely.

1. Nilachal Coffee & Agro Estate Private Limited

Corporate Information:

Nilachal Coffee & Agro Estate Private Limited was incorporated under the Companies Act, 2013 pursuant to certificate of incorporation dated October 25, 2021 issued by ROC, Cuttack.

CIN	U01110OR2021PTC037961
PAN	AAHCN8879J
Registered Office	1 st Floor, N-4/158 IRC Village, Nayapalli, Khordha, Bhubaneswar 751015, Odisha, India.

Nature of Business:

- “To cultivate Coffee, Pepper and other produce; to carry on the business of Coffee and Pepper Plants in all its branches; to carry on the business of cultivators, owners and buyers of every kind of cereal, fruits , vegetables and other produce of tile soil; to prepare manufacture and render marketable any such produce of the soil; to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail, and to carry on the business of manufacturing, trading, importing, exporting , wholesaling and retailing, refining, grading, packaging, branding, marketing, selling in Domestic and

International market and to act as broker, agent, franchiser, sales promoter or otherwise to deal in coffee, pepper and the like products in all or any of their forms.

2. To carry on the business of plantation of all types of trees and plants as a farm forestry or otherwise for commercial, domestic and other purposes and to carry on the business as agriculturists, horticulturists, nursery owners, forest owners etc. by cultivation and farming on land and water and to plant, grow, cultivate, produce, develop, purchase, sell, import, export, store and to deal in all kinds of commercial and non-commercial crops, grains, oil seeds, fruits, vegetables and other agro produce and products, by-products etc.
3. To do the business and promote the concept of Ecotourism, Agro tourism, Tribal tourism, Adventure tourism and to develop, Construct, maintain and manage eco resorts, tourist spots and parks and for the purpose to purchase acquire, take or lease or license any Private or Government projects in related areas including research, training and Consultancy services.”

Capital Structure

As on the date of this Draft Prospectus, the authorised share capital of the Nilachal Coffee & Agro Estate Private Limited is Rs.1,00,00,000 divided into 10,00,000 equity shares of ₹10 each. The issued, subscribed and paid-up equity share capital of the Nilachal Coffee & Agro Estate Private Limited is Rs. 94,52,790 divided into 9,45,279 equity shares of ₹10 each.

Board of Directors

Following are the Directors of Nilachal Coffee & Agro Estate Private Limited as on the date of this Draft Prospectus:

Sr. no.	Name of Directors	DIN
1.	Geeta Rani Panda	03283801
2.	Bibhu Datta Panda	01579026
3.	Rabi Narayan Sahu	09421848
4.	Rishiraj Panda	08681002

Shareholding Pattern as on the date of Draft Prospectus is as follow:

The shareholding pattern of Nilachal Coffee & Agro Estate Private Limited as on the date of this Draft Prospectus is mentioned below:

Sr. No.	Name	No. of Shares	Percentage (%)
1.	Nilachal Carbo Metalicks Limited	9,45,278	99.99%
2.	Rishiraj Panda	1	0.01%
Total		9,45,279	100%

Joint Venture of our Company

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

Non-Compete Agreement

As on the date of this Draft Prospectus, our Company has not entered into any Non-Compete Agreement.

OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 6 (Six) directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 3 (Three) are Independent Directors.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

1. Mr. Bibhu Datta Panda	-	Managing Director
2. Ms. Geeta Rani Panda	-	Non-Executive Director
3. Mr. Rishiraj Panda	-	Whole-time Director
4. Mr. Lala Tarun Prakash Narayan	-	Independent Director
5. Mr. Jyotiranjana Rath	-	Independent Director
6. Mr. Amitesh Sinha	-	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus: -

Mr. Bibhu Datta Panda	
Father's Name	Mr. Narayan Chandra Panda
DIN	01579026
Date of Birth	February 04, 1964
Age	60 Years
Designation	Managing Director
Status	Executive
Qualification	B, Com
No. of Years of Experience	More than three decades in the field of Coking coal and LAM coke trading and manufacturing.
Address	Plot-73/353 Jaydev Vihar, Near Bishnupriya Apartment, Regional Research Laboratory, Khordha 751013, Odisha, India.
Occupation	Business
Nationality	Indian
Date of Appointment	He is Promoter and Director of our Company since incorporation i.e., February 13, 2003. Thereafter, Pursuant to approval of Board of Directors in the Board Meeting held on April 1, 2011, he was appointed as a Managing Director of the Company. Further, pursuant to the approval of members in the Annual General Meeting held on August 10, 2024, he was re-appointed as a Managing director of the Company for a period of Five years with effect from July 05, 2024.
Term of Appointment and date of expiration of current term of office	Currently he holds office for the period of 5 years w.e.f. July 05, 2024.
Other Directorships	1. Nilachal Coffee & Agro Estate Private Limited 2. Kajal Fashionwear Agency Private Limited 3. Nilachal Exim LLP

Ms. Geeta Rani Panda	
Father's Name	Mr. Niranjan Chandra Panda
DIN	03283801
Date of Birth	August 08, 1938
Age	85 years
Designation	Non-Executive Director
Status	Non-Executive

Qualification	H.S.C
No. of Years of Experience	She is having more than 13 years of experience in handling Human Resource and Admin operations of our Company.
Address	Plot-74/353 Jaydev Vihar, Near Bishnupriya Apartment, Regional Research Laboratory, Khordha 751013, Odisha, India.
Occupation	Business
Nationality	Indian
Date of Appointment	She was appointed as Executive Director of the Company on June 6, 2011 and was re-designated as a Non-Executive Director with effect from August 10, 2024
Term of Appointment and date of expiration of current term of office	Re-designated as Non-Executive Director w.e.f. August 10, 2024.
Other Directorships	1. Nilachal Coffee & Agro Estate Private Limited 2. Kajal Fashionwear Agency Private Limited 3. Nilachal Exim LLP

Mr. Rishiraj Panda	
Father's Name	Mr. Bibhu Datta Panda
DIN	08681002
Date of Birth	April 21, 1997
Age	27 Years
Designation	Whole-time Director
Status	Executive
Qualification	B. Tech in Mechanical Engineering
No. of Years of Experience	He is having more than 4 years of experience in Business Operations of our company.
Address	Plot-74/353 Jaydev Vihar, Near Bishnupriya Apartment, Regional Research Laboratory, Khordha 751013, Odisha, India.
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Executive Director of the Company on November 22, 2023. Further, he was re-designated as a Whole-time director of the Company for a period of Five years with effect from July 5, 2024 and the approval of members in the Annual General Meeting held on August 10, 2024.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 5 years w.e.f. July 5, 2024.
Other Directorships	Nilachal Coffee & Agro Estate Private Limited

Mr. Lala Tarun Prakash Narayan	
Father's Name	Mr. Lala Jai Prakash Narayan
DIN	10397955
Date of Birth	August 15, 1953
Age	71 Years
Designation	Independent Director
Status	Non-Executive
Qualification	B. Sc. Mechanical Engineering from Ranchi University
No. of Years of Experience	He is having more than 44 years of experience in the field of Integrated Steel Industry.
Address	Plot no. 10-4D/907, CDA, Sector-10, Cuttack Sadar, Avinab Bidanasi, Cuttack 753014, Odisha, India.
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director of the company on May 29, 2024. Subsequently, Pursuant to the approval of Members in Annual General Meeting held on

	September August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. May 29, 2024.
Term of Appointment and date of expiration of current term of office	Currently he holds office for the period of 5 years w.e.f. May 29, 2024.
Other Directorships	1. JMR Foundation 2. Swadha Consultants Private Limited

Mr. Jyotiranjana Rath	
Father's Name	Mr. Krushna Chandra Rath
DIN	10221585
Date of Birth	June 19, 1962
Age	62 Years
Designation	Independent Director
Status	Non-Executive
Qualification	BA Honours in Economics from Berhampur University, Executive Post Graduate Diploma in Management from IIM, Indore Society, Associate Certification of Indian Institute of Bankers
No. of Years of Experience	He is having more than 35 years of Experience in the field of Commercial Banking.
Address	House no. 147, Pristine Green, Pokhariput, Aerodrome Area, Bhubaneswar, Odisha 751020
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director of the company on February 27, 2024. Subsequently, Pursuant to the approval of Members in Annual General Meeting held on September August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. February 27, 2024.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 5 years w.e.f. February 27, 2024.
Other Directorships	Renaissance Resolutions Private Limited

Mr. Amitesh Sinha	
Father's Name	Mr. Rameshwar Prasad Sinha
DIN	10421163
Date of Birth	March 24, 1969
Age	55 Years
Designation	Independent Director
Status	Non-Executive
Qualification	B. Sc (Metallurgical Engineering) form Bihar Institute of Technology
No. of Years of Experience	He is having more than 23 years of experience in the field of Project, Engineering, Operations and Process control of Steel Making Plant and Continuous Casting.
Address	Lotus Apartment, B-301, Bariatu Road, Near Army School, Bariatu, Ranchi 834009, Jharkhand, India
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director of the company on January 9, 2024. Subsequently, Pursuant to the approval of Members in Annual General Meeting held on September August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. January 9, 2024.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 5 years w.e.f. January 9, 2024.

Other Directorships	NA

As on the date of the Draft Prospectus

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, 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.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN THE DIRECTOR

There is no relationship between any of the Directors of our Company as per section 2(77) of the Companies Act, 2013. except the following relationship.

Name of Director	Designation	Relation
Mr. Bibhu Datta Panda	Managing Director	He is Son of Ms. Geeta Rani Panda and Father of Mr. Rishiraj Panda.
Ms. Geeta Rani Panda	Non-Executive Director	She is Mother of Mr. Bibhu Datta Panda and Grandmother of Mr. Rishiraj Panda.
Mr. Rishiraj Panda	Whole-time Director	He is Son of Mr. Bibhu Datta Panda and Grandson of Ms. Geeta Rani Panda.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

SERVICE CONTRACTS

Except as disclosed, none of our directors have entered into any service contracts with our Company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company. However, Executive Directors of our Company are appointed for specific terms and conditions for which formal agreements are executed:

- Our Managing Director Mr. Bibhu Datta Panda has entered into service agreement with our company for a tenure of 5 Years w.e.f. July 05, 2024.
- Our Whole-time Director Mr. Rishiraj Panda has entered into service agreement with our company for a tenure of 5 Years w.e.f. July 05, 2024.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Annual General Meeting of our Company held on August 10, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100/- Crores (Rupees Hundred only).

BRIEF PROFILE OF OUR DIRECTORS

Mr. Bibhu Datta Panda

Mr. Bibhu Datta Panda aged 60 years is Promoter of the company as well as Managing Director of the Company. He holds Bachelor of Commerce from Sri Sathya Sai Institute of Higher Learning. He is having experience of more than three decades in the field of Coking coal and LAM coke trading and manufacturing. He is Promoter of our Company and was appointed as a Director of our Company since incorporation i.e., February 13, 2003. Thereafter, Pursuant to approval of Board of Director in the Board Meeting held on April 1, 2011, he was appointed as a Managing Director of the Company. Further, pursuant to the approval of members in the Annual General Meeting held on August 10, 2024, he was re-appointed as a Managing director of the Company for a period of Five years with effect from July 05, 2024. He is associated with Nilachal Coffee & Agro Estate Private Limited in a capacity of Director, Kajal Fashionwear Agency Private Limited in a capacity of Director and in Nilachal Exim LLP in a capacity of a Designated Partner.

Ms. Geeta Rani Panda

Ms. Geeta Rani Panda aged 85 years is Executive Director of the Company. She passed Higher Secretary Certificate from Barabati Girls High School, Baleswar. She is having more than 13 years of experience in handling Human Resource and Admin operations of our company. She was appointed as Executive Director of the Company on June 06, 2011. Further she was Re-designated as Non-Executive Director w.e.f. August 10, 2024. She is associated with Nilachal Coffee & Agro Estate Private Limited in a capacity of Director, Kajal Fashionwear Agency Private Limited in a capacity of Director and in Nilachal Exim LLP in a capacity of a Designated Partner.

Mr. Rishiraj Panda

Mr. Rishiraj Panda aged 27 years is Director of the Company. He holds degree of B. Tech in Mechanical Engineering from Vellore Institute of Technology. He is having more than 4 years of experience in Business Operations of our company. He was appointed as Additional Executive Director of the company on November 22, 2023. Further, pursuant to the approval of members in the Annual General Meeting held on August 10, 2024, He was re-appointed as a Whole-time director of the Company for a period of Five years with effect from July 05, 2024. He is also associated with Nilachal Coffee & Agro Estate Private Limited in a capacity of Director.

Mr. Lala Tarun Prakash Narayan

Mr. Lala Tarun Prakash Narayan aged 71 years is Independent Director of the Company, He Holds Degree of B. Sc. Mechanical Engineering from Ranchi University. He is having more than 44 years of experience in the field of Integrated Steel Industry. He was appointed as Additional Independent Director of the company on May 29, 2024. Subsequently, Pursuant to the approval of Members in Annual General Meeting held on August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. May 29, 2024. He is also associated with Swadha Consultants Private Limited and JMR Foundation in a capacity of Director.

Mr. Jyotiranjana Rath

Mr. Jyotiranjana Rath aged 62 years is Independent Director of the Company, He Holds Degree of B.A. Honours in Economics from Berhampur University, Executive Post Graduate Diploma in Management from IIM, Indore Society, Associate Certification of Indian Institute of Bankers. He is having more than 35 years of Experience in the field of Commercial Banking. He was appointed as Additional Independent Director of the company on February 27, 2024. Subsequently, Pursuant to the

approval of Members in Annual General Meeting held on August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. February 27, 2024. He is also associated with Renaissance Resolutions Private Limited in a capacity of Director.

Mr. Amitesh Sinha

Mr. Amitesh Sinha aged 51 years is Independent Director of the Company, He Holds B. Sc (Metallurgical Engineering) form Bihar Institute of Technology. He is having more than 23 years of experience in the field of Project, Engineering, Operations and Process control of Steel Making Plant and Continuous Casting. He was appointed as Additional Independent Director of the company on January 9, 2024. Subsequently, Pursuant to the approval of Members in Annual General Meeting held on August 10, 2024, he was appointed as Independent Director of the Company for the period of Five years w.e.f. January 9, 2024.

COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND WHOLE-TIME DIRECTOR

Name	Mr. Bibhu Datta Panda	Mr. Rishiraj Panda
Designation	Managing Director	Whole-time Director
Date of Appointment/ Change in Designation	He is Promoter and Director of our Company since incorporation i.e., February 13, 2003. Thereafter, Pursuant to approval of Board of Director in the Board Meeting held on April 1, 2011, he was appointed as a Managing Director of the Company. Further, pursuant to the approval of members in the Annual General Meeting held on August 10, 2024, he was re-appointed as a Managing director of the Company for a period of Five years with effect from July 05, 2024.	He was appointed as Additional Executive Director of the Company on November 22, 2023. Further, he was re-designated as a Whole-time director of the Company for a period of Five years with effect from July 5, 2024 and the approval of members in the Annual General Meeting held on August 10, 2024.
Period	Five Years with effect from July 05, 2024	Five Years with effect from July 05, 2024
Salary	Rs. 400,000 per month	Rs. 300,000 per month
Bonus	-	-
Perquisite/Benefits	i. Medical reimbursement / allowance: As per the rules of the Company. ii. Club Fees: Fees of maximum two clubs excluding admission and life membership fees. iii. Personal Accident Insurance: Reimbursement as the per rules of the Company. iv. Annual Leave: 30 days annual leave with pay for every completed service of Eleven months v. Leave travel concession/ allowance: As per the rules of the Company. vi. Perquisites as per the Section IV of the Schedule V of the Act as provided below: contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under be income-tax Act, 1961); gratuity payable at a rate not exceeding half a month's salary for each completed year of service. vii. Other Perquisites if any including Credit Card Expenses shall not be exceeded Rs. 2,00,000/- per months	i. Medical reimbursement / allowance: As per the rules of the Company. ii. Club Fees: Fees of maximum two clubs excluding admission and life membership fees. iii. Personal Accident Insurance: Reimbursement as the per rules of the Company. iv. Annual Leave: 30 days annual leave with pay for every completed service of Eleven months v. Leave travel concession/ allowance: As per the rules of the Company. vi. Perquisites as per the Section IV of the Schedule V of the Act as provided below: contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under be income-tax Act, 1961); gratuity payable at a rate not exceeding half a month's salary for each completed year of service. vii. Other Perquisites if any including Credit Card Expenses shall not be exceeded Rs. 1,00,000/- per months

Commission:	-	-
Compensation/ remuneration paid during last FY (i.e. the F.Y. 2023-24)	Rs. 33.72 Lakh per annum	Rs. 52.50 Lakh per annum

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors in its meeting held on July 05, 2024 approved sitting fees of Rs. 15,000/- to Non-Executive Directors for attending any of the Board or Committee Meetings. Further, our Non-executive Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

Our Company does not have any performance linked bonus or profit-sharing plan for our directors.

CONTINGENT AND/OR DEFERRED COMPENSATION PAYABLE TO OUR DIRECTOR, WHOLE-TIME DIRECTOR, MANAGING DIRECTORS

There are no contingent or deferred compensation payable to our Managing Directors and Executive Director which does not form part of his remuneration.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Bibhu Datta Panda	70,69,440	Managing Director
2.	Mr. Rishiraj Panda	10	Whole-time Director

INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan.

None of our Directors have availed any loan from our Company.

Our directors do not have any interest in any property acquired or proposed to be acquired of or by our Company.

Further, our directors do not have any interest in any transaction by our Company for acquisition of land, construction of building.

Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Offer or any such intermediaries registered with SEBI pursuant to this Offer.

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

Except as stated under “**Related Parties Financial Transactions**” under Chapter titled “**Restated Financial Statement**” beginning on page 164 of the Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Mr. Rishiraj Panda	August 30, 2022	Cessation	He Resigned as Executive Director of the Company on August 30, 2022
Mr. Rishiraj Panda	November 22, 2023	Appointment	He was appointed as Additional Executive Director of the Company on November 22, 2023
Mr. Lala Tarun Prakash Narayan	May 29, 2024	Appointment	He was appointed as Additional Independent Director of the Company on May 29, 2024
Mr. Jyotirajan Rath	February 27, 2024	Appointment	He was appointed as Additional Independent Director of the Company on February 27, 2024.
Mr. Amitesh Sinha	January 09, 2024	Appointment	He was appointed as Additional Independent Director of the Company on January 09, 2024.
Mr. Bibhu Datta Panda	July 05, 2024	Change in designation	He was re-appointed as Managing Director of the Company for a period of Five years, w.e.f. July 5, 2024
Ms. Geeta Rani Panda	August 10, 2024	Change in designation	She was re-appointed as a Non-Executive Director of the Company with effect from August 10, 2024.
Mr. Rishiraj Panda	August 10, 2024	Change in designation	He was re-appointed as the Whole Time Director for a period of three years w.e.f. July 05, 2024.
Mr. Lala Tarun Prakash Narayan	August 10, 2024	Change in designation	He was regularized as an Independent Director of our company. for the period of 5 (Five) years w.e.f. May 29, 2024.
Mr. Jyotirajan Rath	August 10, 2024	Change in designation	He was regularised as an Independent Director of our company. for the period of 5 (Five) years w.e.f. February 27, 2024.
Mr. Amitesh Sinha	August 10, 2024	Change in designation	He was regularised as an Independent Director of our company. for the period of 5 (Five) years w.e.f. January 09, 2024.

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchange.

As on date of this Draft Prospectus , as our Company is coming with an offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee

and Nomination and Remuneration Committee, Corporate Social Responsibility Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Composition of Board of Directors

Currently our Board is consisting of 6 (Six) directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) Non-Executive Director and 3 (Three) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Bibhu Datta Panda	Managing Director	Executive	01579026
2.	Ms. Geeta Rani Panda	Non-Executive and Non-Independent Director	Non-Executive	03283801
3.	Mr. Rishiraj Panda	Whole-time Director	Executive	08681002
4.	Mr. Lala Tarun Prakash Narayan	Independent Director	Non-Executive	10397955
5.	Mr. Jyotirajan Rath	Independent Director	Non-Executive	10221585
6.	Mr. Amitesh Sinha	Independent Director	Non-Executive	10421163

Constitution of Committees

Our Company has constituted the following Committees of the Board;

1. **Audit Committee**
2. **Stakeholders Relationship Committee**
3. **Nomination and Remuneration Committee**
4. **Corporate Social Responsibility Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on July 05, 2024 constituted Audit Committee. The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Jyoti Ranjan Rath	Chairman	Independent Director
Mr. Lala Tarun Prakash Narayan	Member	Independent Director
Mr. Bibhu Datta Panda	Member	Managing Director

- A. Our Company Secretary and Compliance officer will act as the secretary of the Committee.
- B. **Tenure of the Committee:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- C. **Meetings of the Committee:** The committee shall meet at least four times in a year and not more than one hundred and twenty day shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.
- D. **Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.
- f) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

E. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

The role of the Audit Committee shall include the following:

- 1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. 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;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications and modified opinions in the draft audit report.
- 5. Reviewing, with the management, half-yearly and annual financial statements before submission to the Board for approval;
- 6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 7. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 8. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9. Scrutiny of inter-corporate loans and investments;
- 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11. Evaluation of internal financial controls and risk management systems;
- 12. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13. 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;
- 14. Discussing with internal auditors on any significant findings and follow up thereon;
- 15. 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;
- 16. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17. Looking 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;
18. Reviewing the functioning of the whistle blower mechanism;
 19. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary including existing loans / advances / investments;
 22. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 23. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 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; and
- 6) statement of deviations:
 - a. Half-yearly 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 ICDR Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

Quorum and Meetings

The audit committee shall meet as often as necessary subject to minimum 4 times in financial years. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on July 05, 2024 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Jyoti Ranjan Rath	Chairman	Independent Director
Mr. Lala Tarun Prakash Narayan	Member	Independent Director
Mr. Bibhu Datta Panda	Member	Managing Director

A. Tenure of the committee:

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

B. Meetings of the committee:

The Stakeholder Relationship Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. To consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. to review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;
5. Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on July 05, 2024 re-constituted Nomination and Remuneration Committee.

The Re-constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Jyoti Ranjan Rath	Chairman	Independent Director
Mr. Lala Tarun Prakash Narayan	Member	Independent Director
Mr. Amitesh Sinha	Member	Independent Director

- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings of the committee:** The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.
- C. Scope and Terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:
1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
 2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
 3. formulation of criteria for evaluation of the performance of independent directors and the Board;
 4. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

5. devising a policy on diversity of our Board;
6. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
7. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
8. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
9. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
10. recommending to the Board, all remuneration, in whatever form, payable to senior management;
11. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
12. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
13. analyzing, monitoring and reviewing various human resource and compensation matters;
14. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
15. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - j. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
16. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

4. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted pursuant to a meeting of our Board held July 05, 2024. The CSR Committee currently consists of:

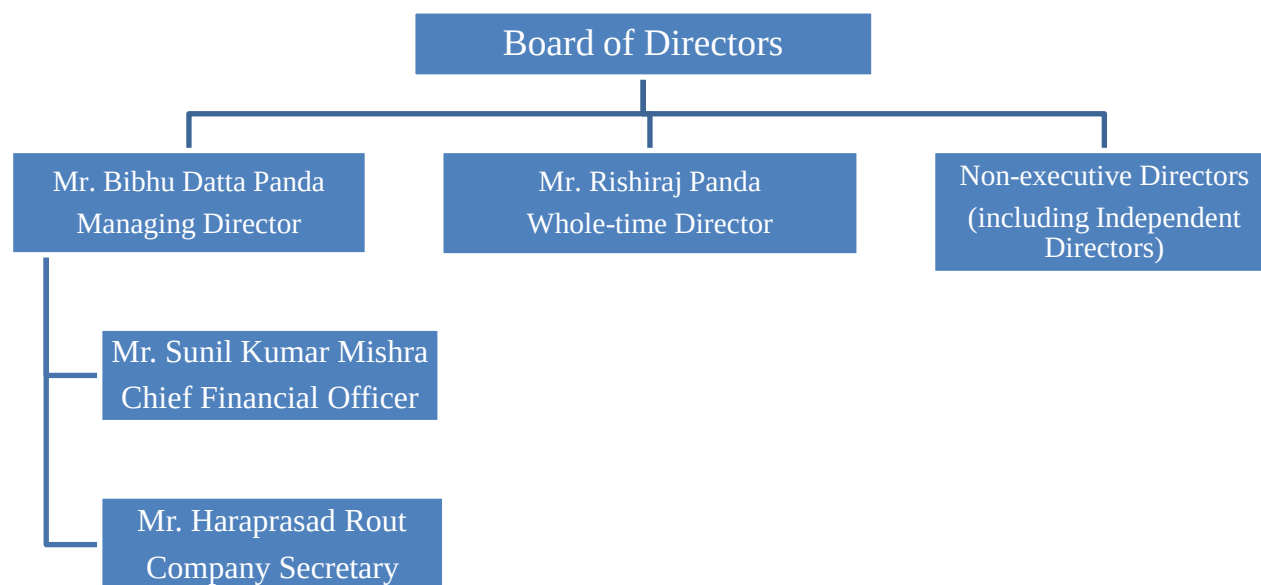
Name of the Directors	Designation	Nature of Directorship
Mr. Lala Tarun Prakash Narayan	Chairman	Independent Director
Mr. Jyoti Ranjan Rath	Member	Independent Director
Mr. Bibhu Dattta Panda	Member	Managing Director

Set forth are the scope and function of the Corporate Social Responsibility Committee, in accordance with Section 135 of the Companies Act, 2013:

- 1) formulate and recommend to the Board, a - Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- 2) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- 3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- 4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- 5) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- 6) assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;
- 7) providing explanation to the Board if the Company fails to spend the prescribed amount within the financial year;
- 8) providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
- 9) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board

- or as may be directed by the Board, from time to time; and
- 10) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

MANAGEMENT ORGANIZATION STRUCTURE



OUR KEY MANGERIAL PERSONNEL

The Key Managerial Personnel of our Company are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in FY 2023-24 (Amount in ₹)
Name	Mr. Bibhu Datta Panda	B. Com	Nil	Rs. 33.72 Lakh per annum
Designation	Managing Director			
Date of Appointment	July 05, 2024			
Overall Experience	He is having experience of more than three decades of experience in the field of Coking coal and LAM Coke trading and manufacturing.			
Name	Mr. Rishiraj Panda	B. Tech in Mechanical Engineering from Vellore Institute of Technology	Nil	Rs. 52.50 Lakh per annum
Designation	Whole-time Director			
Date of Appointment	August 10, 2024			
Overall Experience	He is having more than 4 years of experience in Business Operations of Nilachal Group.			
Name	Mr. Sunil Kumar Mishra	Bachelor of Commerce and Chartered Accountant Intermediate Passed	JM Associates & Co.	NA
Designation	Chief Financial Officer			
Date of Appointment	May 29, 2024			
Overall Experience	He has a more than 4 years of experience in the Field of Accounting and Finance.			
Name	Mr. Haraprasad Rout	He is associate member of the Institute of Company Secretaries of India and also holds a LLB degree from Utkal University	Medirad Tech India Limited	NA
Designation	Company Secretary and Compliance Officer			
Date of Appointment	August 12, 2024			
Overall Experience	He has a more than 18 years of experience in the Field of Legal and Statutory Compliance.			

OUR SENIOR MANAGEMENT PERSONNEL

Our Company does not have any Senior Management Personnel.

BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CHANGES IN THE KEY MANAGERIAL PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Rishiraj Panda	September 21, 2022	Appointment	Appointed as Chief Executive Officer w.e.f. September 21, 2022
Mr. Rishiraj Panda	May 09, 2024	Cessation	Resignation from post of Chief Executive Officer w.e.f. May 29, 2024
Mr. Bibhu Datta Panda	July 05, 2024	Change in Designation	Re-appointed as the Managing Director for a period of Five years w.e.f. July 05, 2024.
Mr. Rishiraj Panda	August 10, 2024	Change in designation	Appointed as the Whole Time Director for a period of three years w.e.f. July 05, 2024.
Mr. Sunil Kumar Mishra	May 29, 2024	Appointment	Appointed as Chief Financial Officer w.e.f. May 29, 2024
Mr. Girija Shankar Das	August 12, 2024	Cessation	Resignation from post of company secretary Officer w.e.f. August 12, 2024
Mr. Haraprasad Rout	August 12, 2024	Appointment	Appointed as Company Secretary and Compliance Officer w.e.f. August 12, 2024

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as mentioned in relationship between directors, there are no relationship between Key Managerial Personnel of our company.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

the statutory payments made by our Company, in the last two years preceding the date of this Draft Prospectus, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel and Senior Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel and Senior Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel and Senior Managerial Personnel has entered into any service contracts with our no benefits are granted upon their termination from employment other than statutory benefits provided by our company and Further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
a)	Mr. Bibhu Datta Panda	70,69,440	Managing Director
b)	Mr. Rishiraj Panda	10	Whole-time Director

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

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Managerial Personnel.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited (***“BSE SME”***). We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

OUR PROMOTERS AND PROMOTERS GROUP

Our Promoters:

The Promoters of our Company are Mr. Bibhu Datta Panda and Kajal Fashionwear Agency Private Limited.

As on date of this Draft Prospectus, Our Promoters, collectively holds 2,23,26,940 Equity shares of our Company, representing 99.99% of the Pre-Offer paid-up Equity Share capital of our Company. For details see “*Capital Structure – History of the Equity Share capital held by our Promoters*”, on page 60.

Brief Profile of our Promoters is as under:

A. Individual Promoter:

	Mr. Bibhu Datta Panda - Promoter Mr. Bibhu Datta Panda, aged 60 years, is Managing Director of our Company. PAN: ADAPP6398R
Date of Birth	February 04, 1964
Educational Qualification	Bachelor of Commerce from Sri Sathya Sai Institute of Higher Learning.
Experience in Business/Employment	More than three decades in the field of Coking coal and LAM Coke trading and manufacturing.
Present Residential Address	Plot-73/353 Jaydev Vihar, Near Bishnupriya Apartment, Regional Research Laboratory, Khordha 751013, Odisha, India.
Position/posts held in the past	He is Promoter and Director of our Company since incorporation i.e., February 13, 2003. Thereafter, Pursuant to approval of Board of Director in the Board Meeting held on April 1, 2011, he was appointed as a Managing Director of the Company. Further, pursuant to the approval of members in the Annual General Meeting held on August 10, 2024, he was re-appointed as a Managing director of the Company for a period of Five years with effect from July 05, 2024.
Directorship held	1. Nilachal Coffee & Agro Estate Private Limited 2. Kajal Fashionwear Agency Private Limited 3. Nilachal Exim LLP
Other Ventures	-

B. Corporate Promoter:

Kajal Fashionwear Agency Private Limited

Corporate Information:

Kajal Fashionwear Agency Private Limited was incorporated as a Private Limited Company on November 14, 2008, Limited by Shares, under the Companies Act, 1956.

Brief Description of	To carry on the business as buyers, Sellers, Import, Export, Distribute, Stock or trade,

Business	cloth food grains, Cotton cloth, Synthethic Fibre, Silk Yarn, Wool & Woolen Goods, handicraft & silk artificial synthetics, readymade garments, design materials, process, printers in all textiles.
PAN	AADCK5326M
Registered Office	73 & 74/353, Jayadev Vihar, Khordha, Bhubaneswar, Odisha, India, 751013
CIN	U74994OR2008PTC015800

Promoters:

As on the date of this Draft Prospectus, Kajal Fashionwear Agency Private Limited holds 1,52,57,500 Equity Shares, representing 68.33% of the pre-issued, subscribed, and paid-up equity share capital of our Company.

Board of Directors:

As on date of this Draft Prospectus, the Board of Directors of Kajal Fashionwear Agency Private Limited comprises of:

Sr. No.	Name of Director	Designation	DIN
1	Ms. Geeta Rani Panda	Director	03283801
2	Mr. Bibhu Datta Panda	Director	01579026

Change in Control:

There has been no change in the control of Kajal Fashionwear Agency Private Limited in the last three years immediately preceding the filing of this Draft Prospectus.

Shareholding Pattern:

The Shareholding pattern of Kajal Fashionwear Agency Private Limited as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of Shareholder	Number of Equity shares of Face Value of Rs. 10 each held	Percentage of issued and Paidup equity share capital (%)
1.	Ms. Geeta Rani Panda	3,61,200	62.28%
2.	Mr. Bibhu Datta Panda	218,800	37.72 %
	Total	5,80,000	100%

Change in activities:

There has been no change in the activities of Kajal Fashionwear Agency Private Limited since incorporation.

Our Company confirms that the Permanent Account Number, Bank Account numbers, Passport numbers, Aadhaar Card number and Driving License number of our individual promoters shall be submitted to BSE at the time of filing of this Draft Prospectus.

Change in control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Draft Prospectus, except as disclosed below:

Other ventures of our Promoters:

Other than as disclosed in “*Our Promoters and Promoter Group*” below and in “*Our Management*” on page 154 and 137 of

this Draft Prospectus, our Promoters are not interested in any other ventures.

Interest of our Promoters:

Interest in promotion and Shareholding of Our Company - Our Promoters are interested in the promotion of our Company to the extent (i) that they have promoted our Company; (ii) their shareholding and the shareholding of their relatives in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company. For further details, please refer to the chapter titled “**Capital Structure**” on page 60.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For details of the Promoters’ shareholding in our Company, see “**Capital Structure – History of Build-up of Promoter’s equity shareholding in our Company**” on page 60.

Further, the Promoters of our Company, are also interested in our Company to the extent directorship and managerial position held by them viz., as the Managing Director and Whole-Time Director of our Company and may be deemed to be interested in the remuneration payable to them, where applicable, and the reimbursement of expenses incurred by them in their capacity as the Directors. For further details, see “**Our Management**” on page 137.

As on date of this Draft Prospectus, our Promoters do not have any interest in any property acquired or proposed to be acquired by our Company or of our Company.

Our Promoters have majority shareholdings in the entities form part of our Promoter Group of our Company. Except as stated above, our Promoters do not have any interest in any venture that is involved in activities similar to those conducted by our Company. For risks relating to the same, please refer to “**Risk Factors – We have in the past entered into related party transactions and may continue to do so in the future.**” at page no. 22 and “**Financial Statements-Restated Financial Statements –Notes to Restated Financial Statements —Related Party Transactions**” on page 164.

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

Interest in the property of Our Company

Except as stated in the section “**Our Business**” and “**Financial Information**”, beginning on pages 102 and 161, respectively, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery, other than in the normal course of business.

Other Interests in our Company

For transactions in respect of loans and other monetary transactions entered in past please refer “**Related Party Transactions**” forming part of “**Financial Information**” on page no. 161.

One of our Promoters, Mr. Bibhu Datta Panda and his mother Ms. Geeta Rani Panda hold aggregate 100% shareholding in Om Avi Carbon Resources Private Limited. Our Company has a tie-up for contract manufacturing for our product with Om Avi Carbon Resources Private Limited and make use of their 24,000 MTPA capacity for our use. Our Company has entered into an exclusivity agreement i.e. ‘Contract Manufacturing Agreement’ dated April 16, 2022 for a period of five years with our Om Avi Carbon Resources Private Limited, for the supply of our finished product i.e. Low Ash Metallurgical (LAM) Coke.

Further, our promoters are interested to the extent of personal guarantees given by them in favour of the Company, for the

details of Personal Guarantee given by Promoters towards financial facilities of our Company please refer to “**Financial Indebtedness**” and “**Financial Information**” on page 215 and 161 respectively.

Payment of Amount or Benefits to our Promoters and Promoter Group during the last 2 years:

Except as disclosed herein and as stated in “**Restated Financial Information -Related Party Disclosures**” on page 164 there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Prospectus.

The remuneration to the Promoters is being paid in accordance with the respective terms of appointment, for further details see “**Our Management**” beginning on Page 137.

Companies/ Firms with which our Promoters has disassociated in the last (3) three years:

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Prospectus.

Experience of our Promoters in the business of our Company:

Our Promoters are experienced in the line of business in which our Company operates. For details in relation to experience of our Promoters in the business of our Company, see “**Our Management**” and “**Our Promoters & Promoters Group**” on pages 137 and 154, respectively.

Material Guarantees to third parties with respect to the Equity Shares

Except as stated in the “**Financial Indebtedness**” and “**Financial Information**” beginning on pages 215 and 161 respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

Litigation Details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “**Outstanding Litigations and Material Developments**” beginning on page 217.

Other confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India or any other government authority. Further, there are no violations of securities laws committed by our Promoter and members of the Promoter Group in the past, and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of our Promoter Group have not been 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 are not and have never been promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Our Promoters and members of our Promoter Group have not been declared Fugitive Economic Offenders under section 12 of the Fugitive Economic Offender Act, 2018.

There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.

Our Promoters have given personal guarantees respectively, towards financial facilities availed from the Bankers of our Company, therefore, they are interested to the extent of the said guarantees. Further, they have also extended unsecured loans and are therefore also interested to the extent of the said loans.

For our Promoters other related party transactions, see “**Financial Indebtedness**” on page 215 and “**Financial Information**” on page 161.

OUR PROMOTER GROUP

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural Persons who are part of the Promoters Group (other than our Promoter):

Sr. No.	Relationship with Promoter	Mr. Bibhu Datta Panda
1.	Father	Late Narayan Chandra Panda
2.	Mother	Ms. Geeta Rani Panda
3.	Spouse	Mrs. Manjusmita Dash
4.	Brother	-
5.	Sister	Mrs. Sanghmitra Mohapatra
6.	Son	Mr. Rishiraj Panda
7.	Daughter	-
8.	Spouse's Mother	Ms. Pankajini Dash
9.	Spouse's Father	Late Dr. Bhaskar Chandra Dash
10.	Spouse's Brother	Mr. Devi Prasad Dash
11.	Spouse's Sister	Mrs. Madhusmita Dash

Body corporates, partnership firms forming part of the Promoter Group* (other than our Promoter):

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm in which the Promoter or any one or more of his immediate relatives is a member;	(i) Nilachal Coffee & Agro Estate Private Limited (ii) OM AVI Carbon Resources Private Limited (iii) Nilachal Exim LLP
2.	Any Body Corporate in which a body corporate as provided in (1) above holds 20% or more, of the equity share capital; and	-
3.	Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%	-

* Promoter Group includes Members of Body Corporate i.e. Kajal Fashionwear Agency Private Limited and Individual i.e. Mr. Bibhu Datta Panda.

Other persons included in Promoters Group:

None of other persons forms part of promoters group for the purpose of shareholding of the Promoters Group under Regulation 2(1) (pp) (v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

The declaration and payment of dividend 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. The dividend, if any, will depend on factors including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividend may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Draft Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI LODR Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividend during the last three financial years. Further, our Company has not declared any dividend in the current fiscal. There is no guarantee that any dividend will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, please refer section titled “**Risk Factors**” beginning on Page no. 22.

SECTION VII – FINANCIAL INFORMATION

INDEPENDENT AUDITOR’S EXAMINATION REPORT ON THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS OF NILACHAL CARBO METALICKS LIMITED

To

The Board of Directors

NILACHAL CARBO METALICKS LIMITED PLOT

NO. N4/158,

IRC VILLAGE, NAYAPALLI,

BHUBANESWAR-751015, ODISHA

Dear Sir/Madam,

1. We have examined the attached Restated Consolidated Financial Statements along with significant accounting policies and related notes of **NILACHAL CARBO METALICKS LIMITED (the "Company")**, which comprises of the Restated Consolidated Summary Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024 and March 31, 2023, and March 31, 2022, Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statement of Cash Flow for the six month period ended on September 30, 2024 and for the years ended on 31 March 2024, 31 March 2023 and 31 March 2022, and summary statement of significant accounting policies and related notes (collectively referred to as the **“Restated Consolidated Financial Statements”**), as approved by the Board of Directors of the company at their meeting held on 21st October, 2024 for the purpose of inclusion in the Draft Offer Document and Offer Document (Collectively called as **“Offer Documents”**) prepared by the company in connection with its proposed SME Initial Public Offer (**“SME IPO”**) prepared in terms of the requirements of :
 - (i) Section 26 of Part I of Chapter III to the Companies Act, 2013, as amended (**“the Act”**);
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended (**“ICDR Regulations”**); and
 - (iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (**“Guidance Note”**).
2. The Company’s Management and Board of Directors are responsible for the preparation of the Restated Consolidated Financial Statements for the purpose of inclusion in the offer document to be filed with Securities and Exchange Board of India (**“SEBI”**), respective Stock Exchange and the Registrar of Companies, Cuttack, Odisha in connection with the proposed SME Initial Public Offer. The Restated Consolidated Financial Statements have been prepared by the management of the company on the basis of Notes to restatement in Note 1 to the Restated Consolidated Financial Statements. The Company’s Management and Board of Directors of the company’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The Company’s Management and Board of Directors is also responsible for identifying and ensuring that the company complies with the Act, the ICDR Regulations and the Guidance Note.
3. We have examined such Restated Consolidated Financial Statements taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14/10/2024 in connection with the proposed SME IPO of Equity shares of the company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and

- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed SME IPO.
4. These Restated Consolidated Financial Statements of the Company have been complied by the management from:
 - a) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and March 31, 2022, prepared by the company in accordance with generally accepted accounting policies and as approved by the Board of Directors of the Company and audited by M/s JM Lenka & Associates, Chartered Accountants vide their Audit Report dated September 8, 2023 and September 6, 2022 respectively.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, prepared by the company in accordance with generally accepted accounting policies and as approved by the Board of Directors of the Company and audited by us vide our Audit Report dated June 18, 2024.
 - c) The Audited Interim Consolidated Financial Statements of the Group for the six month period ended on September 30, 2024, prepared by the company in accordance with generally accepted accounting policies and as approved by the Board of Directors of the Company and audited by us vide our Audit Report dated 21st October, 2024.
5. For the purpose of our examination, we have relied on:
 - a) Auditor's Report issued by the previous auditor's M/s JM Lenka & Associates, Chartered Accountants (the "**Previous Auditors**") dated September 8, 2023 and September 6, 2022 on the Consolidated Financial Statements of the company as at and for the year ended March 31, 2023 and March 31, 2022 respectively, as referred to in paragraph 4(a) above.
 - b) Auditor's Report issued by us dated 18th June, 2024 on the Consolidated Financial Statements of the company as at and for the year ended March 31, 2024 as referred to in paragraph 4(b) above.
 - c) Auditor's Report issued by us dated 21st October, 2024 on the Interim Consolidated Financial Statements of the Group as at and for the six month period ended on September 30, 2024 as referred to in paragraph 4(c) above.
6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the Audit Report submitted by the Previous Auditors on audit of financial statements for respective periods mentioned in paragraph 5 above, we report that the Restated Consolidated Financial Statements:
 - a) have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the six month period ended on September 30, 2024 and year ended March 31, 2024, 2023 and 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications adopted for the preparation of Restated Consolidated Financial Statements;
 - b) do not require any adjustment or modification as there is no modification or qualifications in the underlying audit reports referred to in paragraph 5 above; and
 - c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
7. The Restated Consolidated Financial Statements don't reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in Paragraph 5 above.

8. This report should not in any way be construed as a re-issuance or re-dating of any previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of previous financial statements referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for the use of the Board of Directors for inclusion in the Offer Documents in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or to whose hands it may come without our prior consent in writing.

Place: Bhubaneswar
21st October, 2024

For **GOUTAM & CO**
Chartered Accountants (Firm
Registration No. 326869E)

Sd/-
CA GOUTAM LENKA
Partner
(Membership No. 067906)
UDIN - 24067906BKGAEX6199

RESTATED FINANCIAL STATEMENTS

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

NILACHAL CARBO METALICKS LIMITED
(Formerly Nilachal Carbo Metalicks Private Limited)
(CIN::U23101OR2003PLC007061)
CONSOLIDATED BALANCE SHEET
Restated Summary Statement of Assets and Liabilities

Particulars	Note No.	As at 30-Sep-2024	As at 31-Mar-2024	As at 31-Mar-2023	As at 31-Mar-2022
A EQUITY AND LIABILITIES					
1 Shareholders' funds					
(a) Share capital	2.1	2,232.70	2,232.70	2,232.70	2,232.70
(b) Reserves and surplus	2.2	4,787.08	4,195.41	2,613.60	1,131.91
(c) Money received against share warrants		-			
		7,019.78	6,428.11	4,846.30	3,364.61
2 Minority Interest	2.3	(0.00)	(0.00)	(0.00)	(0.00)
3 Share application money pending allotment		-	-	-	-
4 Non-current liabilities					
(a) Long-term borrowings	2.4	522.68	609.00	738.90	326.70
(b) Deferred tax liabilities (net)	2.28	83.84	78.09	75.82	89.00
(c) Other long-term liabilities		-	-	-	-
(d) Long-term provisions		-	-	-	-
		606.52	687.09	814.72	415.70
5 Current liabilities					
(a) Short-term borrowings	2.5	1,957.66	2,004.81	1,144.78	680.51
(b) Trade payables	2.6				
(i) Total outstanding dues of micro enterprises and small		8.16	7.08	14.31	-
(ii) Total outstanding dues of creditors other than micro		4,024.19	2,060.14	2,107.09	3,151.96
enterprises and small enterprises					
(c) Other current liabilities	2.7	890.95	202.00	394.37	815.65
(d) Short-term provisions	2.8	294.99	60.03	-	38.54
		7,175.95	4,334.06	3,660.55	4,686.67
TOTAL		14,802.26	11,449.26	9,321.57	8,466.98
B ASSETS					
1 Non-current assets					
(a) Property, Plant and Equipment and Intangible assets	2.9				
(i) Property, Plant and Equipment		2835.51	2,984.22	2,604.88	2,004.16
(ii) Intangible assets		-	-	-	-
(iii) Capital work-in-progress		964.43	964.43	397.94	416.63
(iv) Intangible assets under development		-	-	-	-
		3799.94	3,948.65	3,002.81	2,420.78
(b) Non-current investments	2.10	5.07	5.07	9.39	9.39
(c) Deferred tax assets (net)	2.28	-	-	-	-
(d) Long-term loans and advances	2.11	187.22	180.96	388.93	697.15
(e) Other non-current assets		-	-	-	-
		3992.23	4,134.68	3,401.14	3,127.32
2 Current assets					
(a) Current investments		-		-	-
(b) Inventories	2.12	3,118.39	2,841.83	2,890.49	1,775.28
(c) Trade receivables	2.13	4,987.75	2,177.91	537.07	549.18

(d) Cash and cash equivalents	2.14	424.93	439.18	1,075.94	2,632.48
(e) Short-term loans and advances	2.15	2,273.30	1,852.34	1,416.93	382.72
(f) Other current assets	2.16	5.66	3.32	-	-
		10810.03	7,314.58	5,920.43	5,339.66
TOTAL		14,802.26	11,449.26	9,321.57	8,466.98

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS IN NOTE 1&2

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date attached.
FOR GOUTAM & Co.
Chartered Accountants
FRN - 326869E
(CA Goutam Lenka)

For and on behalf of the Board of Directors of
Nilachal Carbo Metalicks Limited

Geeta Rani Panda Bibhu Datta Panda
(Director) (Managing Director)
DIN: 03283801 DIN: 01579026

Partner
M. No. : 067906
UDIN: 24067906BKGAEX6199

Haraprasad Rout Sunil Kumar Mishra
(Company Secretary) (Chief Financial Officer)
PAN: AKGPR4705H PAN: GVQPM9768G

Place: Bhubaneswar
Date: 21/10/2024

NILACHAL CARBO METALICKS LIMITED
(Formerly Nilachal Carbo Metalicks Private Limited)
(CIN: U23101OR2003PLC007061)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS RESTATED SUMMARY OF PROFIT AND LOSS

Particulars		Note No.	For the period ended	For the Year Ended	For the Year Ended	For the Year Ended
			30-Sept-2024	31-Mar-2024	31-Mar-2023	31-Mar-2022
1	Revenue from operations (Net of taxes)	2.17	9,898.07	26510.68	26,621.02	19,919
2	Other income	2.18	19.99	201.97	224.96	139.00
3	Total Income (1+2)		9918.06	26,712.65	26,845.98	20,058.30
4	Expenses					
	(a) Cost of materials consumed	2.19	8303.31	22,592.13	23,499.23	16,258.33
	(b) Purchases of stock-in-trade		-		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.20	(270.45)	(333.83)	(1,094.81)	(172.42)
	(d) Power & Fuel Expenses	2.21	86.06	240.14	231.64	242.06
	(e) Direct Expenses	2.22	343.93	931.86	1,068.02	789.96
	(f) Employee benefits expense	2.23	83.74	231.14	269.60	176.67
	(g) Finance costs	2.24	213.86	485.78	408.94	336.66
	(h) Depreciation and amortisation expense	2.9	149.51	370.02	354.54	297.37
	(i) Other expenses	2.25	206.90	553.16	640.31	870.09
5	Total expenses		9,116.87	25,070.39	25,377.48	18,798.72
6	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 5)		801.19	1,642.25	1,468.50	1,259.58
7	Exceptional items		-	-	-	-
8	Profit / (Loss) before extraordinary items and tax (6 + 7)		801.19	1,642.25	1,468.50	1,259.58
9	Extraordinary items		-	-	-	-
10	Profit / (Loss) before tax (8 + 9)		801.19	1,642.25	1,468.50	1,259.58
11	Tax expense:					
	(a) Current tax expense for current year	2.28	203.77	58.17	-	11.95
	(b) (Less): MAT credit		-	-	-	-
	(c) Current tax expense relating to prior years		-	-	-	-
	(d) Net current tax expense		203.77	58.17	-	11.95
	(e) Deferred tax Expenses /(Income)	2.28	5.75	2.27	(13.18)	(10.79)
	(f) Total Income Tax (Current tax + Deferred tax)		209.53	60.44	(13.18)	1.16
12	Profit / (Loss) for the period from continuing operations (10 - 11)		591.67	1,581.81	1,481.68	1,258.42
13	Profit/(Loss) from discontinuing operations		-	-	-	-
14	Tax expense of discontinuing operations		-	-	-	-
15	Profit/(Loss) from Discontinuing operations (after tax) (13-14)		-	-	-	-
16	Profit/(Loss) for the period (12+15)		591.67	1,581.81	1,481.68	1,258.42
17	EARNINGS PER EQUITY SHARE					
	Equity shares of par value ` 10/- each					
	Basic	2.27	2.65	7.08	6.64	5.64

	Diluted	2.27	2.65	7.08	6.64	5.64
	Number of shares used in computing earnings per share					
	Basic		223.27	223.27	223.27	223.27
	Diluted		223.27	223.27	223.27	223.27

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS IN NOTE 1&2

The accompanying notes form an integral part of the Consolidated Financial Statements.

**As per our report of even date attached.
FOR GOUTAM & Co.
Chartered Accountants
FRN - 326869E
(CA Goutam Lenka)**

**For and on behalf of the Board of Directors of
Nilachal Carbo Metalicks Limited**

**Geeta Rani Panda Bibhu Datta Panda
(Director) (Managing Director)
DIN: 03283801 DIN: 01579026**

**Partner
M. No. : 067906
UDIN: 24067906BKGAEX6199**

**Haraprasad Rout Sunil Kumar Mishra
(Company Secretary) (Chief Financial Officer)
PAN: AKGPR4705H PAN: GVQPM9768G**

**Place: Bhubaneswar
Date: 21/10/2024**

NILACHAL CARBO METALICKS LIMITED
(Formerly Nilachal Carbo Metalicks Private Limited)
(CIN:U23101OR2003PLC007061)

RESTATED CONSOLIDATED CASH FLOW STATEMENT

PARTICULARS			Period Ended on 30.09.2024	Year Ended on 31.03.2024	Year Ended on 31.03.2023	Year Ended on 31.03.2022
			(Rs.)	(Rs.)	(Rs.)	(Rs.)
(A)	CASH FLOW FROM OPERATING ACTIVITIES:-					
	(1)	Net Profit after Taxation	591.67	1,581.81	1,481.68	1,258.42
		Add/(Less): Adjustment for :				
	(i)	Deferred Expenses Written Off	5.75	2.27	(13.18)	(10.79)
	(ii)	Depreciation	149.51	370.02	354.54	297.37
	(iii)	Interest & Financial Expenses	213.86	485.78	408.94	336.66
	(iv)	Provision for Taxation	203.77	58.17	-	11.95
	(v)	Interest Received	(19.99)	(201.97)	(224.96)	(139.00)
	(vi)	Other Non-operating income		-	-	-
	(2)	Operating Profit before working Capital Change	1,144.58	2,296.09	2,007.01	1,754.61
		Add/(Less): Decrease / (Increase) in Current & Long Term Operating Assets				
	(i)	Inventory	(276.55)	48.66	(1,115.21)	(1,068.01)
	(ii)	Sundry Debtors	(2,809.83)	(1,640.85)	12.11	114.32
	(iii)	Short Term Loans and Advances	(420.97)	(435.41)	(1,034.21)	368.86
	(iv)	Other Current Asset	(2.34)	(3.32)	-	1.66
		Add/(Less): Increase/(Decrease) in Current & Long Term Operating Liabilities				
	(i)	Trade payables	1965.12	(54.17)	(1,030.57)	1,325.87
	(ii)	Other Current Liabilities	688.95	(192.37)	(421.28)	333.45
	(iii)	Short term provision	31.19	1.86	(38.54)	19.55
	(iv)	Other Long-term Liabilities	-	-	-	-
	(3)	Cash Generation from Operation	320.15	20.48	(1,620.68)	2,850.30
		Income Tax Paid			-	(11.95)
	(4)	Net Cash Flow from Operating Activities Subtotal (A)	320.15	20.48	(1,620.68)	2,838.34
(B)	CASH FLOW FROM INVESTING ACTIVITIES:-					
	(i)	Purchase of Fixed Assets	(0.82)	(1315.85)	(936.56)	(647.35)
	(ii)	Interest Received	19.99	201.97	224.96	139.00
	(iii)	Long-term loans and advances	(6.26)	207.97	308.22	(648.98)
	(iv)	Purchase Of Investments		4.32	-	(9.39)
		Subtotal (B)	12.91	(901.60)	(403.38)	(1,166.71)
(C)	CASH FLOW FROM FINANCING ACTIVITIES:-					
	(i)	Increase/ (Decrease) of Secured Loan (Net off w/off)	(133.46)	730.13	412.20	(144.55)
	(ii)	Increase/ (Decrease) of Unsecured Loan	0.00	0.00	-	-
	(iii)	Interest & Financial Expenses	(213.86)	(485.78)	(408.94)	(336.66)
	(iv)	Short Term Borrowings (net)	-	-	464.27	598.83
		Subtotal (C)	(347.32)	244.35	467.53	117.62
	Net Increase In Cash & Cash Equivalent Total [A+B+C]:-		(14.26)	(636.76)	(1,556.53)	1,789.25

	Cash & Cash Equivalent At The Beginning Of The Period:-	439.18	1075.94	2,632.48	843.23
	Cash & Cash Equivalent At The End Of The Year:-	424.93	439.18	1,075.94	2,632.48

Notes

(1) Cash & Cash equivalent includes Cash & Bank Balances

(2) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

**As per our report of even date attached.
FOR GOUTAM & Co.
Chartered Accountants
FRN - 326869E
(CA Goutam Lenka)**

**For and on behalf of the Board of Directors of
Nilachal Carbo Metalicks Limited**

**Geeta Rani Panda Bibhu Datta Panda
(Director) (Managing Director)
DIN: 03283801 DIN: 01579026**

**Partner
M. No. : 067906
UDIN: 24067906BKGAEX6199**

**Haraprasad Rout Sunil Kumar Mishra
(Company Secretary) (Chief Financial Officer)
PAN: AKGPR4705H PAN: GVQPM9768G**

**Place: Bhubaneswar
Date: 21/10/2024**

NILACHAL CARBO METALICKS LIMITED
(Formerly Nilachal Carbo Metalicks Private Limited)
(CIN:U23101OR2003PLC007061)

NOTE-1 SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS:

A. BACKGROUND OF COMPANY

NILACHAL CARBO METALICKS LIMITED ("**the Company**") was incorporated on 13th February 2003 as a Private Limited Company as NILACHAL CARBO METALICKS PRIVATE LIMITED. The Company has been converted to a Public Limited Company as NILACHAL CARBO METALICKS LIMITED w.e.f. 07th February, 2024. The Company is engaged in the business of manufacturing of Coking coal, Coke & Coke fines for Ferro Alloys and Iron and Steel making.

B. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS:

The consolidated financial statements have been prepared under the historical cost convention on an accrual basis and materially comply with the mandatory Accounting Standards as prescribed under Section 133 of the Companies Act.,2013 ('Act') read with Rule 7 of the Companies (Accounting) Rules, 2014 the provisions of the Act (to the extent notified). All the significant accounting policies applied are consistent with those used in the previous year, unless otherwise specified.

C. PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements relate to Nilachal Carbo Metalicks Limited ('the Company') and its subsidiary company have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- c) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiaries.
- d) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

D. Investments other than in subsidiaries have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

E. OTHER SIGNIFICANT ACCOUNTING POLICIES:

1. BASIS OF ACCOUNTING:

The financial statements have been prepared under the historical cost convention on an accrual basis and comply with the mandatory Accounting Standards as prescribed under Section 133 of the Companies Act.,2013 ('Act') read with Rule 7 of the Companies (Accounting) Rules, 2014 the provisions of the Act (to the extent notified). All the significant accounting policies applied are consistent with those used in the previous year, unless otherwise specified. As per criteria set out in the revised schedule III notified under Companies Act 2013, all assets & liabilities have been classified as current & noncurrent based on 12 months as operating cycle from the reporting date.

2. USE OF ESTIMATES:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of asset and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

The Management believes that the estimates used in preparation of the restated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3. INVENTORIES:

Raw materials, components and stores & spares are valued at cost following weighted average cost method or Net realizable value which ever is lower. Cost includes purchase price, custom duties, freight, handling charges and other directly attributable costs to bring the material to its present location and are net of indirect taxes wherever applicable.

Work-in-progress and finished goods are valued at lower of cost or Net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on average cost of production.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

4. CASH & CASH EQUIVALENTS (FOR THE PURPOSE OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits 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 known amounts of cash and which are subject to insignificant risk of changes in value.

5. DEPRECIATION AND AMORTISATION:

Depreciation has been provided on the written down value (WDV) method as per the useful life as given below:

Nature of Asset	Use full Life
BUILDING	
Office Building	60 years
Factory Building	30 years
PLANT AND MACHINERY	30 years
OFFICE EQUIPMENTS	5 years
COMPUTERS	3 years
FURNITURE AND FIXURES	10 years
VEHICLES	
Four Wheelers	8 years
Two wheelers	10 years

6. REVENUE RECOGNITION:

Sale of Goods:

Revenue from sale of goods is recognised when risks and rewards of ownership have been transferred from the seller to the buyer, the seller loses control over the goods sold and the collection of payment from sale of goods is reasonably assured.

Sale of Services:

Revenue from service income, if any, is recognised upon the rendering of services when there is certainty about ultimate realization. However, there is currently no income from the sale of services.

Other Income:

Interest income is accounted on accrual basis on time proportion basis.

7. INVESTMENT:

Investments which are readily realizable and not intended to be held for more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as long-term investments

Current Investments are carried in financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost.

8. PROPERTY PLANT AND EQUIPMENT:

a. Fixed Assets are stated at cost net of GST , other than those with blocked credits U/s section 17 (5) CGST Act , after deducting the accumulated depreciation. The cost of an asset comprises its purchase price and any attributable costs of bringing such assets to its working condition for intended use.

b. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized till the date on which the asset is put for its intended use. Other borrowing costs are recognised as an expense in the period in which these are incurred.

9. FOREIGN CURRENCY TRANSACTIONS & TRANSLATIONS:

Initial recognition

Transactions in foreign currencies, if any, entered into by the Company and its integral foreign operations are to be recognised at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

If any foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are to be restated at the year-ended rates.

10. SEGMENT REPORTING:

a. The Company is primarily engaged in the business of manufacture of Coke & Coke fines. The Company has one operating segment namely manufacture of Coke and Coke fines, which in context of Accounting Standard 17 on Segment Reporting” constitute reportable segment.

b. The Company’s manufactured products are dispatched from plants located at Baramana, Jajpur (Odisha) & Anakapalli (Andhra Pradesh) and considering the customer base which is widely spread all over the country, no such geographical differentiation can be done for presenting the information.

11. TAXATION:

Current tax

Current tax is the amount of tax payable on the taxable income for the Particular financial year as determined in accordance with the provisions of the Income Tax Act, 1961. The Company has opted for taxation under section 115BAA of the Income Tax Act,1961.

Minimum alternate tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. The provisions of MAT under section 115JB are not applicable as the Company has opted for taxation under section 115BAA of Income Tax Act,1961.

Deferred tax:

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets.

12. CSR EXPENSES:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are promoting education, promoting gender equality by empowering women, healthcare, environment sustainability, art and culture, setting up old age homes for senior citizens, disaster management including relief and rehabilitation, and rural development projects. The Company's CSR policy is in line with the provisions of Section 135 of the Act.

13. EMPLOYEE BENEFITS:

Employee benefits include Salary & Wages and other staff welfare expenses excluding provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Note 2.1 :Share capital									
Particulars		As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		No. of Shares	(Rs. In Lakh)	No. of Shares	(Rs. In Lakh)	No. of Shares	(Rs. In Lakh)	No. of Shares	(Rs. In Lakh)
(i)	Authorised:								
	Equity shares of Rs. 10 each with voting rights	2,50,00,000	2,500.00	2,50,00,000	2,500.00	2,30,00,000	2,300.00	2,30,00,000	2,300.00
(ii)	Issued, Subscribed and fully paid up:								
	Equity shares of Rs. 10 each with voting rights	2,23,27,000	2,232.70	2,23,27,000	2,232.70	2,23,27,000	2,232.70	2,23,27,000	2,232.70
		2,23,27,000	2,232.70	2,23,27,000	2,232.70	2,23,27,000	2,232.70	2,23,27,000	2,232.70

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Buy back	Other changes	Closing Balance
<u>Equity shares with voting rights</u>						
<u>Period ended 30 September 2024</u>						
- Number of shares	2,23,27,000	-	-	-	-	2,23,27,000
- Amount (Rs. In Lakh)	2,232.70	-	-	-	-	2,232.70
<u>Year ended 31 March, 2024</u>						
- Number of shares	2,23,27,000	-	-	-	-	2,23,27,000
- Amount (Rs. In Lakh)	2,232.70	-	-	-	-	2,232.70
<u>Year ended 31 March, 2023</u>						
- Number of shares	2,23,27,000	-	-	-	-	2,23,27,000
- Amount (Rs. In Lakh)	2,232.70	-	-	-	-	2,232.70
<u>Year ended 31 March, 2022</u>						
- Number of shares	2,23,27,000	-	-	-	-	2,23,27,000
- Amount (Rs. In Lakh)	2,232.70	-	-	-	-	2,232.70

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	Equity shares with voting rights	Equity shares with differential voting rights	Compulsorily convertible preference shares	Optionally convertible preference shares	Redeemable preference shares
	Number of shares				
<u>As at 30 September, 2024</u>					
<u>Holding Company</u>					
Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	-	-	-	-
<u>As at 31 March, 2024</u>					
<u>Holding Company</u>					
Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	-	-	-	-
<u>As at 31 March, 2023</u>					
<u>Holding Company</u>					

Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	-	-	-	-
<u>As at 31 March, 2022</u>					
<u>Holding Company</u>					
Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	-	-	-	-

(v) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>								
Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	68.34%	1,52,57,500	68.34%	1,52,57,500	68.34%	1,52,57,500	68.34%
Bibhudatta Panda	70,69,440	31.66%	70,69,440	31.66%	70,69,500	31.66%	70,69,500	31.66%

As per records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(vi) Details of shareholding by promoters:

Details of Shareholding by Promotor	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% of shares	Number of shares held	% of shares	Number of shares held	% of shares	Number of shares held	% of shares
<u>Equity shares with voting rights</u>								
Kajal Fashionwear Agency Pvt Ltd	1,52,57,500	68.34%	1,52,57,500	68.34%	1,52,57,500	68.34%	1,52,57,500	68.34%
Bibhudatta Panda	70,69,440	31.66%	70,69,440	31.66%	70,69,500	31.66%	70,69,500	31.66%

Note 2.2: Reserves and surplus

Particulars		As at March 31,			
		September 30, 2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	<u>Securities premium account</u>	-	-	-	-
	Opening balance	-	-	-	-
	Add : Premium on shares issued during the year	-	-	-	-
	Less : Utilised during the year for:				
	Others (give details)	-	-	-	-
	Closing balance	-	-	-	-
(b)	<u>Surplus / (Deficit) in Statement of Profit and Loss</u>				
	Opening balance	4195.41	2,613.60	1,131.91	(126.50)
	Less: Additional Depreciation				-
	Add: Profit / (Loss) for the year	591.67	1,581.81	1,481.68	1,258.42
	Less: CSR Expenses			-	-

	Closing balance	4787.08	4,195.41	2,613.60	1,131.91

Note 2.3: Minority Interest

Particulars	As at Sep 30,	As at March 31,			
	2024	2024	2023	2022	
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	
Equity Share Capital	0.00	0.00	0.00	0.00	
Add: Profit & Loss Account	(0.00)	(0.00)	(0.00)	(0.00)	
	(0.00)	(0.00)	(0.00)	(0.00)	

Note 2.4: Long-term borrowings

Particulars		As at Sep 30,	As at March 31,			
		2024	2024	2023	2022	
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	
(a)	<u>Term loans (Secured)</u>					
	From banks	430.91	471.02	511.35	76.96	
	Long term Maturities of finance lease obligations	91.77	137.98	227.55	249.74	
	(A)	522.68	609.00	738.90	326.70	
(b)	<u>Loans and advances from related parties - (Unsecured)</u>			-	-	
	(B)			-	-	
	TOTAL	522.68	609.00	738.90	326.70	

(i) Details of security for the secured long-term borrowings:

Business Loans (New India Co-operative Bank Limited)

Primary:

Equitable Mortgage charge on Industrial property at Jajpur District.

Equitable Mortgage charge on residential immovable property at Jayadev Vihar, Bhubaneswar.

Guarantee:

Guarantee given by Mr. Bibhudatta Panda, Smt. Geeta Rani Panda.

GECL Loans (Indian Bank)

Primary:

Bank hypothecation of charge created out of bank finance

Collateral:

Second charge on the equitable mortgage on the existing credit facilities.

Guarantee:

100% coverage under Emergency Credit Line Guarantee Scheme of National Credit Guarantee Trustee Company (NCGTC)

Vehicle & Equipment Loans

Secured by hypothecation of the respective vehicles / equipment's financed.

Note 2.5: Short-term borrowings

Particulars		As at Sep 30,	As at March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	<u>Loans repayable on demand</u>				
	<u>Secured:</u>				
	From banks (Secured)				
	CC from INDIAN Bank	1,789.04	1,817.66	899.53	334.97
	(A)	1,789.04	1,817.66	899.53	334.97
(b)	<u>Loans and advances from related parties - (Refer Note 2.23)</u>				
	<u>Unsecured</u>				
	Geeta Rani Panda	-	-	-	-
	Bibhu Dutta Panda	-	-	-	-
	Related Parties	-	-	-	-
	(B)	-	-	-	-
(c)	<u>Current Maturities of long term Borrowings</u>				
	From banks - Business Loans (New India Co-operative Bank Limited)	85.38	85.38	140.58	244.36
	From banks - GECL Loans (Indian Bank)	-	18.52	46.60	43.11
	From banks- Vehicle & Equipment Loans	83.24	83.24	58.07	58.07
		168.62	187.15	245.25	345.54
	others	-	-	-	-
	(C)	-	-	-	-
	TOTAL	1957.66	2,004.81	1,144.78	680.51

(i) Details of security for the secured short-term borrowings:

Cash Credit / LC limits with Indian Bank

Primary:

Hypothecation on the entire stock of Raw material, stock in process, finished goods, spares & stores, receivables and all other current assets of the company both present & future

Collateral:

Factory land & building with various structures at Jajpur District and Hypothecation of entire plant & machinery & other fixed assets of the company

EM charge on office land & Building at Nayapalli Bhubaneswar

Cash Margin in form of FDR for LC limit.

Guarantee:

Corporate Guarantee given by Kajal Fashionwear Agency Private Limited and Personal Guarantee given by Mr. Bibhudatta Panda, Smt. Geeta Rani Panda.

Business Loans (New India Co-operative Bank Limited)**Primary:**

Equitable Mortgage charge on Industrial property at Jajpur District.

Equitable Mortgage charge on residential immovable property at Jayadev Vihar, Bhubaneswar.

Guarantee:

Guarantee given by Mr. Bibhudatta Panda, Smt. Geeta Rani Panda.

GECL Loans (Indian Bank)

Primary:

Bank hypothecation of charge created out of bank finance

Collateral:

Second charge on the equitable mortgage on the existing credit facilities.

Guarantee:

100% coverage under Emergency Credit Line Guarantee Scheme of National Credit Guarantee Trustee Company (NCGTC)

Vehicle & Equipment Loans

Secured by hypothecation of the respective vehicles / equipment's financed.

Note No. 2.6: Trade Payable

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Valued at amortised Cost				
Total outstanding dues to creditors other than micro enterprises and small enterprises	2,887.07	860.55	318.93	353.24
Total outstanding dues to creditors (LC Acceptance)	1,137.12	1,199.59	1,788.16	2,798.73
Outstanding dues to related parties			-	-
Total	4,024.19	2,060.14	2,107.09	3,151.96
Total outstanding dues to micro enterprises and small enterprises	8.16	7.084	14.31	-
Total	8.16	7.084	14.31	-
TOTAL	4,032.35	2,067.22	2,121.40	3,151.96

Trade Payable Ageing Schedule

(Amount Rs. In Lakh)

Particulars		Ageing as on September 30, 2024					Grand Total
		Less than 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	More than 3 years	
Undisputed							
(i)	MSME	8.36					8.16
(ii)	Others	3,975.85		48.33			4024.19
Disputed							

(iii)	MSME						
(iv)	Others						
TOTAL		3984.02		48.33			4,032.35

Particulars		Ageing as on March 31, 2024					Grand Total
		Less than 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	More than 3 years	
Undisputed							
(i)	MSME	7.08					7.08
(ii)	Others	1,985.44		74.70			2,060.14
Disputed							
(iii)	MSME						-
(iv)	Others						-
TOTAL		1,992.52		74.70	-	-	2,067.22

Particulars		Ageing as on March 31, 2023					Grand Total
		Less than 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	More than 3 years	
Undisputed							
(i)	MSME	14.31					14.31
(ii)	Others	2,023.51		83.57			2,107.09
Disputed							
(iii)	MSME						-
(iv)	Others						-
TOTAL		2,037.82	-	83.57	-	-	2,121.40

Particulars		Ageing as on March 31, 2022					Grand Total
		Less than 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	More than 3 years	
Undisputed							
(i)	MSME						-
(ii)	Others	269.67		83.57		-	353.24
Disputed							
(iii)	MSME						-
(iv)	Others						-
TOTAL		269.67		83.57	-	-	353.24

"Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), are provided as under, to the extent the Company has received intimation from the Suppliers regarding their status under the Act."

Note 2.7: Other current liabilities

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022

	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Other payables				
(c) Advances from Customers	740.49	47.67	339.36	737.37
(d) Outstanding Expenses				1.60
Creditors For Expenses	118.62	117.97	26.27	
Audit Fees Payable	5.00	4.50	1.40	
Others	2.01	2.14	0.20	
(e) Statutory Liabilities				
EPF Payable	0.65	0.63	0.29	0.29
TDS, TCS Payable	5.74	10.24	13.71	-
(f) Other Payables				
Payable to Director (Reimbursement)	18.45	7.66	13.14	19.93
Income Tax	-	-	-	56.45
Salary and wages payable	-	11.19	-	-
Total	890.95	202.00	394.37	815.65

Note 2.8: Short-term provisions

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Provision - Others:				
(a) Provision for Income tax	203.77	58.17	-	11.95
(b) Provision for Expenses	58.17	-	-	26.59
(c) Provision for Gratuity Refer Note (i)	3.37	1.86	-	-
(d) Provision for CSR	29.68	-	-	-
TOTAL	294.99	60.03	-	38.54

Note(i) Provision for Gratuity

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Opening Net Liability	1.86	0.00	-	-
Expenses as recognised	1.52	1.86	-	-
Contributions	-	-	-	-
Closing Net Liability	3.37	1.86	-	-
Total	3.37	1.86	-	-

Note 2.10: Investments

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Non-current investments:				
<u>Long-term investments- at cost</u>				
<u>Trade (unquoted)</u>				
Investments in equity instruments	-	-	-	-
Equity Shares	-	-	-	-

Investments in debentures or bonds	-	-	-	-
Other investments				
Investment property, (net off accumulated depreciation and impairment, if any)	1.05	1.05	5.37	5.37
Investment in equity instruments	4.02	4.02	4.02	4.02
Investment in government or trust securities	-	-	-	-
Investment in debentures or bonds	-	-	-	-
Investment in mutual funds	-	-	-	-
Other non-current investments	-	-	-	-
TOTAL	5.07	5.07	9.39	9.39

Aggregate provision for diminution (write down) in the value of other current investments

Note 2.11: Long-term loans and advances

Particulars		As at Sep 30,	As at March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Unsecured, considered good					
(a)	Security deposits	67.75	71.69	32.86	31.61
(b)	Loans and advances to related parties				
	(i) Advance to Om Avi Carbon Resources Pvt Ltd	45.50	43.54	288.25	600.00
(c)	Other loans and advances				
	(i) Balance with Sales Tax Dept.	37.59	37.59	37.59	37.59
	(ii) Loans and advances to employees	36.39	28.14	30.09	27.81
	(iii) EPF Advance deposit	-	-	0.14	0.14
		187.22	180.96	388.93	697.15

Note 2.12: Inventories (At lower of cost and net realisable value as certified by the management)

Particulars		As at Sep 30,	As at March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(As taken, valued and certified by the management)					
(Valued at lower of weighted average cost or net realizable value)					
Raw Material		867.17	861.07	1,243.55	1,223.14
Finished Goods		1,797.12	1,466.19	1,024.64	375.63
Work - In-Progress		115.72	110.05	237.66	136.50
Stores & Spares		46.00	55.00	35.12	40.00
Calcined Coal (Imported)		292.38	349.52	349.52	-
TOTAL		3,118.39	2,841.83	2,890.49	1,775.28

Note 2.13: Trade receivables

Particulars	As at Sep 30,	As at March 31,

	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Trade Receivables Outstanding from the due date of Payment				
Undisputed Trade Receivables -considered good	4987.75	2,177.91	537.07	549.18
Undisputed Trade Receivables -considered doubtful	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-
Disputed Trade Receivables -considered doubtful	-	-	-	-
	-	-	-	-
Total	4987.75	2,177.91	537.07	549.18

Ageing Schedule of Trade Receivable

Trade Receivables Ageing Schedule (Outstanding for following periods from the due date of Payment)	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Particulars				
Disputed/Undisputed, Considered good/doubtful				
Not Yet Due	-	-	-	-
Less Than 6 Months	4,886.51	2,060.86	441.55	359.47
6 Months - 1 Year	-	-	-	-
1- 2 Year	101.25	117.06	95.52	189.71
2- 3 Year	-	-	-	-
More Than 3 Year	-	-	-	-
Total	4,987.25	2,177.92	537.07	549.18

Note 2.14: Cash and cash equivalents

Particulars		As at Sep 30,	As at March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	Cash on hand (As certified by the management)	16.09	10.57	19.25	14.60
(b)	Balances with banks				
	(i) In current accounts	4.42	8.21	40.20	607.60
	(ii) In earmarked accounts				
	- Deposit in banks with original maturity of less than 12 months (Under Lien against LC)	404.41	420.40	1,016.49	2,010.27
	Total	424.93	439.18	1,075.94	2,632.48

Note 2.15: Short-term loans and advances

Particulars	As at Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(Unsecured, considered good)				

(a)	Advance to suppliers	1,346.90	1,069.59	1,066.32	173.66
(b)	Other loans and advances				
	(i) Loans and advances to employees	2.95	1.17	3.40	6.72
(c)	Balances with government authorities				
	(i) Input Tax Credit GST	744.68	623.24	275.67	135.54
	(ii) TDS receivable	94.83	82.30	57.19	28.30
(d)	Advance for Land	44.64	44.64	-	-
(e)	CWIP Advance	39.30	31.39	14.35	
(f)	Interest receivable from associate entity			-	38.50
	TOTAL	2,273.30	1,852.34	1,416.93	382.72

Note 2.16: Other Current assets

Particulars		As at Sep 30,	As at March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(i)	Prepaid Expenses	3.58	3.32	-	-
(ii)	Others	2.08		-	-
	TOTAL	5.66	3.32	-	-

Note 2.17: Revenue from operations (gross)

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	Sale of Products	9,898.07	26,510.68	26,621.02	19,919.30
(b)	Sale of Services	-	-	-	-
	Total	9,898.07	26,510.68	26,621.02	19,919.30

Component wise Revenue

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
<u>Sale of products comprises:</u>					
<u>Manufactured goods</u>					
	Coke	9,127.51	23,699.62	23,856.02	17,463.86
	Coke fines	669.27	2,613.97	2,742.59	2,328.45
	Others	101.38	197.08	22.41	126.99
	Total - Sale of products	9,898.07	26,510.68	26,621.02	19,919.30

Note 2.18: Other income

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	Interest income (Refer Note (i) below)	10.72	101.24	130.48	65.28

(b)	Other non-operating income (net of expenses directly attributable to such income)	9.27	100.73	94.48	73.72
	TOTAL	19.99	201.97	224.96	139.00

Note:(i) Other Income Comprises Followings

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(i)	Interest income comprises:				
	Interest from banks on:				
	Fixed deposits	3.51	15.31	41.31	26.71
	LC Interest	0.12	56.37	3.19	-
	Interest on Loans & Advances	7.08	29.02	85.71	-
	Interest on other deposits	-	-	0.28	
	Other interest (Investment)	-	-	-	38.57
	Income Tax refunds	0.00	0.54	-	
	Total - Interest income	10.72	101.24	130.48	65.28
(ii)	Other non-operating income comprises:				
	Miscellaneous income	0.66	6.15	12.81	16.26
	Profit on sale of Asset	-	-	-	57.46
	Shortage recovery	8.62	22.14	16.02	-
	Sundry credit balance written off	0.00	72.44	65.65	-
	Total - Other non-operating income	9.27	100.73	94.48	73.72

Note 2.19: Cost of materials consumed

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
	Opening stock	861.07	1,243.55	1,223.14	327.56
	Add: Purchases	8,309.12	22,209.65	23,519.63	17,153.92
		9,170.49	23,453.20	24,742.77	17,481.48
	Less: Closing stock	867.17	861.07	1,243.55	1,223.14
	Cost of material consumed	8,303.31	22,592.13	23,499.23	16,258.33

Note 2.20 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Inventories at the end of the financial year: (As certified by the management)					
	Finished goods	1,797.12	1,466.20	1,024.64	375.63
	Work-in-progress	115.72	110.05	237.66	136.50
	Stores & Spares	46.00	55.00	35.12	40.00
	Imported coal	292.38	349.52	349.52	

	2,251.22	1,980.77	1,646.94	552.13
Inventories at the beginning of the financial year: (As certified by the management)				
Finished goods	1,466.20	1,024.64	375.63	275.68
Work-in-progress	110.05	237.66	136.50	69.03
Stores & Spares	55.00	35.12	40.00	35.00
Imported coal	349.52	349.52	-	-
	1,980.77	1,646.94	552.13	379.71
Net (increase) / decrease	(270.45)	(333.83)	(1,094.81)	(172.42)

Note 2.21: Power & Fuel expenses

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Fuel expenses	64.51	174.62	190.77	205.58
Electricity charges	21.54	65.52	40.87	36.48
	86.05	240.14	231.64	242.06

Note 2.22: Direct Expenses

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Freight Outward Charges	140.97	349.53	382.85	380.86
Plant Operational Charges	52.55	136.03	120.21	130.82
Coke Conversion charges	90.42	326.3	504.42	278.28
Factory Lease Rent	60.00	120.00	60.54	-
	343.94	931.86	1,068.02	789.96

Note 2.23: Employee benefits expense

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Salaries and wages	62.20	161.23	214.56	142.14
Contributions to provident and other funds	1.43	3.03	1.56	1.97
Bonus	4.00	4.20	4.85	4.24
Staff welfare expenses	14.59	60.83	48.63	28.31
Gratuity (Refer Note (ii))	1.52	1.86	-	-
Total	83.74	231.14	269.60	176.67

Note (i) Changes in Present Value of Obligations

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Present value of obligation at beginning of the financial year	1.86	-	-	-
Acquisition adjustment	-	-	-	-
Interest cost	0.06	-	-	-
Past service cost	-	-	-	-
Current service cost	0.55	0.89	-	-
Curtailment cost	-	-	-	-
Settlement Cost	-	-	-	-
Benefits Paid	-	-	-	-
Actuarial gain/loss on Obligation	0.91	0.97	-	-
	3.37	1.86	-	-

Note (ii) Expense Recognized in Statement of Profit and Loss

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Present value of obligation at beginning of the financial year	-	-	-	-
Current service cost	0.55	0.89	-	-
Past service cost	-	-	-	-
Interest cost	0.06	-	-	-
Expected Return on Plan Asset	-	-	-	-
Curtailment cost	-	-	-	-
Settlement Cost	-	-	-	-
Actuarial gain/loss recognized in the year	0.91	0.97	-	-
	1.52	1.86	-	-

Note(iii) Actuarial Assumptions

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Mortality Table	IIAM (2012-15) ULT.	IIAM (2012-15) ULT.	-	-
Superannuation Age	60.00	60.00	-	-
Early Retirement & Disability	10 PER THOUSAND P.A	10 PER THOUSAND P.A	-	-
	6 above age 45	6 above age 45	-	-
	3 between 29 and 45	3 between 29 and 45	-	-
	1 below age 29	1 below age 29	-	-
Discount Rate	6.79%	6.98%	-	-
Inflation Rate	5.00%	4.00%	-	-
Return on Asset	N/A	N/A	-	-
Remaining Working Life	20 Years	21 Years	-	-
FORMULA USED	PROJECTED UNIT CREDIT	PROJECTED UNIT CREDIT	-	-

Note(iv) Movements in the Liability

Particulars	Period ended Sep 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Opening Net Liability	1.86	-	-	-
Expenses as above	1.52	1.86	-	-
Contributions	-	-	-	-
Closing Net Liability	3.37	1.86	-	-
Total	3.37	1.86	-	-

Note 2.24: Finance costs

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a)	Interest expense on:				
	(i) Borrowings	142.76	245.53	150.34	91.95
	Sub total	142.76	245.53	150.34	91.95
	(ii) Others				
	-Interest on LC	69.76	165.73	213.14	229.49
	Sub total	212.51	411.26	363.48	321.44
(b)	Other borrowing costs				
	Bank Charges, Commission & LC Charges	1.35	74.52	45.46	15.21
	Sub total	1.35	74.52	45.46	15.21
	TOTAL	213.86	485.78	408.94	336.66

Note 2.25: Other expenses

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
	Stores and Consumables	15.52	77.77	72.88	160.46
	Repairs and maintenance	27.67	95.40	93.90	111.86
	Transportation Expenses	0.04	0.061	0.05	
	Direct wages			2.84	
	Rates and taxes	4.95	11.89	8.40	4.82
	License & Renewal Fees	7.53	8.83	5.77	8.28
	Insurance	6.89	15.74	10.90	14.69
	General Expense	1.36	7.47	8.29	7.92
	Hiring Charges	0.65	11.79	4.89	4.03
	Professional & Consultancy Fees	19.69	21.46	79.23	75.49
	Legal Expenses	5.91	3.03	4.27	7.51

Postage & Telegrph	-	0.07	1.16	0.12
Travelling and conveyance	9.00	30.07	47.22	18.78
Printing and stationery	0.37	1.46	1.61	1.37
Telephone Charges	1.50	3.22	3.27	1.56
Office Expenses	9.47	4.53	14.22	9.85
Sundry Balance written off	0.00	7.40	6.99	177.93
Advertisement & Sales Promotion Expenses	5.11	47.94	58.72	68.52
Laboratory Expenses	1.23	0.55	1.95	1.31
Director Sitting fees	3.75	-	-	-
Security Charges	14.79	40.89	37.90	25.22
Corporate Social Responsibilities			-	-
Directors Remuneration	33.50	98.72	56.84	107.98
Legal and professional			-	-
Payments to auditors (Refer Note (i) below)	2.50	5.00	2.03	1.85
Bad trade written off		-	-	0.60
Loading & Unloading Expenses - Ex Customer	2.92	7.33	9.66	10.82
Temporary Shed Expenses			0.84	3.49
Plantation Expenses			0.33	3.17
Corporate & Social Responsibility (CSR) Expenses	29.68	23.00	16.00	42.45
Donation & other related activities	2.91	29.53	58.15	-
Sourcing commission	-	-	32.00	-
Total	206.90	553.16	640.31	870.09

Note:(i)

Particulars		Period ended Sep 30,	Year ended March 31,		
		2024	2024	2023	2022
		(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(i) Payments to the auditors comprises					
	As auditors - Statutory Audit	1.25	2.5	1.20	1.60
	As auditors - Tax Audit	0.25	0.5	0.40	-
	As auditors - Cost Audit	0.2	0.4	0.43	0.25
	As Internal Auditor	0.8	1.6		
	TOTAL	2.5	5.00	2.03	1.85

Additional information to the financial statements

Note 2.26: Disclosures under Accounting Standards- AS18 (Related Party Disclosure)

<u>Disclosure of Related party transactions:</u>		
<u>Details of related parties:</u>		<u>Names of related parties</u>
(a)	Holding Company	Kajal Fashionwear Agency Pvt Ltd
(b)	Subsidiaries	Nilachal Coffee & Agro Estate Pvt Ltd
(c)	Key Management Personnel (KMP)	Bibhudatta Panda
		Geeta Rani Panda
		Rishiraj Panda

(d)	KMP / Relatives of KMP's significant influence	Nilachal Exim LLP	
(e)	Concern under Common Control	Om Avi Carbon Resources Pvt Ltd	

Details of related party transactions during the financial period ended 30 September, 2024 and balances outstanding as at 30 September, 2024

(Amount Rs. in Lakh)

Particulars	Holding Company - Kajal Fashionwear Agency Pvt Ltd	Subsidiaries - Nilachal Coffee & Agro Estate Private Limited	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence - Nilachal Exim LLP	Entities under common control - Om Avi Carbon Resources Pvt Ltd	TOTAL
<u>Related party transactions:</u>	-	-	-	-	-	-
Sale of goods	-	-	-	-	396.10	396.10
Purchase of services	-	-	-	-	90.42	90.42
Directors Remuneration	-	-	-	-	-	-
Interest Income on Loan to Subsidiary	-	4.90	-	-	-	4.90
Other Current Liability	-	-	-	-	-	-
Investments in equity instruments	-	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	1.96	1.96
Short Term Borrowings	-	-	-	-	-	-
<u>Balances outstanding at the end of the year</u>						
Trade receivables	-	-	-	-	-	-
Trade Payables	-	-	-	-	298.88	298.88
Advance from customers	-	-	-	-	679.09	679.09
Long-term Borrowings	-	-	-	-	-	-
Short-term Borrowings	-	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	45.50	45.50
Non-Current Investment	-	-	-	-	-	-
* Fully repaid during the year.	-	-	-	-	-	-

Details of related party transactions during the financial period ended 30 September, 2024 and balances outstanding as at 30 September, 2024

(Amount Rs. In Lakh)

Particulars	(KMP) - Rishiraj Panda	(KMP) - Bibhudatta Panda	(KMP) - Geeta Rani Panda	(KMP) Rabi Narayan Sahu	TOTAL
<u>Related party transactions:</u>	-	-	-	-	-
Sale of traded goods	-	-	-	-	-

Purchase of services	-	-	-	-	-
Directors Remuneration	21.50	12.00	-	-	33.50
Investments in equity instruments	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	-
Short Term Borrowings	-	-	-	-	-
Balances outstanding at the end of the year					
Trade receivables	-	-	-	-	-
Long-term Borrowings	-	-	-	-	-
Payable to Director (Reimbursement)		18.45		-	18.45
(As taken, valued and certified by the management)	-	-	-	-	-
Long-term Borrowings	-	-	-	-	-
Short-term Borrowings	-	-	-	-	-
Long-term Loans & Advance		-	-	-	-
Non-Current Investment	-	-	-	-	-

Details of related party transactions during the financial year ended 31 March, 2024 and balances outstanding as at 31 March, 2024

(Amount Rs. In Lakh)						
Particulars	Holding Company - Kajal Fashionwear Agency Pvt Ltd	Subsidiaries - Nilachal Coffee & Agro Estate Private Limited	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence - Nilachal Exim LLP	Entities under common control - Om Avi Carbon Resources Pvt Ltd	TOTAL
<u>Related party transactions:</u>	-	-	-	-	-	-
Sale of goods	-	-	-	-	900.26	900.26
Purchase of services	-	-	-	-	326.30	326.30
Directors Remuneration	-	-	-	-	-	-
Interest Income on Loan to Subsidiary		4.31				
Other Current Liability	-	-	-	-	-	-
Investments in equity instruments	-	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	(244.72)	(244.72)
Short Term Borrowings	-	-	-	25.06*		
<u>Balances outstanding at the end of the year</u>						
Trade receivables	-	-	-	-	-	-
Trade Payables	-	-	-	-	194.00	194.00
Advance from customers	-	-	-	-	262.35	262.35
Long-term Borrowings	-	-	-	-	-	-
Short-term Borrowings	-	-	-	-	-	-
Long-term Loans & Advance			-		43.54	43.54
Non-Current Investment			-			-

* Fully repaid during the year.

Details of related party transactions during the financial year ended 31 March, 2024 and balances outstanding as at 31 March, 2024

(Amount Rs. In Lakh)					
Particulars	(KMP) - Rishiraj Panda	(KMP) - Bibhudatta Panda	(KMP) - Geeta Rani Panda	(KMP) Rabi Narayan Sahu	TOTAL
<u>Related party transactions:</u>	-	-	-	-	-
Sale of traded goods	-	-	-	-	-
Purchase of services	-	-	-	-	-
Directors Remuneration	52.50	33.72	9.00	3.50	98.72
Investments in equity instruments	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	-
Short Term Borrowings	-	-	-	-	-
<u>Balances outstanding at the end of the year</u>					
Trade receivables	-	-	-	-	-
Long-term Borrowings	-	-	-	-	-
Payable to Director (Reimbursement)		7.66		-	7.66
(As taken, valued and certified by the management)	-	-	-	-	-
Long-term Borrowings	-	-	-	-	-
Short-term Borrowings	-	-	-	-	-
Long-term Loans & Advance		-		-	-
Non-Current Investment				-	-

Details of related party transactions during the financial year ended 31 March, 2023 and balances outstanding as at 31 March, 2023

(Amount Rs. In Lakh)						
Particulars	Holding Company - Kajal Fashionwear Agency Pvt Ltd	Subsidiaries - Nilachal Coffee & Agro Estate Private Limited	Relative s of KMP - Rishiraj Panda	Entities in which KMP / Relatives of KMP can exercise significant influence - Nilachal Exim LLP	Entities under common control - Om Avi Carbon Resource s Pvt Ltd	TOTAL
<u>Related party transactions:</u>	-	-	-	-	-	-
Sale of goods	-	-	-	-	2,370.94	2,370.94
Purchase of services	-	-	-	32.00	504.42	536.42
Salary	-	-	63.00	-	-	63.00
Interest Income on Loan to Subsidiary	-	17.09	-	-	-	17.09
Investments in equity instruments	-	-	-	-	-	-
Long-term Loans & Advance	-	-	-	-	311.75	311.75
Short Term Borrowings	-	-	-	812.85*	-	-
<u>Balances outstanding at the end of the year</u>						
Trade receivables	-	-	-	-	219.55	219.55

Trade Payables	-	-	-	-	-	-
Balances outstanding at the end of the year	-	-	-	-	-	-
Long-term Borrowings	-	-	-	-	-	-
Short-term Borrowings	-	-	-	-	-	-
Long-term Loans & Advance					288.25	288.25
Non-Current Investment						-

* Fully repaid during the year.

Details of related party transactions during the year ended 31 March, 2023 and balances outstanding as at 31 March, 2023

(Amount Rs. In Lakh)				
Particulars	(KMP) Rabi Narayan Sahu	(KMP) - Bibhudatta Panda	(KMP) - Geeta Rani Panda	TOTAL
<u>Related party transactions:</u>	-	-	-	-
Sale of traded goods	-	-	-	-
Purchase of services	-	-	-	-
Directors Remuneration	4.55	52.29	-	56.84
Investments in equity instruments			-	-
Long-term Loans & Advance			-	-
Short Term Borrowings	-	-	-	-
<u>Balances outstanding at the end of the year</u>				
Trade receivables	-	-	-	-
Long-term Borrowings	-	-	-	-
Other Current Liability	-	13.14	-	13.14
Long-term Borrowings	-	-	-	-
Short-term Borrowings	-	-	-	-
Long-term Loans & Advance				-
Non-Current Investment				-

Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022:

(Amount Rs. In Lakh)						
Particulars	Holding Company - Kajal Fashionwear Agency Pvt Ltd	Subsidiaries - Nilachal Coffee & Agro Estate Private Limited	Relatives of KMP - Rishiraj Panda	Entities in which KMP / Relatives of KMP can exercise significant influence - Nilachal Exim LLP	Entities under common control - Om Avi Carbon Resources Pvt Ltd	TOTAL
<u>Related party transactions:</u>	-	-	-			-
Purchase of goods & services	-	-	-		415.47	415.47
Sale of goods & services	-	-	-		2,040.74	2,040.74
Directors Remuneration	-	-	56.55		-	56.55

Short-term Borrowings (payable to directors-reimbursement)	-	-		-	-
Investments in equity instruments	-	-	-	-	-
Long-term Loans & Advance	-	168.00	-	638.50	806.50
Finance (including loans and equity contributions in cash or in kind)	-	-	-	-	-
<u>Balances outstanding at the end of the year</u>					
Trade receivables	-	-	-	128.82	128.82
Long-term Borrowings	-	-	-	-	-
Trade payables	-	-	-	-	-
Short-term Borrowings (payable to directors-reimbursement)	-	-	-	-	-
Long-term Loans & Advance		168.00	-	-	168.00
Non-Current Investment	-	-	-	-	-

Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022:

Particulars	(Amount Rs. In Lakh)			
	(KMP) Rabi Narayan Sahu	(KMP) - Bibhudatta Panda	(KMP) - Geeta Rani Panda	TOTAL
<u>Related party transactions:</u>		-	-	-
Purchase of goods & services		-	-	-
Sale of goods & services		-	-	-
Directors Remuneration	0.70	46.23	4.50	51.43
Short-term Borrowings (payable to directors-reimbursement)		15.44		15.44
Investments in equity instruments		-	-	-
Long-term Loans & Advance		-	-	-
Finance (including loans and equity contributions in cash or in kind)		-	-	-
				-
				-
<u>Balances outstanding at the end of the year</u>				-
Trade receivables		-	-	-
Long-term Borrowings		-	-	-
Trade payables		-	-	-
Short-term Borrowings (payable to directors-reimbursement)		-	-	-
Long-term Loans & Advance		19.93	-	19.93
Non-Current Investment		-	-	-
		-	-	-
				-

Note 2.27: Disclosures under Accounting Standards- AS20 -EPS

Particulars	Period ended Sep 30, 2024	Year ended March 31,		
		2024	2023	2022
<u>Earnings per share</u>				
<u>Basic</u>				
<u>Continuing operations</u>				
Net profit / (loss) for the year from continuing operations (Rs in Lakh)	591.67	1581.81	1,481.68	1,258.42
Weighted average number of equity shares (in Lakh)	223.27	223.27	223.27	223.27
Par value per share (In Rs.)	10.00	10.00	10.00	10

Earnings per share from continuing operations – Basic	2.65	7.08	6.64	5.64
Diluted				
The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.				
Continuing operations				
Net profit / (loss) for the year from continuing operations (Rs in Lakh)	591.67	1581.81	1,481.68	1,258.42
Add: Interest expense and exchange fluctuation on convertible bonds (net)	-	-	-	-
Profit / (loss) attributable to equity shareholders from continuing operations (on dilution) (Rs. In Lakh)	591.67	1581.81	1,481.68	1,258.42
Weighted average number of equity shares for Basic EPS (in lacs)	223.27	223.27	223.27	223.27
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	0.00	0.00	-	-
Weighted average number of equity shares - for diluted EPS (In Lakh)	223.27	223.27	223.27	223.27
Par value per share (In Rs.)	0.00010	0.00010	0.00010	0.00010
Earnings per share, from continuing operations – Diluted	2.65	7.08	6.64	5.64

Note 2.28 : Disclosures under Accounting Standards- AS22 (Deferred Tax Liability/(Assets))

Particulars	Period ended Sep 30,	As at March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Tax Expenses				
Details of Income tax Expenses	203.77	58.17	0	11.95
Deferred Tax Expenses /(income)	5.74	2.27	(13.18)	(10.79)
Total	209.52	60.44	(13.18)	1.16
Deferred tax (liability) / asset :				
Opening Balance	78.09	75.82	89.00	99.79
Tax effect of items constituting deferred tax liability				
- On difference between book balance and tax balance of fixed assets	6.36	2.36		
- Others (credit)/Charge			-	-
Tax effect of items constituting deferred tax liability	84.45	78.18	-	-
Tax effect of items constituting deferred tax assets				
- On difference between book balance and tax balance of fixed assets	(0.62)	(0.09)	(13.18)	(10.79)
- Others			-	-
Tax effect of items constituting deferred tax assets	(0.62)	(0.09)	(13.18)	(10.79)
Net deferred tax (liability) / asset	(0.62)	(0.09)	(13.18)	(10.79)
Closing Balance	83.84	78.09	75.82	89.00

Note 2.29 : Entity consolidated as subsidiary in accordance with Accounting Standard 21-Consolidated Financial Statements

Name of the Enterprise	Country of Incorporation	Proportion of ownership interest in %
1. Nilachal Coffee & Agro Estate Pvt Ltd	India	99.99%

Note 2.30 : Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures

Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs. In lakh.)	As % of consolidated profit or loss	Amount (Rs. In lakh.)
Parent				
Nilachal Carbo Metalicks Pvt Ltd	100.60	6,466.53	99.90	1,580.29
Subsidiary				
Indian:				
1. Nilachal Coffee & Agro Estate Pvt Ltd	(0.60)	(38.42)	0.10	1.52

Note 2.31 : Salient features of financial statements of Subsidiary as per Companies Act, 2013.

Sl. No.	Name of the Subsidiary	Reporting Currency	Share Capital	Reserve & Surplus	Total Asset	Total Liability	Turnover/ Total Income	Profit after Taxation	% of Share Holding
1.	Nilachal Coffee & Agro Estate Pvt Ltd	INR	94.53	99.05	288.92	95.34	17.91	1.52	99.99

Note: 2.32 : Contingent liabilities and commitments (to the extent not provided for)

Particulars	Period ended Sep 30,	As at 31 March,		
	2024 (Rs. In Lakh)	2024 (Rs. In Lakh)	2023 (Rs. In Lakh)	2022 (Rs. In Lakh)
(a) Contingent liabilities				
Claims against the Company not acknowledged as debt (Direct taxes and Indirect Taxes)	117.04	117.04	117.04	59.59
Guarantees	520.00	520.00	400.00	0.00
Other money for which the Company is contingently liable		0	0	0
	637.04	637.04	517.04	59.59
(b) Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for		-	-	-
Uncalled liability on shares and other investments partly paid		-	-	-
Other commitments		-	-	-
	637.04	637.04	517.04	59.59

Claims against the Company not acknowledged as debt

The Company has ongoing disputes with direct tax (income tax) and indirect tax (Entry Tax, VAT, Customs) authorities relating to previous years. These demand orders are being contested by the Company based on the management evaluation and advice of tax consultants. The Management including its tax consultants expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company financial position and results of operations.

Guarantees

The Company has provided guarantees to banks for credit facilities availed by related party concern (Om Avi Carbon Resources Pvt Ltd). The Company does not expect any outflow of resources in respect of the above. The amounts assessed as contingent liability do not include interest that could be claimed by counter parties.

Note: 2.33	: Analytical Ratios						
Ratios	As at 30-09-2024	As at 31-03-24	As at 31-03-2023	As at 31-03-2024	Remarks for 25% change		
	a	b	c	d	a-b/b	b-c/c	c-d/d
(a) Current Ratio							
Current Assets	10810.03	7,314.58	5,920.43	5,339.66			
Current Liabilities	7175.95	4,334.06	3,660.55	4,686.67			
	1.51	1.69	1.62	1.14	(0.11)	0.04	0.42
(b) Debt-Equity Ratio							
Total Debts	2480.35	2,613.81	1,883.68	1,007.21			
Shareholder's Equity	7,019.78	6,428.11	4,846.30	3,364.61			
	0.35	0.41	0.39	0.30	(0.13)	0.05	0.30
(c) Debt Service Coverage Ratio							
Earnings available = Profit after tax + Depreciation	741.18	1,951.83	1,836.22	1,555.79			
Debt Service = Interest & Lease Payments + Principal Repayments	300.18	615.68	435.64	439.01			
	2.47	3.17	4.21	3.54	(0.22)	(0.25)	0.19
(d) Return on Equity Ratio							
Net Profits after taxes	591.67	1,581.81	1,481.68	1,258.42			
Shareholder's Equity	7,019.78	6,428.11	4,846.30	3,364.61			
	0.08	0.25	0.31	0.37	(0.66)	(0.20)	0.18)
(e) Inventory Turnover Ratio							
Cost of good sold	8,032.87	22,258.31	22,404.42	16,085.90			
Average Inventory	2,980.11	2,866.16	2,332.89	1,241.27			
	2.70	7.77	9.60	12.96	(0.65)	0.19)	0.26)
(f) Trade Receivables Turnover Ratio							
Credit Sales	9898.07	26,510.68	26,621.02	19,919.30			
Average Accounts Receivable	3582.83	1,357.49	543.13	606.34			
	2.76	19.53	49.01	32.85	(0.86)	(0.60)	0.49

(g) Trade Payables Turnover Ratio							
Credit Purchase	8,309.42	22,209.65	23,519.63	17,153.92			
Average Trade Payable	3046.24	2,087.16	2,629.53	2,489.03			
	2.73	10.64	8.94	6.89	(0.74)	0.19	0.30
(h) Net Capital Turnover Ratio							
Revenue from Operation	9898.07	26,510.68	26,621.02	19,919.30			
Working Capital	3634.07	2,980.52	2,259.88	652.99			
	2.72	8.89	11.78	30.50	(0.69)	(0.24)	(0.61)
(i) Net Profit Ratio							
Net Profit	591.67	1,581.81	1,481.68	1,258.42			
Net Sales	9898.07	26,510.68	26,621.02	19,919.30			
	5.98%	5.97%	5.57%	6.32%	0.00	0.07	(0.12)
(j) Return on Capital Employed							
Earnings before interest and taxes	1015.05	2,128.03	1,877.44	1,596.24			
Capital Employed	9583.97	9,120.01	6,805.80	4,460.82			
	0.11	0.23	0.28	0.36	(0.55)	(0.15)	(0.23)

Note 2.34 : Earning and Expenditure in foreign currency on accrual basis

Particulars	As at 30 Sept	As at 31 March,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
(a) Foreign Currency Expenditure (Net off Remittance Charges)				
Earning	-	-	-	-
Purchase	-	-	-	-
Expenses	-	-	22.41	-
	-	-	22.41	-

Note 2.35 : Corporate Social Responsibility.

Particular	Period ended Sept 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Contribution to Charity Foundation				
Outlay on Others CSR Projects	29.68	23.00	16.00	42.45
Total	29.68	23.00	16.00	42.45
Amount required to be spent as per Section 135 of the Act				
Amount spent during the year on:		-		
(1) Construction or Acquisition of		-		-

Assets				
(2) On purposes other than (1) above	29.68	23.00	16.00	42.45
Total	29.68	23.00	16.00	42.45

Note 2.36 : Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective financial years and its impact on profits.

Particular	Period ended Sept 30,	Year ended March 31,		
	2024	2024	2023	2022
	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
Profit after tax as per Consolidated Financial Statement	591.67	1,581.81	1,481.68	1,258.42
Adjustments to net profit as per audited financial statements				
Gratuity Expense	-	-	-	-
Increase / Decrease in Expenses/Income (refer note (b)(i) below)	-	-	-	-
Deferred Tax in respect of Adjustment	-	-	-	-
Restated Profit After Tax for the year	591.67	1,581.81	1,481.68	1,258.42

Note 2.37 : Additional Regulatory Information

a. Title deeds of immovable property not held in name of the Company

The title deeds of immovable property are all held in the name of the company as at the end of the reporting period.

b. Details of Benami Property held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

c. Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

d. Relationship with Struck Off Companies

The company does not have any transactions with companies struck off under section 248 of the Companies act 2013 or section 560 of Companies Act 1956.

e. Registration of charges or satisfaction with Registrar of Companies

The company has no charges or satisfaction pending to be registered with Registrar of Companies.

f. Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual currency during the financial year.

Note 2.38

No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding

(whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 2.39 : Notes On Restatement Made In The Restated Financials

- 1) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant period/years
- 2) Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.
- 3) Figures have been rearranged and regrouped wherever practicable and considered necessary.
- 4) 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 to be provided for
- 5) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- 6) Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- 7) Contractual liabilities. All other contractual liabilities connected with business operations of the Company have been appropriately provided for
- 8) Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

Particulars	Freehold Land	Freehold Buildings	Plant and Machinery	Office Equipment	Computers	Furniture and Fittings	Vehicles	TOTAL	Capital Work-in-Progress	Intangible Assets
Gross Carrying Amount										
At 1st April, 2021	233.15	960.82	3,432.40	18.34	14.65	50.83	600.81	5,311.00	-	
Additions/Adjustments during the year	37.04	10.22	72.49	2.59	2.25	24.21	209.46	358.26	416.62	
Disposals during the year	127.54	-	-	-	-	-	-	127.54	-	
At 1st April, 2022	142.66	971.03	3,504.89	20.93	16.90	75.04	810.27	5,541.72	416.62	-
Additions/Adjustments during the year	41.06	368.53	392.83	7.09	1.50	100.76	43.50	955.27	671.09	-
Disposals during the year	-	-	-	-	-	-	-	-	(689.78)	-
At 31st March, 2023	183.72	1,339.56	3,897.72	28.02	18.40	175.80	853.77	6,496.99	397.93	-
Additions/Adjustments during the year	3.60	296.54	396.58	0.56	1.66	23.91	26.51	749.36	1,199.68	-
Disposals during the year	-	-	-	-	-	-	-	-	(633.18)	-
At 31st March, 2024	187.32	1,636.11	4,294.30	28.58	20.06	199.71	880.28	7,246.36	964.43	-
Additions/Adjustments during the year	-	-	0.40	-	-	-	-	-	-	-
Disposals during the year	-	-	-	-	-	-	-	-	-	-
At 30th September, 2024	187.32	1,636.11	4,294.70	28.58	20.06	199.71	880.28	7,246.36		
Accumulated Depreciation and Impairment										
At 1st April, 2021	-	495.42	2,241.98	13.99	13.83	38.27	436.71	3,240.19		
Depreciation charge for the year	-	47.64	117.94	3.16	1.90	8.88	117.86	297.37	-	
At 1st April, 2022	-	543.05	2,359.92	17.15	15.73	47.14	554.57	3,537.56	-	-
Depreciation charge for the	-	77.29	144.60	5.07	1.63	32.72	93.25	354.55	-	-

year										
At 31st March,2023	-	620.34	2,504.52	22.22	17.36	79.86	647.82	3,892.11	-	-
Depreciation charge for the year	-	94.45	169.15	3.28	1.99	30.45	70.70	370.02	-	-
At 31st March,2024	-	714.79	2,673.67	25.50	19.35	110.31	718.51	4,262.13	-	-
Depreciation charge for the year	-	41.87	74.52	0.61	0.17	10.63	21.72	149.51		
At 30th September,2024		756.66	2748.19	26.11	19.52	120.95	740.24	4,411.65		
Net Book Value as at 1st April,2021	233.15	465.40	1,190.41	4.35	0.82	12.56	164.10	2,070.81	-	-
Net Book Value as at 31st March,2022	142.66	427.98	1,144.97	3.78	1.17	27.90	255.70	2,004.16	416.62	-
Net Book Value as at 31st March,2023	183.72	719.22	1,393.20	5.80	1.04	95.94	205.95	2,604.88	397.93	-
Net Book Value at 31st March,2024	187.32	921.32	1,620.63	3.08	0.70	89.39	161.77	2,984.22	964.43	-
Net Book Value as at 30th September,2024	187.32	879.45	1546.51	2.48	0.54	78.76	140.06	2,835.51	964.43	-

Particular	As at 30th September'2024	As at 31st March'2024	As at 31st March'2023	As at 1st April, 2022
	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Property, Plant and Equipment	2,835.51	2,984.22	2604.88	2,004.16
Capital Work-in-progress (Less Than One Year)	964.43	964.43	397.93	416.62
Intangible Assets	0	0	0	0

As per our report of even date attached.
FOR GOUTAM & Co.
Chartered Accountants
FRN - 326869E
(CA Goutam Lenka)

Partner
M. No. : 067906
UDIN: 24067906BKGAEX6199

Place: Bhubaneswar
Date: 21/10/2024

For and on behalf of the Board of Directors of
Nilachal Carbo Metalicks Limited

Geeta Rani Panda Bibhu Datta Panda
(Director) (Managing Director)
DIN: 03283801 DIN: 01579026

Haraprasad Rout Sunil Kumar Mishra
(Company Secretary) (Chief Financial Officer)
PAN: AKGPR4705H PAN: GVQPM9768G

OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	For the period ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Basic Earnings per Equity Share (Rs.)*	2.65	7.08	6.64	5.64
Diluted Earnings per Equity Share (Rs.)	2.65	7.08	6.64	5.64
Return on net worth (in %)	8.43%**	24.61%	30.57%	37.40%
Net Asset Value per Equity Share (Rs.)*	31.44	28.79	21.71	15.07
EBITDA	1,164.57	2,498.05	2,231.98	1,893.61

*Equity Shares includes bonus shares, if any, issued by the Company – Nil

** Not annualized

Notes:

(1) The ratios on the basis of Restated Financial Statements have been computed as below:

Basic and Diluted Earnings per share (₹)	=	Net profit/(loss) as restated, attributable to Shareholders Weighted average number of Equity Shares outstanding during the year
Return on Net Worth (%)	=	Restated net profit after tax for the year attributable to the owners of the Company / Restated equity attributable to owners of the Company excluding the reserves created out of revaluation of assets
Net asset value per Equity Share	=	Restated equity attributable to owners of the Company excluding reserves created out of revaluation of assets / Number of Equity Shares outstanding during the year post sub-division
Net Assets	=	Total Assets minus total liabilities (excluding revaluation reserves)

(2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. This has been adjusted for all periods presented by giving effect to the subdivision subsequent to the balance sheet date.

(3) “Net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(4) The above ratios have been computed on the basis of the Restated Financial Statements.

(5) “EBITDA” means earnings before interest, tax, depreciation and amortization. It has been calculated as follows: profit before tax + finance cost + depreciation and amortization expense.

Annexure A

Ratios for Other Information Certificate

(Rs. in lakh)

Sr. No.	Particulars	September 30, 2024	FY 2024	FY 2023	FY 2022
a)	Reconciliation of Net Worth				
	Equity Share Capital	2,232.70	2,232.70	2,232.70	2,232.70
	Reserves & Surplus	4,787.08	4,195.41	1,613.60	1,131.91
	Net worth (A)	7,019.78	6,428.11	4,846.30	3,364.61
b)	Reconciliation of Return on Net Worth				
	Restated Profit/(loss) attributable to equity shareholders of the Parent (B)	591.67	1,581.81	1,481.68	1,258.42
	Return on net worth (%) (C=B/A)	8.43%*	24.61%	30.57%	37.40%
c)	Reconciliation of Net Asset Value (per Equity Share)				
	Net worth (D)	7,019.78	6,428.11	4,846.30	3,364.61
	Weighted average number of Equity Shares outstanding during the financial year (E)**	2,23,27,000	2,23,27,000	2,23,27,000	2,23,27,000
	Net Asset Value per Share (in Rs) (F=D/E)	31.44	28.79	21.71	15.07
d) (i)	Reconciliation of restated profit for the financial year to EBITDA				
	Restated Profit/(loss) for the financial year (G)	591.67	1,581.81	1,481.68	1,258.42
	Tax expense (H)	209.53	60.44	(13.18)	1.16
	Finance costs (I)	213.86	485.78	408.94	336.66
	Depreciation and amortization expense (J)	149.51	370.02	354.54	297.37
	EBITDA (K=G+H+I+J)	1,164.57	2,498.05	2,231.98	1,893.61
d) (ii)	EBITDA Margin for the year				
	Total Revenue from Operation (L)	9,898.07	26,510.68	26,621.02	19,919.30
	EBITDA (K)	1,164.57	2,498.05	2,231.98	1,893.61
	EBITDA Margin (%) (M=K/L)	11.77%	9.42%	8.38%	9.51%
e)	Reconciliation of return on capital employed				
	EBIT (N)	1,015.05	2,128.03	1,877.44	1,596.24
	Total Debt (O)	2,480.35	2,613.81	1,883.68	1,007.21
	Return on Capital Employed [P=N/(D+O)]	10.68%*	23.54%	27.90%	36.51%
f)	Reconciliation of Debt to Equity Ratio				
	Total Debt (O)	2,480.35	2,613.81	1,883.68	1,007.21
	Net worth (D)	7,019.78	6,428.11	4,846.03	3,364.61
	Debt to Equity Ratio (Q=O/D)	0.35	0.41	0.39	0.30

* Not annualized

** Equity Shares includes bonus shares issued by the Company - Nil

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial information as of and for the period ended September 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022, all prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled "**Financial Information**" on page 161. Unless otherwise stated, the financial information used in this section is derived from the restated financial statements of our Company.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "**Risk Factors**" and "**Forward-Looking Statements**" on pages 22 and 14 respectively.

These financial statements have been prepared in accordance with Indian GAAP and the Companies Act. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS and Ind AS. We have neither attempted to quantify the impact of IFRS or 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 U.S. GAAP or IFRS or Ind AS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Draft Prospectus, by persons not familiar with Indian Accounting Practices, should accordingly be limited.

References to the "Company", "we", "us" and "our" in this chapter refer to Nilachal Carbo Metalicks Limited, as applicable in the relevant financial years, unless otherwise stated.

Note: some of the statements in the Chapter describing our objectives, outlook, estimates, expectations or prediction may be the "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions that may be affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes, geo political limitations, conditions & sanctions which may affect international shipping routings, freight rates & business and incidental factors.

OVERVIEW OF OUR BUSINESS

Our Company was incorporated as a private limited company in February 2003 and converted into a public limited company in February 2024. Our Company is engaged in the business of manufacturing of Low Ash Metallurgical ("LAM") Coke. Our Company has specialized in making Ferro Alloy Grade coke and building a long-term customer relationship with most of the top ferro chrome manufacturers in the country. Our owned Plant is located at Baramana, Jajpur, Odisha where we currently operate 3 (three) batteries with 32 ovens in each battery (total 96 ovens) with an annual manufacturing capacity of 60,000 Metric Tonnes Per Annum (MTPA). Our Company also has second Plant having manufacturing facilities on leased basis from Srinivasa Coke Private Limited at Visakhapatnam, Andhra Pradesh which is having one battery with 18 ovens with the installed capacity of 18,000 MTPA. The total aggregating capacity of our Company (owned + leased) is 78,000 MTPA for both the units. Our Company also has a tie-up for contract manufacturing for our product with Om Avi Carbon Resources Private Limited and make use of their 24,000 MTPA capacity for our use.

Our Company is now proposing to install one more additional battery with 36 ovens to install additional capacity of 34,400 MTPA of LAM Coke at existing vacant land available at our existing Plant at Baramana, Jajpur, Odisha. After implementation of the proposed expansion, our Company's own total capacity will be 94,400 MTPA and total capacity (including leased one) shall be 1,12,400 MTPA. The below are the details of the manufacturing capacities:

Particulars	Type	Installed Capacity (in MTPA)
Nilachal Carbo Metalicks Limited	Owned	60,000

Srinivasa Coke Private Limited	On lease basis	18,000
Total (owned + leased basis)	-	78,000
Om Avi Carbon Resources Private Limited	Tied-up for Contract Manufacturing	24,000
Total	-	1,02,000
Proposed Expansion through the Issue	Owned	34,400
Total Capacity Post Expansion		1,36,400

Mr. Bibhu Datta Panda, our Promoter and founder director, is a first-generation entrepreneur with more than two decades of enriched experience in the coal industry. He has vast knowledge and experience in manufacturing of Low Ash Metallurgical Coke and its marketing.

DISCUSSION OF RESULT OF OPERATION

As a result of the various factors discussed above that affect our income and expenditure, our results of operations may vary from year to year. The following table sets forth certain information with respect to our results of operations for the period ended September 30, 2024 and the Fiscal Years 2024, 2023 and 2022 as derived from our consolidated restated financial statements:

Brief Key Financials of our Company:

(Rs. in lakh except percentages and ratios)

Particulars	As of and for the period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (Net of Taxes)	9,898.07	26,510.68	26,621.02	19,919.30
Other Income	19.99	201.97	224.96	139.00
Total Income	9,918.06	26,712.65	26,845.98	20,058.30
Profit Before Interest, Depreciation and Amortisation (EBITDA)	1,164.57	2,498.05	2,231.98	1,893.61
EBITDA Margin	11.77%	9.42%	8.38%	9.51%
Finance Cost	213.86	485.78	408.94	336.66
Depreciation and Amortisation	149.51	370.03	354.54	297.37
Profit After Tax (PAT)	591.67	1,581.81	1,481.68	1,258.42
PAT Margin	5.98%	5.97%	5.57%	6.32%
Net Worth	7,019.78	6,428.11	4,846.30	3,364.61
ROE	8.43%*	24.61%	30.57%	37.40%
ROCE	10.68%*	23.33%	27.59%	35.78%

* Not annualized

Notes:

- Revenue from Operations (Net of Taxes) means the Revenue from Operations as appearing in the Restated Financial Statements.
- Other Income as per Restated Financial Statements
- EBITDA is calculated as Profit before tax + Finance Cost + Depreciation & Amortisation.
- EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- PAT Margin is calculated divided by Revenue from Operations
- Net worth means the aggregate value of the paid-up share capital and reserves and surplus.
- Return on Equity is ratio of Profit after Tax divided by Shareholder Equity
- RoCE (Return on Capital Employed) is calculated as Earnings Before Interest and Tax (EBIT) (i.e., Profit before tax + Finance Cost) divided by capital employed, which is defined as total equity (i.e. net worth) and long term/short term debt.

Our Strengths:

- Experienced Management Team:** Our management team is spearheaded by Mr. B. Panda, whose vast experience spans over two decades in LAM Coke manufacturing. His leadership has been pivotal in the company's success. He is

supported by Mr. Rishi R. Panda, a mechanical engineer with over five years of industry experience, who works closely under his guidance.

- **Strong Customer Base:** Our company has strong customer base such as Vedanta-Ferro Alloys Corporation Limited, Tata Steel Limited, Shyam Metalics and Energy Limited, Jindal Stainless Limited, Rimjhim Ispat Limited and Balasore Alloys Limited. Our strong relationships with these top-tier clients enhance our market position, providing stability and long-term business opportunities.
- **Strategically Location:** Our Plant is strategically located with excellent connectivity to Ports, Railway, Highway and Large Steel and Ferro Alloys plants. Connectivity with National highway - Just 15 kms from NH-5, the major Kolkata-Chennai highway, ensuring seamless transportation and logistical convenience.
- **Mechanized Operations with In-House Quality Control:** Our plant is equipped with essential mechanical systems for Coal unloading, blending, & charging, Coke discharging, quenching, cutting/sizing and loading. Additionally, our in-house quality control laboratory ensures that each batch of coke adheres to strict customer specifications, with a strong focus on defect identification and prevention.
- **Quality Production:** Our company has a proven track record as a reliable producer of high-quality Low Phos & Ultra Low Phos ("ULP") Low Ash Metallurgical (LMC) Coke / Nut Coke recognized in the metallurgical industry.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled "**Risk Factors**" on page no. 22. The following are certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Global GDP growth and growth of Indian GDP will have impact on growth
- import threats
- Prevailing commercial freight rates;
- Changes in laws or regulations specially imports
- Political in Stability of the Country;
- Competition from existing players;
- Our dependence on limited number of customers/suppliers for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Occurrence of Environmental Problems & Uninsured Losses;
- The performance of the financial markets, Steel Industry Coal and Coke Prices in India and globally;
- Our ability to expand our geographical area of operation;

SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost convention on an accrual basis and materially comply with the mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounting) Rules, 2014 the provisions of the Act (to the extent notified). The accounting policies have been applied consistently to the years presented in the Restated Financial Statements. For details of significant accounting policies on consolidated accounts, please refer section titled "**Restated Financial information**" starting on page 164.

RESULTS OF OUR OPERATIONS

As a result of the various factors discussed above that affect our income and expenditure, our results of operations may vary from year to year. The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of Company:

(Amount ₹ in lakhs)

Particulars	September 30, 2024		Financial Year 2024		Financial Year 2023		Financial Year 2022	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Revenue from Operations (Net of Taxes)	9,898.07	99.80%	26,510.68	99.24%	26,621.02	99.16%	19,919.30	99.31%
Other Income	19.99	0.20%	201.97	0.76%	224.96	0.84%	139.00	0.69%
Total Income	9,918.06	100%	26,712.65	100%	26,845.98	100%	20,058.30	100%
Expenditure								
Cost of Material Consumed	8,303.31	83.72%	22,592.13	84.57%	23,499.23	87.53%	16,258.33	81.06%
Changes in Inventories	(270.45)	(2.73%)	(333.83)	(1.25%)	(1094.81)	(4.08%)	(172.42)	(0.86%)
Power & Fuel Expenses	86.05	0.87%	240.14	0.90	231.64	0.86	242.06	1.21
Direct Expenses	343.93	3.47%	931.86	3.49	1068.02	3.98	789.96	3.94
Employees benefits	83.74	0.84%	231.14	0.87%	269.60	1.00%	176.67	0.88%
Finance costs	213.86	2.16%	485.78	1.82%	408.94	1.52%	336.66	1.68%
Depreciation and Amortization expenses	149.51	1.51%	370.03	1.39%	354.54	1.32%	297.37	1.48%
Other Expenses	206.90	2.09%	553.16	2.07%	640.31	2.39%	870.09	4.34%
Total Expenses	9,116.87	91.92%	25,070.39	93.85%	25,377.47	94.53%	18,798.72	93.72%
Profit/(Loss) before tax	801.19	8.08%	1,642.25	6.15%	1,468.50	5.47%	1,259.58	6.28%
Tax expense:								
- Current Tax	203.77	2.05%	58.17	-	-	-	11.95	-
- Deferred Tax	5.75	0.06%	2.27	-	(13.18)	-	(10.79)	-
Net Tax expenses	209.53	2.11%	60.44	0.23%	(13.18)	(0.05%)	1.16	0.01%
Profit/(Loss) after tax	591.67	5.97%	1,581.81	5.92%	1,481.68	5.52%	1,258.42	6.26%

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT

Total Income

Our Total Income for the period ended September 30, 2024 and the Fiscal 2024, Fiscal 2023 and Fiscal 2022, were amounting to ₹ 9,918.06 lakh, ₹ 26,712.65 lakh, ₹ 26,845.98 lakh, and ₹ 20,058.30 lakh respectively. Following is the break-up of our Total Income from operations for the period ended September 30, 2024 and the Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Our revenue comprises of:

Revenue from Operations

Our revenue from operations consists of revenue from sale of the following products:

(₹ in Lakhs)

Nature of Sale	For the period ended on							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Sales	%	Sales	%	Sales	%	Sales	%
Sale of Goods								
Sale of LAM Coke	9,127.51	92.22%	23,699.62	89.40%	23,856.02	89.61%	17,463.86	87.67%
Sale of Coke Fines	669.17	6.76%	2,613.97	9.86%	2,742.59	10.30%	2,328.45	11.69%
Other Income	101.38	1.02%	197.08	0.74%	22.41	0.08%	126.99	0.64%
Total	9,898.07	100.00%	26,510.68	100.00%	26,621.02	100.00%	19,919.30	100.00%

Our revenue from operations as a percentage of total income was 99.80%, 99.24%, 99.16%, 99.31%, for the period ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Other Income

Our other income comprises of interest & other non-operating Income, details are given below:

Particulars	(Amount ₹ in lakhs)			
	Period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest income	10.72	101.24	130.48	65.28
Other non-operating income (net of expenses directly attributable to such income)	9.27	100.73	94.48	73.72
Interest income	19.99	201.97	224.96	139.00

Other income, as a percentage of total income was 0.20%, 0.76%, 0.84%, and 0.69% for the period ended September 30, 2024 and Year ended March 31, 2024, March 31, 2023, and March 31, 2022 respectively.

Total Expenses

Our total expenses for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 primarily consist of the following:

Cost of Material Consumed

The cost of raw material consumed consist of coking coal and other items with changes in Inventories. The year wise details of coast of material consumed is as under:

Particulars	(Amount ₹ in lakhs)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cost of Material	8,303.31	22,592.13	23,499.23	16,258.33
Change in Inventories	(270.45)	(333.83)	(1094.81)	(172.42)
Cost of Material Consumed	8,032.86	22,258.30	22,404.42	16,085.91

The cost of Material Consumed, as a percentage of total income was 80.99%, 83.32%, 83.46%, and 80.20% for the period ended September 30, 2024 and for the Year ended March 31, 2024, March 31, 2023, and March 31, 2022 respectively.

Employee Benefit Expenses

Expenses in relation to employees' benefit expenses include Salary & Wages, contribution to provident and other funds, bonus staff welfare and Gratuity Expenses. Employee benefit expenses, as a percentage of total income was 0.84%, 0.87%, 1.00%, and 0.88% for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Finance costs

Finance cost primarily consists of interest payable on borrowings availed by our Company from banks & other borrowing cost includes bank charges, commission & LC charges. The Finance cost, as a percentage of total income was 2.16%, 1.82%, 1.52%, and 1.68% for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, and March 31, 2022 respectively.

Depreciation and Amortization Expenses

Depreciation expenses consist of depreciation on the tangible assets of our Company which includes Building, Plant and Machineries, Computer, Furniture and Fixtures, Office Equipment and Motor Vehicle. Depreciation expenses, as a percentage of total income was 1.51%, 1.39%, 1.32%, and 1.48% for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 respectively.

Other Expenses

Other expenses include stores & Consumables, Power & Fuel, Labour Charges, transportation, coke conversion charges, Directors remuneration, professional fees, business promotion, conveyance, audit Fees, rent, repair and maintenance, travelling expenses, Consultancy charges, office expenses, printing & stationery, commission, Insurance etc. Other expenses, as a percentage of total income was 2.09%, 2.07%, 2.39%, and 4.34% for the period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 respectively.

Provision for Tax

Income tax has been provided on the basis of current income tax rate on taxable income. Advance tax and TDS deducted has been set off against provisions for taxation at the time of finalization of Income tax assessment proceedings. The deferred tax assets are recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future. Provision for tax, as a percentage of total income was 2.11%, 0.23%, (0.05)%, and 0.01% for the period ended September 30, 2024 and for the year ended March 31, 2024 March 31, 2023 and March 31, 2022 respectively.

Financial Year 2024 compared to Financial Year 2023:

(Amount ₹ in lakhs)

Sr. No.	Particulars	For Fiscal 2024	For Fiscal 2023	% Change
1	Revenue from Operation	26510.68	26,621.02	-0.41%
2	Other Income	201.97	224.96	-10.22%
	Total Income (1+2)	26,712.65	26,845.98	-0.50%
3	Expenditure			
(a)	Cost of Raw Materials Consumed	22,258.30	22,404.42	-0.65%
(b)	Power & Fuel Expenses	240.14	231.64	3.67
(c)	Direct Expenses	931.86	1,068.02	-12.75
(d)	Employee Benefit Expenses	231.14	269.60	-14.26%
(e)	Finance Cost	485.78	408.94	18.79%
(f)	Depreciation & Amortization	370.03	354.54	4.37%
(j)	Other Expense	553.16	640.31	-13.61%
4	Total Expenditure 3(a) to 3(e)	25,070.41	25,377.47	-1.21%
5	Profit/(Loss) Before Tax (1+2-4)	1,642.24	1,468.50	11.83%
6	Tax Expense:			
(a)	Current Tax	58.17	-	
(b)	Deferred Tax	2.27	(13.18)	
	Net Current Tax Expenses	60.44	(13.18)	
7	Profit/(Loss) for the Period/Year (5-6)	1,581.81	1,481.68	6.76%

Revenue from Operation

Revenue from operations had marginally decreased by just 0.41% %, from Rs. 26,621.02 lakhs in Fiscal 2023 to Rs. 26,510.68 lakh in Fiscal 2024. This decrease in Revenue was on account of some product mix with respect to previous year, which had impacted our revenue from operations marginally by Rs. 110.34 lakhs.

Other Income

Other income had decreed by 10.22%, from Rs. 224.96 lakh in Fiscal 2023 to Rs. 201.97 lakh in Fiscal 2024 on account of reduction in interest income due to reduction of interest rate on deposits against LC. The other income is reduced by Rs. 22.99 lakhs in the FY 2024 corresponding to its previous year.

Cost of Raw Material Consumed

The raw material consumption during the FY 2024 is reduced by Rs. 146.13 lakhs as compared to its previous year. This is decreased by 0.65%, from Rs. 22,404.42 lakh in Fiscal 2023 to Rs. 22,258.29 lakhs in Fiscal 2024. The revenue from operation had been also decreased by 0.41%. This decreased is very marginal and almost comparable with previous year.

Employee Benefit Expenses

Employee benefit expenses had been decreased by 14.79%, from Rs.269.60 lakhs in Fiscal 2023 to Rs. 231.14 lakhs in Fiscal 2024 on account of decrease in salaries & wages due to part of production was on job work basis. Hence direct employees benefits decreased to that extant.

Finance Cost

Finance Cost had increased by 18.79% from Rs. 408.94 lakhs in Fiscal 2023 to Rs. 485.78 lakhs in Fiscal 2024. This is primarily due to increase in bank charges, Commission and LC charges.

Depreciation and Amortization Expenses

Depreciation had increased by 4.37%, from Rs. 354.54 lakhs in Fiscal 2023 to Rs. 370.02 lakhs in Fiscal 2024 as fixed assets addition have increased during the Fiscal 2024.

Other Expenses

Other expenses had decreased by -13.61% from Rs. 640.31 lakh in Fiscal 2023 to Rs. 553.16 lakh in Fiscal 2024. This is primarily due to decrease in coke conversion chares by Rs. -87.16 lakhs during the FY 2024 to FY 2023.

Tax Expenses

The Company's tax expenses had increased from Rs. (13.18) lakh in the Fiscal 2023 to Rs. 60.44 lakh in Fiscal 2024. This is primarily due to decrease in profit before tax from Rs. 1,468.50 Lakh in Fiscal 2023 to Rs. 1,642.25 Lakh in Fiscal 2024.

Profit after Tax

The Company's profit after tax had increased by 6.76% from Rs. 1,481.68 lakhs in the Fiscal 2023 to Rs. 1,581.81 lakhs in Fiscal 2024. This increase in Profit After Tax was on account of decrease in the total expenses on accounts of factors as explained above under various head of total expenses.

Financial Year 2023 compared to Financial Year 2022:

(Amount ₹ in lakhs)				
Sr. No.	Particulars	For Fiscal 2023	For Fiscal 2022	% Change

1	Revenue from Operation	26,621.02	19,919.30	33.64%
2	Other Income	224.96	139.00	61.84%
	Total Income (1+2)	26,845.98	20,058.30	
3	Expenditure			
(a)	Cost of Raw Materials Consumed	22,404.42	16,085.91	39.28%
(b)	Power & Fuel Expenses	231.64	242.06	-4.31%
(c)	Direct Expenses	1068.02	789.96	35.20
	Employee Benefit Expenses	269.60	176.67	52.60%
	Finance Cost	408.94	336.66	21.47%
(d)	Depreciation & Amortization	354.54	297.37	19.23%
(e)	Other Expense	640.31	870.09	-26.41%
4	Total Expenditure 3(a) to 3(e)	25,377.48	18,798.72	35.00%
5	Profit/(Loss) Before Tax (1+2-4)	1,468.50	1,259.58	16.59%
6	Tax Expense:			
(a)	Current Tax	-	11.95	
(b)	Deferred Tax	(13.18)	(10.79)	
	Net Current Tax Expenses	(13.18)	1.16	
7	Profit/(Loss) for the Period/Year (5-6)	1,481.68	1,258.42	17.74%

Revenue from Operation

Revenue from operations had increased by 33.64%, from Rs. 19,919.30 lakh in Fiscal 2022 to Rs. 26,621.02 lakh in Fiscal 2023. This increase in Revenue from operation was on accounts of increased business volume.

Other Income

Other income had increased by 61.84%, from Rs. 139.00 lakh in Fiscal 2022 to Rs. 224.96 lakh in Fiscal 2023. In the Fiscal Year 2023, there had been largely increased in Interest income and also other non-operating income.

Cost of Raw Material Consumed

Cost of raw material consumed had been increased by 39.28%, from Rs. 16,085.91 lakh in Fiscal 2022 to Rs. 22,404.42 lakh in Fiscal 2023, this is due to increase in revenue from operation. This has resulted into correspondingly increase in the cost of Raw Material Consumed.

Employee Benefit Expenses

Employee benefit expenses had been increased by 52.24%, from Rs. 178.18 lakh in Fiscal 2022 to Rs. 271.27 lakh in Fiscal 2023 on account of increase in salaries & wages of employees and also staff welfare expenses, which has resulted into increase in the cost of the Employee benefit expenses.

Finance Cost

Finance Cost had increased by 21.47% from Rs.336.66 lakhs in Fiscal 2022 to Rs. 408.94 lakhs in Fiscal 2023. This is primarily due to increase in interest expenses on borrowings and bank charges, commission and LC charges.

Depreciation and Amortization Expenses

Depreciation had increased by 19.23%, from Rs. 297.37 lakh in Fiscal 2022 to Rs. 354.54 lakh in Fiscal 2023 due to additions of fixed assets during the FY 2024.

Other Expenses

Other expenses had increased by -26.41% from Rs. 870.09 lakh in Fiscal 2022 to Rs. 640.31 lakh in Fiscal 2023. This is in line with increase in Revenue from operations and primarily due to increase in coke conversion charges and sales commission expenses, Travelling & conveyance expenses, Lease rent etc in FY 2024.

Tax Expenses

The Company's tax expenses had decreased from Rs. 1.16 lakh in the Fiscal 2022 to Rs. (13.18) lakhs in Fiscal 2023. This is primarily due to deferred tax.

Profit after Tax

The Company's profit after tax had increased by 17.74% from Rs. 1,258.42 lakh in the Fiscal 2022 to Rs. 1,481.68 lakh in Fiscal 2023. This increase in Profit After Tax was on account of overall increase in operational revenue and the above mentioned facts when compared with the increased in Total Income.

Cash flows

The following table sets forth our cash flows with respect to operating activities, investing activities and financing activities for the period indicated:

(Amount ₹ in lakh)				
Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow from/ (used in) operating activities	320.15	20.48	(1,620.68)	2,838.34
Net Cash flow from/ (used in) investing activities	12.91	(901.60)	(403.39)	(1,166.71)
Net Cash flow from/ (used in) financing activities	(347.32)	244.35	467.53	117.62
Net increase/(decrease) in cash and cash equivalents	(14.26)	(636.75)	(1,556.53)	1,789.25
Cash and cash equivalents at the beginning of the year	439.18	1,075.95	2,632.48	843.23
Cash and cash equivalents at the end of the year	424.93	439.18	1,075.95	2,632.48

Operating Activities

In period ended September 30, 2024, net cash generated from operating activities was ₹ 320.15 lakhs. This comprised of the Net profit after Tax of ₹. 591.67 Lakhs, which was primarily adjusted by adding for depreciation and amortisation of ₹. 149.51 Lakhs, interest and Financial Expenses of ₹ 213.86 Lakhs, deferred tax, provision for taxation & interest received adjusted by deducting of ₹ 189.53 lakhs, change in current & Long-term Operating Assets and current & Long Term Liabilities by deducting of ₹. 824.43 Lakhs.

In FY 2023-24 net cash generated from operating activities was ₹ 20.48 lakhs. This comprised of the Net profit after Tax of ₹. 1,581.81 Lakhs, which was primarily adjusted by adding for depreciation and amortisation of ₹. 370.03 Lakhs, interest and Financial Expenses of ₹ 485.78 Lakhs, deferred tax, provision for taxation & interest received adjusted by deducting of ₹ (141.53) lakhs, change in current & Long-Term Operating Assets and current & Long Term Liabilities by deducting of ₹. 2,275.60 Lakhs.

In FY 2022-23 net cash generated from operating activities was ₹ (1,620.68) lakhs. This comprised of the Net profit after Tax of ₹. 1,481.68 Lakhs, which was primarily adjusted by adding for depreciation and amortisation of ₹. 354.54 Lakhs, interest and Financial Expenses of ₹ 408.94 Lakhs, deferred tax, provision for taxation & interest received adjusted by deducting of ₹ (238.14) lakhs, change in current & Long-Term Operating Assets and current & Long Term Liabilities by deducting of ₹. 3,627.70 Lakhs.

In FY 2021-22 net cash generated from operating activities was ₹ 2838.34 lakhs. This comprised of the Net profit after Tax of ₹. 1,258.42 Lakhs, which was primarily adjusted by adding for depreciation and amortisation of ₹. 297.37 Lakhs, interest and Financial Expenses of ₹ 336.66 Lakhs, deferred tax, provision for taxation & interest received adjusted by deducting of ₹ (137.84) lakhs, change in current & Long-Term Operating Assets and current & Long Term Liabilities by adding of ₹. 1,095.69 Lakhs and deducting income tax paid of ₹. 11.95 Lakhs

Investing Activities

In period ended September 30, 2024, the net cash flow from Investing activities was ₹ 12.91 lakhs this is mainly due to interest income of ₹19.99 lakhs and other adjustment of purchase of fixed assets and Long-Term loans advances of ₹ 7.08 lakhs

In FY 2023-24 the net cash flow from Investing activities was ₹ (901.60) lakhs this is mainly due to purchases of Fixed assets of ₹1315.86 lakhs and other adjustment of interest and Long-Term loans advances of ₹ 414.26 lakhs

In FY 2022-23 the net cash flow from Investing activities was ₹ (403.39) lakh this mainly due to purchases of Fixed assets of ₹ 936.57 lakh and other adjustment of interest and Long-Term loans advances of ₹ 533.18 lakhs

In FY 2021-22 the net cash flow from Investing activities was ₹(1,166.71) lakh this mainly due to purchases of Fixed assets of ₹ 647.35 lakh and other adjustment of interest and Long-Term loans advances ₹ 509.98 lakhs

Financing Activities

In period ended September 30, 2024, the net cash flow from financing activities was ₹ (347.32) lakhs mainly due to decrease in secured loans ₹ 133.46 lakhs and payment of interest & financial expenses of ₹ 213.86 lakhs.

In FY 2023-24 the net cash flow from financing activities was ₹244.35 lakhs mainly due to increase of secured loans ₹ 730.13 lakhs. and payment of interest & financial expenses of ₹ 485.78 lakhs.

In FY 2022-23 the net cash flow from financing activities was ₹ 467.53 lakhs mainly due to increase of secured loans ₹ 412.20 lakhs. The increase of short-term borrowings of ₹ 464.27 lakhs and payment of interest & financial expenses of ₹ 408.94 lakhs.

In FY 2021-22 the net cash flow from financing activities was ₹ 117.62 lakhs mainly due to decrease of secured loans ₹ 144.55 lakhs. The increase of short-term borrowings of ₹ 598.83 lakhs and payment of interest & financial expenses of ₹ 336.66 lakhs.

OTHER INFORMATION

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rates. In the normal course of business, we are exposed to certain market risks including interest risk.

Interest rate risk

Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at variable rates. We mitigate risk by structuring our borrowings to achieve a reasonable, competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, we also keep fixed deposits and any change in interest rate results change in our interest income.

Liquidity risk

Adequate and timely cash availability for our operations is the liquidity risk associated with our operations. Our Company's objective is to all time maintain optimum levels of liquidity to meet its cash requirements. We employ prudent liquidity risk management practices which inter-alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Credit Risk

We are exposed to the risk that our customers may not comply with their obligations under customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. Though, we believe that our customers are creditworthy, which limits the credit risk.

Material Frauds

There are no material frauds committed against our Company in the last three financial years.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. For information relating to our related party transactions, please see Note no. 2.23 titled as "*Related Party Disclosures*" under chapter titled "*Restated Financial Statements*" beginning on page 161.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

Unusual or infrequent events or transactions

Except impact of Covid -19 pandemic in past on our industry, there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

Significant economic changes that materially affected or are likely to affect income from continuing operations

Domestic and international government policies governing the sector in which we operate as well as the overall growth of the Indian and global economies has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled "*Risk Factors*" starting on page 22.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Other than as described in the section titled "*Risk Factors*" starting on page 22 and this Chapter, to our best of knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Future changes in relationship between costs and revenues

Our Company's future costs and revenues will be determined by demand/supply situation, domestic and international availability of coal and other domestic and international factors. Other than as described in the sections "*Risk Factors*", "*Our Business*" starting on pages 22 and 102 respectively and this Chapter, to our best of knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Segment Reporting

Our Company operates only in single business segment i.e. manufacture of Coke & Coke, hence, we have only one reportable segment in context of Accounting Standard 17 on Segment Reporting issued by ICAI.

Status of any publicly announced New Products or Business Segment

The Company has not introduced any new product or services or business segment and does not expect to announce in the near future any new products/ services or business segment.

Seasonality of business

Our business is not subject to seasonality. For further information, see "Industry Overview" and "Our Business" starting on pages 102 and 96 respectively.

Dependence on single or few customers

For the period ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top five customers accounted for about 91.35%, 86.53%, 77.18%, 90.08, respectively and our largest customer accounted for 51.18%, 44.00%, 26.00%, and 41.39%, respectively of our Revenue from Operations.

Further, we do not have long-term contractual arrangements with our significant customers and conduct business with them on the basis of orders that are received from time to time.

For the period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top five creditors accounted for about 94.60%, 96.92%, 90.45% and 94.46%, respectively and our largest creditor accounted for 57.40%, 55.41%, 45.45%, and 53.17%, respectively of our Revenue from Operations.

We do not enter into any long- term contracts with our creditors and rates of their services are normally based on the quotes we receive from them. For further information, see "**Risk Factors**" on starting page 22.

Competitive conditions

We expect competition in our business from existing and potential competitors to intensify. We face competition from both organised and unorganised players in the market. We believe our expertise and quality service offerings with experience of our management, will be key to overcome competition posed by such players. We believe that the principal factors affecting competition in our business include client relationships, reputation, timely providing services, fulfilling client specific requirements, the quality and pricing of our services.

Further, competitive conditions are as described under the Chapters "**Industry Overview**" and "**Our Business**" starting on pages 96 and 102 respectively.

Material Developments subsequent to the period ended September 30, 2024

In our opinion there are no circumstances have arisen past period ended September 30, 2024 being the date of the latest financial statements as disclosed in this Draft Prospectus until the date of filing this Draft Prospectus, which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

FINANCIAL INDEBTEDNESS

The summary of borrowings sanctioned to the Company, and outstanding, as of September 30, 2024 is stated

ANNEXURE A

Key details of the Total Debt

Name of Lender	Category of borrowing	Sanctioned Amount as on September 30, 2024 (Rs. in lakh)	Outstanding amount as on September 30, 2024 (Rs. in lakh)	Present effective Rate of Interest per annum	Tenor
INDIAN Bank	Working Capital Loan - Cash Credit facilities	1,800.00	1,789.04	11.15%	The tenor is due for renewal every 12 months and repayable on demand
New India Co-operative Bank Ltd	Term Loan	690.00	516.29	9.50%	84 monthly instalments (18 th of every month)
Axis Bank	Commercial Loan (loader)	36.17	20.20	9.00%	47 monthly instalments (20 th of every month)
Axis Bank	Commercial Loan (SKID)	19.17	15.64	9.15%	47 monthly instalments (20 th of every month)
Axis Bank	Commercial Loan (vehicle)	32.00	8.14	8.35%	47 monthly instalments (1 st of every month)
HDFC Bank	Commercial Loan (DG set)	5.77	3.51	8.00%	59 monthly instalments (10 th of every month)
HDFC Bank	Commercial Loan (DG set)	4.33	2.63	8.00%	59 monthly instalments (10 th of every month)
HDFC Bank	Commercial Loan (Vehicle)	18.00	3.92	8.51%	47 monthly instalments (5 th of every month)
HDFC Bank	Commercial Loan (Loader)	30.00	11.64	8.75%	59 monthly instalments (1 st of every month)
HDFC Bank	Commercial Loan (JCB)	31.61	17.35	6.6%	59 monthly instalments (10 th of every month)
HDFC Bank	Commercial Loan (JCB loader)	32.00	2.97	8.75%	47 monthly instalments (10 th of every month)
HDFC Bank	Commercial Loan (Tripper-1)	39.95	21.92	6.60%	59 monthly instalments (10 th of every month)
HDFC Bank	Commercial Loan (Tripper-2)	39.95	21.92	6.60%	59 monthly instalments (10 th of every month)
INDIAN Bank	Commercial Loan (Vehicle)	44.00	20.45	6.90%	84 monthly instalments (1 st of every month)

ANNEXURE B

The principal terms of the loans and assets charged as security by the Company

Key Terms of all Debts:

Name of Lender	Sanctioned Amount as on September 30, 2024 (Rs. in lakh)	Asset Charged as Security	Other Key terms of Debt

Indian Bank	1,800.00	Hypothecation of Book Debts & Stock	Hypothecation of Factory land & building & Plant & machinery as collateral security
New India Co-op Bank Ltd	690.00	Equitable mortgage on Residential & Industrial property	-
Axis Bank	36.17	Hypothecation of Equipment	-
Axis Bank	19.17	Hypothecation of Equipment	-
Axis Bank	32.00	Hypothecation of Vehicle	-
HDFC Bank	5.77	Hypothecation of Equipment	-
HDFC Bank	4.33	Hypothecation of Equipment	-
HDFC Bank	18.00	Hypothecation of Vehicle	-
HDFC Bank	30.00	Hypothecation of Equipment	-
HDFC Bank	31.61	Hypothecation of Equipment	-
HDFC Bank	32.00	Hypothecation of Equipment	-
HDFC Bank	15.43	Hypothecation of Equipment	-
HDFC Bank	6.98	Hypothecation of Vehicle	-
HDFC Bank	39.95	Hypothecation of Vehicle	-
HDFC Bank	39.95	Hypothecation of Vehicle	-
INDIAN Bank	44.00	Hypothecation of Vehicle	-

ANNEXURE C

The summary of guarantees provided by the Company for the repayment of any loans availed by other entities

Summary of guarantees

Name of Party for which Guarantee is given	Om Avi Carbon Resources Pvt Ltd
Guarantee Amount (Rs in lakhs)	520.00
Name of the Lender	Indian Bank & New India Cooperative bank

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.

Our Board, in its meeting held July 5, 2024 determined that outstanding legal proceedings involving the Company, Directors and Promoters will be considered as material litigation ("Material Litigation") if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company i.e. ₹ 15.82 Lakhs, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

A. LITIGATION INVOLVING THE COMPANY

a) Criminal proceedings against the Company

As on the date of this Draft Prospectus, there are no criminal proceedings initiated against Company.

b) Criminal proceedings filed by the Company

As on the date of this Draft Prospectus, there are no criminal proceedings filed by the Company.

c) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

d) Tax Proceedings:

Direct Tax:

Sr. No.	Assessment Year	Section	Matter	Demand Outstanding (Amount Involved in ₹ in lakhs)	Current Status
1.	2020-21 to 2023-24	201, 234E, 220(2) of Income Tax Act, 1961.	TDS Payment Default	0.97	The Company has yet to pay the TDS pending amount.

Indirect Tax:

Sr. No.	Assessment Year	Section	Matter	Demand Outstanding (Amount Involved in ₹ in lakhs)	Current Status
1.	2003-04	Form E8 of the Odisha Entry Tax Act, 1999	A notice was received from the department stating demand and penalty of Rs.33,47,751/-, then	24.94	An appeal bearing no. STREV/6/2018 was filed before the

			an appeal was filed before Assistant Commissioner of Sales Tax, Jajpur by our Company and in the appeal such amount was reduced to Rs.24,94,296/-		Hon'ble High court of Odisha, which is currently pending adjudication.
2.	2004-05	Form E8 of the Odisha Entry Tax Act, 1999	An assessment was conducted and on the basis the Ld. Assessing Authority ("AA") issued an order stating demand and penalty amounting Rs.56,94,986/-, then later the Company preferred an appeal against such order before the Ld. 1 st AA, whereby the demand was reduced to Rs.50,43,370/-, later, our Company preferred an appeal before the Full Bench, Odisha Sales Tax Tribunal Cuttack, whereby vide its order dated January 15, 2018, the amount of penalty amounting to Rs.34,44,947/- was removed from the above mentioned demand. Hence, our Company is liable to pay (Rs.50,43,370 - 34,44,947 = 15,98,423)	15.98	The appeal filed was partially allowed and it was set aside to the Assessing Officer
3.	2005-06	Form E7 of the Odisha Entry Tax Act, 1999	An assessment order dated August 24, 2007 was issued by the department stating demand of Rs.9,64,453/-	9.64	The demand is pending, no further action taken by the department.
4.	2011-13	Section 42 of Odisha Value Added Tax, 2004.	Pursuant to an assessment, the assessing officer issued notice stating demand of Rs.18,66,278/- and penalty of Rs.37,32,556/-, later an appeal was preferred by our Company before the Ld. Additional Commissioner of Sales Tax (Appeal) Odisha, and such amount was reduced to Rs.10,42,282/-	10.42	The matter was remitted back to the first appellate authority for assessment afresh.
5.	2011-13	Section 43 of Odisha Value Added Tax Act, 2004.	A demand notice dated April 21, 2014 stating demand of Rs. 4,20,000 was passed by the Assessing Authority. Later, an appeal was preferred by our Company against such order before Addl. Commissioner of Sales Tax (Appeal), Central	2.10	An appeal bearing no. STREV/12/2023 was filed before the Hon'ble High Court of Odisha and is currently pending adjudication.

			Zone, Odisha, but vide its order dated October 12, 2020, they reduced the amount to Rs.2,10,000/-, then an appeal was preferred against such order by our Company before the Chairman, Odisha Sales Tax Tribunal, Cuttack, but vide its order dated February 24, 2023, the authority confirmed the demand of Rs.2,10,000/-		
6.	2013-14	Section 129A of the Customs Act, 1962	An order was issued by the Assistant Commissioner dated December 19, 2017 imposing a penalty of Rs. 5,000/- on our Company, later the Commissioner, Customs (Preventive) Bhubaneswar filed the appeal before the Ld. Commissioner (Appeals) – GST, Central Excise & Customs, Bhubaneswar, and such appeal vide its order dated April 30, 2019 allowed and the amount of penalty was increased from Rs.5,000 to Rs.50,000/-	0.50	An appeal was preferred by our Company before the Hon'ble Customs, Excise and Service Tax Appellate Tribunal, East Regional, Bench, Kolkata, which is pending adjudication.
7.	2016-17	Form VAT-312 of Odisha Value Added Tax, 2004.	A notice of demand dated April 11, 2022 was issued by the department stating demand of Rs.3,45,186/-	3.45	An appeal against such notice was preferred by our Company before the Appellate Authority by our Company.

e) Other pending material litigations against the Company

As on the date of this Draft Prospectus, there are outstanding material litigations initiated against Company.

f) Other pending material litigations filed by the Company

As on the date of this Draft Prospectus, there are outstanding material litigations filed by the Company.

B. LITIGATIONS INVOLVING THE DIRECTORS/PROMOTERS OF THE COMPANY

(a) Criminal proceedings against the Directors/ Promoters of the Company

- i. A criminal trial was filed by State of Odisha (“Plaintiff”) against Lala Tarun Prakash Narayan (“our Director”) before the Ld. S.D.J.M, Athagarh, (“Ld. Court”). The case was filed as our Director was associated with Aarti Steels Limited in the capacity of President in charge of Sponge Iron Plant and Power Plant, but since our Director was retired from the services from Aarti Steels Limited with effect from March 31, 2023, further information pertaining to the case is not available. The case is currently pending adjudication before the Ld. Court and the next date of hearing is February 17, 2025.

(b) Criminal proceedings filed by the Directors/ Promoters of the Company

As on the date of this Draft Prospectus, there are no criminal proceedings initiated filed by our Directors/Promoters of the Company.

(c) Actions by statutory and regulatory authorities against the Directors/ Promoters of the Company

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors/Promoters of the Company.

(d) Tax Proceedings:

The details pertaining to **Direct Tax** matters are as below:

Sr. No.	Name of the Director/Promoter	Assessment Year	Section	Matter	Demand Outstanding (Amount Involved in ₹ in Lakhs)	Current Status
1.	Mr. Amitesh Sinha	2010-11	250 (6) of Income Tax Act, 1961.	Order under section 250(6) was passed by the Ld. Commissioner of Income Tax (Appeals) dismissing the appeal in relation to order dated August 28, 2014 passed by the department of income tax stating demand of Rs.40,000/-	0.40	The assessee has not filed an appeal against such order.
2.	Kajal Fashionwear Agency Private Limited	2011-12	147 of the Income Tax Act, 1961.	Notice of Demand dated December 27, 2018 was issued by the department of income tax stating demand of Rs. 26,85,790/- Further an appeal was filed by our Promoter dated January 11, 2019. The same was dismissed by CIT (Appeals) Bhubaneswar vide its order dated June 06, 2024.	26.85	Our Promoter has not filed appeal against the CIT (Appeals) Bhubaneswar.

(e) Other pending material litigations against the Directors/ Promoters of the Company

As on the date of this Draft Prospectus, there are outstanding material litigations initiated against the Directors/ Promoters of the Company

(f) Other pending material litigations filed by the Directors/ Promoters of the Company

As on the date of this Draft Prospectus, there are outstanding material litigations filed by the Directors/ Promoters of the Company

C. LITIGATION INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY

(a) Criminal proceedings against the group companies of the Company

As on the date of this Draft Prospectus, there are no criminal proceedings against group companies of the Company.

(b) Criminal proceedings filed by group companies the Company

As on the date of this Draft Prospectus, there are no criminal proceedings filed by group companies of the Company.

(c) Actions by statutory and regulatory authorities against the group companies of the Company

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the group companies of the Company.

(d) Tax Proceedings: Nil

(e) Other pending material litigation against the group companies of the Company

As on the date of this Draft Prospectus, there are no other material litigation against the group companies of the Company.

(f) Other pending material litigation filed by the group companies of the Company

As on the date of this Draft Prospectus, there are no other material litigation filed by the group companies of the Company.

D. LITIGATION INVOLVING THE SUBSIDIARIES OF OUR COMPANY WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY

As on the date of this Draft Prospectus, there are no pending litigation involving subsidiaries of the Company which can have a material impact on the Company.

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS AND GROUP COMPANIES DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Prospectus in the case of our Company, Promoters, and 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.

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.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the 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.

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.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 203, there have been no material developments that have occurred after the Last Balance Sheet date.

AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on September 30, 2024 were Rs. 4,032.35 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 201.62 lakhs as on September 30, 2024. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 5, 2024. As on September 30, 2024, there are 4 material creditors to whom our Company owes amounts exceeding 5% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 3,754.23 lakhs.

As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on September 30, 2024, by our Company is as follows:

Type of Creditors	Number of Cases	Amount Involved (₹ in Lakhs)
Micro, Small and Medium Enterprises*	11	8.16
Other Creditors	166	4,024.19

Total	177	4,032.35

*Entities that are identified as "Micro, Small and Medium Enterprises" under the Restated Financial Statements are considered as micro small and medium enterprises.

The details pertaining to amounts due towards material creditors are available on the website of our Company at <https://nilachalcoke.com/>.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed, if any, in Chapter titled ***“Management’s Discussion & Analysis of Financial Conditions & Results of Operations”*** beginning on page 203, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business involving manufacturing of Low Ash Metallurgical coke and Metallurgical Low Phos Coke Fines, we require approvals and/or licenses under various laws and regulations. For further details regarding the applicable regulatory and legal framework, please refer to the chapter “**Key industry Regulations and Policies**” on page 118.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following –

I. APPROVALS FOR THE OFFER

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 10, 2024 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on September 4, 2024 authorized the Offer.

Approval from the Stock Exchange:

In-principle approval dated [●] from the BSE for using the name of the Exchange in the Offer documents for listing of the Equity Shares issued by our Company pursuant to the Offer.

Agreements with NSDL and CDSL:

- a) The Company has entered into an agreement dated September 27, 2024 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is September 26, 2024 for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated September 30, 2024 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent for the dematerialization of its shares.
- c) ISIN: INE346R01013

II. APPROVALS IN RELATION TO INCORPORATION OF OUR COMPANY

Sr. No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U23101OR2003PTC007061	Companies Act, 1956	Registrar of Companies, Cuttack	February 13, 2003	Valid till Cancelled

2.	Certificate of Incorporation pursuant to Conversion to Public Limited Company	U23101OR2003PLC007061	Companies Act, 2013	Registrar of Companies, Cuttack	February 07, 2024	Valid till Cancelled

III. TAX RELATED APPROVALS

Sr. No.	Nature of Registration/ License	Applicable Law	Applicable Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department	AABCN7333D	March, 03, 2024	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department	BBNN00182A	March, 29, 2024	Valid till Cancelled
3.	Certificate of Registration of Goods and Service tax (Odisha)	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	21AABCN7333D1Z0	March 15, 2024	Valid till Cancelled
4.	Certificate of Registration of Goods and Service tax (Andhra Pradesh)	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	33AABCN7333D1ZV	April 04, 2024	Valid till Cancelled
5.	Certificate of registration of Professional tax	Odisha State Tax on Professions, Trades, Callings and Employments Act, 2000	Commercial taxes Department, State Government of Orrisa	21AABCN7333D1ZO	Certificate not traceable	Valid till Cancelled

IV. LABOUR RELATED APPROVALS OBTAINED BY OUR COMPANY

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under ESI	Employees State Insurance Act, 1948	Sub-Regional Office, Employee's State Insurance Corporation	44000475900000402	July 18, 2024	Valid till cancelled
2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organization	ORBBS0013192000	May 10, 2007	Valid till cancelled

V. APPROVALS OBTAINED IN RELATION TO BUSINESS OPERATIONS OF OUR COMPANY

Sr. No	Description	Applicable laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Factory License	Factories Act,	Directorate of Factories	JJ102	January 1 st 2023	December 31 st

		1948	& Boilers, Odisha			2027
2.	Importer Exporter Code	Foreign Trade (Development and Regulation) Act 1992	Directorate General of Foreign Trade	2303000301	June 20, 2003	Valid till cancelled
3.	Trading License (Form D)	Mines and Minerals (Development and Regulation) Act, 1957	Department of Steel and Mines, Government of Odisha	Licence No.: RLD14898/2021 License code: 061305256441	August 19, 2021	August 18, 2026
4.	Certificate of exemption for Ground Water Withdrawal	Environment Protection Act, 1986	Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority	21-4/2753/OR/IND/2021	March 18, 2024	Valid till cancelled
5.	Fire Safety Compliance Certificate	Odisha Fire Prevention & Fire Safety Rule, 2017	Odisha Fire Service Fire Safety Recommendation	Recommendation no. RECOMM1101010052021000076 Application no. FSR1101010052021000001	March 10, 2021	Valid till cancelled
6.	Authorization of Electrical Installation	Indian Electricity Rules 1956	Senior General Manager	FC/CO/555/10814(5)	August 27, 2014	Valid till cancelled
7.	LEI Certificate	-	Entity Identifier	894500HI1Z9S93T4Z637	July 31, 2024	September 13, 2025
8.	Certificate related to weights and Measures	Legal Metrology (Enforcement) Rules, 2011	Legal Metrology Officer	JJR24C0569	July 19, 2024	July 19, 2025
9.	Certificate related to weights and Measures	Legal Metrology (Enforcement) Rules, 2011	Legal Metrology Officer	JJR24C0570	July 19, 2024	July 19, 2025

VI. ENVIROMENT RELATED APPROVAL:

Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Consent to Operate under orange category	Water (Prevention & Control of Pollution) Act, 1974 Air (Prevention & Control of Pollution) Act, 1981 Hazardous & Other Wastes (Management and Transboundary Movement) Rules 2016	State Pollution Control Board, Odisha (Department of Forest, Environment & Climate Change, Government of Odisha)	Consent order No. 08/RO-SPCB-Kalinganagar	March 27, 2024	March 31 st , 2025

VII. THE DETAILS OF DOMAIN REGISTERED BY OUR COMPANY ARE:

Sr. No	Domain Name and ID	Sponsoring Registrar and ID	Registrar Name, Id and Address	Creation Date	Registry Expiry date
1.	https://nilachalcoke.com/	D30772B294F684E8182010645 AC362101-IN	Endurance Digital Domain Technology Private Limited	May 04, 2023	May 04, 2026

VIII. LICENSES / APPROVALS WHICH ARE APPLIED BY COMPANY:

1. Application made for registration of trademark  bearing application no. 6561125 dated August 05, 2024
2. Final approval from the Odisha State Pollution Control Board is being waited for expansion by way of establishment the 2 more Coke manufacturing plants bearing file no. SIA/OR/MIS/239148/2021 Dated December 15, 2021.

IX. LICENSES / APPROVALS WHICH ARE YET TO BE APPLIED BY COMPANY:

1. Application for name change from private limited to public limited is pending for LEI certificate and Fire Safety Compliance Certificate.

SECTION XI - GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and sub period and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated July 05, 2024 for the purpose of disclosure in relation to Group Company in connection with the Offer, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such company fulfills both the below mentioned conditions: -
 - i. Such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
 - ii. The Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Except as stated, there are no company/entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/ entity (“**Group Company**”).

1. Om Avi Carbon Resources Private Limited

Details of our Group Company:

1. Om Avi Carbon Resources Private Limited

Om Avi Carbon Resources Private Limited was incorporated on May 14, 2015 as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Cuttack.

CIN	U23101OR2015PTC018962
PAN	AACCO1545M
Registered Office	Nilachal House, N-4/158, Block-B, 1 st Floor, IRC Village, Nayapalli, I R C Village, Khorda, Bhubaneswar, Odisha, India, 751015

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements of our Group Company is available on the website of our company at www.nilachalcoke.com

It is clarified that such details available on our Group Company’ websites do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Group Company’ website, as mentioned above, would be doing so at their own risk.

Other Confirmations:

- a) None of our Group Company has made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Company is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Company.

- c) None of the above-mentioned Group Company is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Common pursuits among Group Company:

As on the date of this Draft Prospectus, our Group Company, namely Om Avi Carbon Resources Private Limited are engaged in manufacturing of Low Phos, Low Ash Metallurgical Coke is similar line of business as of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Companies and in circumstances where our respective interests diverge.

Nature and extent of interest of our Group Company

a) Interest in the promotion of our Company

None of our Group Company has any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

None of our Group Company is interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Company is interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section “*Other Financial Information –Related Party Transactions*” on page 164, there are no related business transactions between the Group Company and our Company.

Business interest of our Group Company in our Company

Except as disclosed in the section “*Other Financial Information – Related Party Transactions*” on page 164, our Group Company has no business interests in our Company.

Litigations

Except as disclosed in the section “*Outstanding Litigations And Material Developments*” on page 217. Our Group Company is not party to any litigation which may have material impact on our Company.

Undertaking / Confirmations by our Group Company

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any

other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Company /Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entity they are connected with in the past and no proceedings for violation of securities laws are pending against them. The information as required by the SEBI (ICDR) Regulations with regards to the Group Company, are also available on the website of our company i.e. www.nilachalcoke.com

SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed dated August 10, 2024 authorized the Offer, subject to the approval of the shareholders of the company as required under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on September 4, 2024 authorized the Offer.

The Offer for Sale has been authorised by the board and shareholders of the Selling Shareholder by a resolution dated September 2, 2024 as the Number of Equity Shares offered are as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1.	Kajal Fashionwear Agency Private Limited	40,00,000 Equity Shares
	Total	40,00,000 Equity Shares

The Selling Shareholder have confirmed that they have not been prohibited from dealing in the securities market and the Equity Shares Offered and to be sold are free from any lien, encumbrance or third-party rights.

This Draft Prospectus has been approved by our Board pursuant to its resolution passed on November 7, 2024.

In-principle Approval:

Our Company has obtained in-principle approval from the BSE SME for using its name in the Offer Documents pursuant to an approval letter dated [●], BSE Limited is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, Our Selling Shareholder, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Our Selling Shareholder, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the last five years and no such proceedings are pending against them except as provided in the chapter “**Outstanding Litigations and Material Developments**” beginning on page 217.

Association with the Securities Market:

None of our Directors are associated with the securities market and there has been no action taken by SEBI against the Directors or any other entity with which our directors are associated as promoters or directors in the past 5 years.

Prohibition by RBI:

Neither our Company, our Promoters, Our Selling Shareholders, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a willful defaulter or fugitive economic offender or a fraudulent borrower 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 them except as details provided in the chapter “**Outstanding Litigation and Material Developments**” beginning on page 217.

Prohibition with respect to willful defaulters or a fraudulent borrower:

Neither our Company, our Promoters, Our Selling Shareholder, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as willful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018:

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Prospectus.

Eligibility for the Offer:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of Regulation 2(w) of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post Offer paid up capital is no less than Rs. 10 crores but upto Rs. 25 crores rupees and we may hence Offer Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited (in this case being the “**BSE SME**”).

We confirm that:

- 1) In accordance with Regulation 260(1) and (2) of the SEBI ICDR Regulations, this Offer will be 100% underwritten and that the LM to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting refer to section “**General Information – Underwriting**” beginning on page 52.
- 2) In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Offer 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 Two (2) 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 Two (2) Working Days, be liable to repay such application money, with an interest rate as prescribed under the Companies Act, 2013. Further, in accordance with Section 40 of the Companies Act, 2013, our Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- 3) In terms of Regulation 246(1) of the SEBI ICDR Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the LM immediately upon filing of the offer document with the Registrar of Companies.
- 4) In terms of Regulation 246(4) of the SEBI ICDR Regulations, 2018, the prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of SEBI, the lead manager and BSE SME.
- 5) In terms of Regulation 246(5) of the SEBI ICDR Regulations, 2018, we shall ensure that our LM submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.

- 6) 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 BSE SME. For further details of the arrangement of market making please refer to section titled ***“General Information – Details of the Market Making Arrangements for this Offer”*** beginning on page 52.
- 7) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
- 8) In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
- 9) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a willful defaulter or a fraudulent borrower.
- 10) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- 11) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE Limited, is the Designated Stock Exchange.
- 12) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued
- 13) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up.
- 14) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.
- 15) 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.
- 16) Our Company shall mandatorily facilitate trading in Demat Securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) and National Securities Depository Limited (NDSL) for establishing connectivity.
- 17) Our Company has a website i.e. <https://nilachalcoke.com>
- 18) The Equity Shares of our Company held by our Promoters are in dematerialized form;
- 19) All the Equity Shares fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Prospectus.
- 20) There has been no change in the promoter of the Company in the preceding one year from date of filing application to BSE Limited for listing on SME Platform.

We confirm that we comply with all the below requirements/conditions so as to be eligible to be listed on the SME Platform of BSE Limited:

1. Our Company was incorporated under Companies Act, 1956 in India.
2. As on date of this Draft Prospectus, the Company has a paid-up Capital of Rs. 22, 32, 70,000 and the Post Issue Capital will be of Rs. [●] which is less than Rs. 25.00 Crores.
3. Our Company was incorporated on February 13, 2003 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Cuttack. Therefore, we are in compliance with criteria of having track record of 3 years.
4. As on September 30, 2024, the Company has net tangible assets of Rs. 7,019.78 Lakh.
5. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years out of preceding three financial years at the time of filing this Draft Prospectus and its net-worth as on September 30, 2024 is Rs. 7,019.78 Lakh. Further, the net worth of the Company for FY 2024, 2023 and 2022 is atleast Rs. 1 crore. The following are the EBITDA and Net worth for latest audited full three FYs:

(Rs. in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
EBITDA	2,498.05	2,231.98	1,893.61
Net Worth	6,428.11	4,846.30	3,364.61

6. The leverage ratio (Total Debts to Equity) of the Company as on September 30, 2024 was 0.35 which is less than the prescribed limit of 3:1.
7. The Company confirms that no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals;
8. The Company further confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of noncompliance.
9. The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
10. The Company confirms that there has not been any change in its name in last 1 year.
11. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) and no proceedings have been admitted under Insolvency and Bankruptcy Code (IBC) against the issuer and Promoting companies.
12. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
13. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Company.
14. There is no change in promoters of the Company in preceding one year.

DISCLAIMER CLAUSE OF SEBI

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT PROSPECTUS. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER, SUN CAPITAL ADVISORY 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 MANAGER, SUN CAPITAL ADVISORY SERVICES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 7, 2024. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.”

All legal requirements pertaining to this Offer will be complied with at the time of filing of the prospectus with the Registrar of Companies, Mumbai in terms of section 26 and section 33 of the Companies act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies, Cuttack including

in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Price information and the track record of the past issues handled by the Lead Manager

For details regarding the price information and track record of the past issues handled by Sun Capital Advisory Services Private Limited, please refer below “Annexure A” to this Draft Prospectus and the website of Sun Capital Advisory Services Private Limited at: www.suncapitalservices.co.in

Annexure A

Disclosure of Price Information of Past Issues handled by Sun Capital Advisory Services Private Limited

TABLE 1:

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Sun Capital Advisory Services Private Limited:

Sr. No.	Issue Name	Issue Size (in Cr.)	Issue Price (in ₹)	Listing Date	Opening Price on Listing Date	% Change in closing price, (% change in closing benchmark2) - 30th calendar day from listing	% Change in closing price, (% change in closing benchmark2) - 90th calendar day from listing	% Change in closing price, (% change in closing benchmark2) - 180th calendar day from listing
1	Maks Energy Solutions India Limited	4.00	20.00	September 28, 2022	21.00	90.00% (8.73%)	38.33% (14.79%)	9.52% (9.80%)
2	Brisk Technovision Limited	12.48	156.00	January 31, 2024	175.00	-12.54% (4.47%)	-20.29% (21.83%)	-29.20% (78.67%)

Note:

1. The BSE SME and NSE Emerge are considered as the Benchmark Index
2. Prices on BSE SME/NSE Emerge are considered for all of the above calculations
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the nearest trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the nearest trading day has been considered.

TABLE 2: Summary Statement of Disclosure

Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Sun Capital Advisory Services Private Limited

F.Y.	Total no. of IPOs	Total amount of funds raised (₹Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%
2023-24	1	12.48	-	-	1	-	-	-	-	-	-	-	-	-
2022-23	1	4.00	-	-	-	1	-	-	-	-	-	-	-	1

Disclaimer from our Company and the Lead Manager:

Our Company, our Promoters 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, including our website, <https://nilachalcoke.com/> would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Lead Manager, the Selling Shareholders and our Company on September 26, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into between the Market Maker and Our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including in research or sales reports, at collection centres or elsewhere. Neither our Company nor Lead Manager shall be liable for any failure in uploading the Applications, due to faults in any software or hardware system, or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

Disclaimer in respect of Jurisdiction:

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies Ba non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity 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 jurisdiction of the competent court(s) in Bhubaneswar, Odisha only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented 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 from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of BSE SME:

As required, a copy of this Offer Document has been submitted to SME Platform of BSE Limited (hereinafter referred to as BSE SME). BSE has given vide its letter [●], 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 draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the filing with the RoC, Cuttack.

It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; 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 on completion of IPO 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 Promoter, its management or any scheme or project of this Issuer. It does not warrant, certify or endorse the validity, correctness or reasonableness the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent 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. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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.

Filing of Draft Prospectus/ Prospectus with the Designated Stock Exchange/ SEBI/ ROC

The Draft Prospectus is being filed with the SME Platform of BSE Limited, 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra, India.

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Draft Prospectus/ Prospectus, along with the material contracts and documents required to be filed under

Section 26 of the Companies Act, 2013 would be filed with the ROC office situated at Ministry of Corporate Affairs, Corporate Bhawan, 2nd & 3rd Floor, Plot No-9(P), Sector-1,CDA, Cuttack-753014, Odisha. Through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Listing:

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE Limited. Our Company has obtained In-principle Approval from BSE by way of its letter dated [●] for listing of equity shares on BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the 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 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 SME Platform of BSE Limited mentioned above are taken within three (3) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within three (3) Working Days from the Offer 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.

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 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

Consents:

Consents in writing of (a) Our Directors, Our Selling Shareholders, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Offer, Banker to the Offer (Sponsor Bank)*, Legal Advisor to the Offer, Underwriter to the Offer* and Market Maker to the Offer* to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

**The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior*

to the filing of the Prospectus with RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Goutam & Co, Chartered Accountants, Statutory Auditor and Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated Financial Statements as included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

Experts Opinion:

Except for the reports in the section “**Financial Information**” and “**Statement of Possible Tax Benefits**” on page 161 and page 93 from the Statutory Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

Our Company has received written consent from Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and his capacity as independent chartered engineer in respect of details in relation to capacity and capacity utilisation of manufacturing units of our Company and such consent has not been withdrawn as on the date of this Draft Prospectus.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Lead Manager will be as per the (i) Issue Agreement dated [●] with the Lead Manager Sun Capital Advisory Services Private Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Offer Closing Date.

Fees Payable to the Registrar to the Offer:

The fees payable to the Registrar to the Offer for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Offer dated [●] a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send allotment advice by registered post/speed post/ email.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or abroad in the preceding five (5) years from the date of this Draft Prospectus. Further for details in relation to right issue made by our Company, please refer to section titled “**Capital Structure**” on page 60.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled “**Capital Structure**” beginning on page 60.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public Offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Performance vis-à-vis objects – issue of subsidiaries/ listed promoters:

As on date of this Draft Prospectus, our Company does not have any listed subsidiaries. Further, as on date of this Draft Prospectus, our Company does have a corporate promoter i.e. Kajal Fashionwear Private Limited.

Performance vis-a-vis objects – Public/right issue of our Company:

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

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.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

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.

Stock Market Data of the Equity Shares:

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least eight (8) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

Investors may contact the Lead Manager for any complaint pertaining to the Offer. All grievances, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the application was submitted and ASBA Account number in which the amount equivalent to the application amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. 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.

Disposal of Investor Grievances by our Company:

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Haraprasad Rout, Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Telephone No.: +91 94388 43962

E-Mail: secretarial@nilachalcoke.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, 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 Board by a resolution on July 05, 2024 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 137.

The Company Secretary of our Company shall serve as the secretary of the Stakeholders’ Relationship Committee.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Possible Tax Benefits**” beginning on page 93.

Purchase of Property:

Other than as disclosed in Section “**Our Business**” beginning on page 102 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled “**Capital Structure**” beginning on page 60, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

Servicing Behaviour:

Except as stated in this Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “**Our Management**” beginning on page 137 and chapter titled “**Financial Information**” beginning on page 161 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Other confirmations:

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemption from complying with any provisions of securities laws, if any:

As on date of the Draft Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION IX – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of the draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities offered from time to time by SEBI, the Government of India, the BSE SME, the RBI, ROC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public Offer of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days. Further, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), has been notified and made effective on a voluntary basis for public issues opening on or after September 1, 2023, and on a mandatory basis for public issues opening on or after December 1, 2023.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.

AUTHORITY FOR THE OFFER

Our Board of Directors have vide resolution dated August 10, 2024 authorized the Offer, subject to the approval by the shareholders of our Company under Section 28 and Section 62(1) (c) of the Companies Act, 2013.

The shareholders have authorized the Offer, by passing a Special Resolution at the Extra Ordinary General Meeting held on September 4, 2024 in accordance with the provisions of Section 28 and 62 (1)(c) of the Companies Act, 2013.

The Offer for Sale has been authorised by the board and shareholders of the Selling Shareholder by a resolution dated September 2, 2024 as the Number of Equity Shares offered are as follows:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares Offered
1.	Kajal Fashionwear Agency Private Limited	40,00,000
	Total	40,00,000

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “**Description of Equity Shares and Terms of the Articles of Association**” beginning on page 287.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment and pursuant to the transfer of Equity Shares from the Offer for Sale, will be payable to the Applicants or the transferees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “**Dividend Policy**” and “**Description of Equity Shares and Terms of the Articles of Association**” beginning on pages 160 and 287, respectively.

FACE VALUE AND OFFER PRICE

The Equity Shares having a face value of ₹ 10 /- each are being offered in terms of this Draft Prospectus at the Offer Price of per [●] Equity Share. The Offer Price is determined by our Company and selling shareholder in consultation with the Lead Manager and is justified under the chapter titled “**Basis for Offer Price**” beginning on page 87.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH ICDR REGULATIONS

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

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

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “**Description of Equity Shares and**

Terms of the Articles of Association” beginning on page 287.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all applicants. In this context, the two agreements to be signed among our Company, the respective Depositories and the Registrar to the Offer:

The ISIN of the Company is **INE346R01013**

MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with Regulation 267 (2) SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Bhubaneswar, Odisha

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Offered or sold within the United States to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Offer and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NOMINATION FACILITY INVESTOR

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on

request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board of Directors, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies 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 Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

OFFER PROGRAM

An indicative timetable in respect of the Offer is set out below:

Offer Opens on	[●]
Offer Closes on	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment/Refunds / unblocking of funds from ASBA Account or UPI ID linked bank account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before [●]

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding two Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 which for the avoidance of doubt shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

In terms of Regulation 265 of SEBI ICDR Regulations, the Offer shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Offer Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266 (1).

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer 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.

Each of the Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Offer Period (except for the Offer Closing Date). On the Offer Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Offer 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 Offer 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 Offer. 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 Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Offer 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 Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

MINIMUM SUBSCRIPTION

This offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 15 days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the offeror becomes liable to repay it, the offeror and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information**” on page 52. 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.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the application law of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

WITHDRAWAL OF THE OFFER

Our Company and the Selling Shareholder in consultation with the Lead Manager, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would Offer a public notice in the newspapers in which the pre-Offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager through, the Registrar to the Offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company and Selling Shareholder withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer, our Company shall file a fresh Draft Prospectus.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

The lock-in of the pre-offer capital of our Company as provided in “**Capital Structure**” beginning on page 60 and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “**Description of Equity Shares and Terms of the Articles of Association**” beginning on page 287.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company, the Selling Shareholders and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company, the Selling Shareholders and the Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

NEW FINANCIAL INSTRUMENT

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Offer. Further, our Company is not issuing any new financial instruments through this Offer.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND ELIGIBLE QFIS

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.

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.

Further as per the extent Guidelines of the Government of India, OCBs cannot participate in this Offer.

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012 as amended from time to time and notice dated December 20, 2021 our Company will have to be mandatorily listed and traded on the SME Platform for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the mainboard of BSE

from the BSE SME on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above ₹25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the paid-up capital of the Company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this Offer are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the market making arrangement please refer the chapter titled “**General Information**” beginning on page 52.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Offer paid-up capital does not exceed ten crore rupees. The Company shall Offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Offer, please see the chapters titled “**Terms of the Offer**” and “**Offer Procedure**” beginning on pages 243 and 253 respectively.

OFFER STRUCTURE

Initial Public Offer of up to 66,00,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 6,60,00,000 /- per Equity Share (including a Share Premium of [●] per Equity Share), aggregating to ₹ [●] Lakhs comprising of Fresh Offer of up to 26,00,000 Equity shares for Cash at an Offer Price ₹ 10 /- per Equity Share aggregating up to ₹ 260 Lakh by our Company and an Offer For Sale of up to 40,00,000 Equity Shares for cash at an Offer Price of ₹ 10 /- per Equity Share aggregating to ₹ 400 Lakhs by the Selling Shareholders.

The Offer comprises a reservation of up to [●] Equity Shares of face value of ₹ 10/- each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Offer to Public of up to [●] Equity Shares of face value of ₹ 10/- each (“the Net Offer”). The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Offer paid-up equity share capital of the Company. The Offer is being made through the Fixed Price Process.

Particulars	Net Offer to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation ⁽¹⁾	Up to [●] Equity Shares	Up to [●] Equity Shares
Percentage of Offer Size available for Allocation	[●]% of the Offer Size	[●] % of the Offer Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each ⁽¹⁾ For further details please refer section titled “ Offer Procedure ” on page 253.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialized form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹2.00 Lakhs. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed ₹2.00 Lakhs	[●] Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares, subject to	[●] Equity Shares

	applicable limits to the Applicant. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹2.00 Lakhs	
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the MarketMaker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply ⁽²⁾	<i>For Other than Retail Individual Investors:</i> Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. <i>For Retail Individuals Investors:</i> Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	Market Maker
Terms of Payment ⁽³⁾	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

(1) Since present Offer is a fixed price Offer, the allocation in the net Offer to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

- (a) Minimum fifty per cent to retail individual investors; and
- (b) Remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Offer size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."

- (2) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.
- (3) In case of ASBA Applicants, the SCSB shall be authorized to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled **"Offer Procedure"** beginning on page 253.

OFFER PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issue (“GID”) prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which is issued in supersession of the Circular SEBI Circular CIR/CFD/DIL/12/2013 dated October 23, 2013 & UPI Circular which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (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 (xiii) interest in case of delay in Allotment or refund.

SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The same was applicable until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 the final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Applicants has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 (“T+3 Circular”). The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of the Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. If the Offer is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, all editions of the Hindi national daily newspaper, regional edition of the regional daily newspaper on or prior to the Offer Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their website. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Two (2) 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. Further, SEBI vide its circular no.

SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company, Selling Shareholder and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, the Company, Selling Shareholder and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public Offer of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public Offer closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Offer closure to listing would continue to be six working days.

Phase II: This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public offer closure to listing would continue to be six working days during this phase.

Phase III: This phase has become applicable on a mandatory basis for all public issues opening on or after December 1, 2023 as per the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI from time to time.

All SCSBs issuing facility of making application in public issues shall also provide facility to make application using the UPI

Mechanism. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI payment mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-offer LM will be required to compensate the concerned investor.

The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. All SCSBs offering facility of making application in public Offers shall also provide facility to make application using UPI.

Our Company and the Selling Shareholders will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

The processing fees may be released to the remitter banks (SCSBs) only after an application is made by the SCSBs to the LM with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with April 20, 2022 Circular.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

FIXED PRICE OFFER PROCEDURE

The Offer is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Offer is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful

Applicants will only be in the dematerialized form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange i.e. BSE Limited (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Offer Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Retail Individual Investors may participate in the Offer through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centers only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

*Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For RIIs using UPI mechanism, the Stock Exchanges shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Offer. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Offer and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s

authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non- SCSB bank or any Escrow Collection Bank.

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the 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 the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and

invest in equity shares;

16. Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by the Department of Posts, India;
22. Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.
23. Applications not to be made by:
 - (a) Minors (except through their Guardians)
 - (b) Partnership firms or their nominations
 - (c) Foreign Nationals (except NRIs)
 - (d) Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Investors

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

For Other than Retail Individual Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio). For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:
 - (a) Each successful applicant shall be allotted [●] Equity shares; and
 - (b) The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the net offer to public specified under the Capital Structure mentioned in this Draft Prospectus.
5. The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - a) If the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - b) The balance net offer of shares to the public shall be made available for allotment to:
 - i) Individual applicants other than retails individual investors; and
 - ii) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.
6. Retail Individual Investors' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager

and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

PARTICIPATION BY ASSOCIATES OF LEAD MANAGER TO THE OFFER

The Lead Manager shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Offer, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

APPLICATIONS BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

APPLICATIONS BY HUFs

Applications by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

APPLICATIONS BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in color). Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in color).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications

accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants offered by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 284.

APPLICATIONS BY FPIs AND FIIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalization of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may Offer, 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 offered overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are offered only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are offered only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are offered after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants offered that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- (a) Each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer is advised to use the Application Form for non-residents.

Further, Applications received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure “MIM Structure”) provided such application have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple application received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid application, FPIs making multiple applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

APPLICATIONS BY SEBI REGISTERED AIF, VCF AND FVCI

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the

Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

Equity shares of a company: the lower of 10%⁽¹⁾ of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

⁽¹⁾ The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2,500,000 million.

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

APPLICATIONS BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs 2500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (“Banking Regulation Act”), and the Reserve Bank of India (“Financial Services provided by Banks”) Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial

services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies registered with RBI, certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATIONS BY SCSBS

SCSBs participating in the Offer is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public Offers and clear demarcated funds should be available in such account for such applications.

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 following link: <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

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Prospectus and the Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable laws) and pension funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation

with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company in consultation with the LM, may deem fit.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Prospectus and the Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

OFFER 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 to the above-mentioned SEBI link.

INFORMATION FOR THE APPLICANTS

In addition to the instructions provided to the Applicants in the General Information Document for Investing in Public Issues, Applicants are requested to note the following additional information in relation to the Issue.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten working days.
2. The relevant Designated Intermediary will enter each Application into the electronic applying system as a separate Application and generate an acknowledgement slip ("Acknowledgement Slip"), for each price and demand option and give the same to the Applicant. Therefore, an Applicant can receive up to three Acknowledgement Slips for each Application Form. It is the Applicant's responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When an Applicant revises his or her Application (in case of revision in the Price), he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.
3. In relation to electronic registration of Applications, the permission given by the Stock Exchanges to use their network and software of the electronic applying system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into

the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

METHOD AND PROESSOF APPLICATIONS

The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.

The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.

During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer 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 Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

TERMS OF PAYMENT

The entire Offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public 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 have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. on the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as

may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
 - (a) Name of the Applicant;
 - (b) IPO Name;
 - (c) Application Form Number;
 - (d) Investor Category;
 - (e) PAN (of First Applicant, if more than one Applicant);
 - (f) DP ID of the demat account of the Applicant;
 - (g) Client Identification Number of the demat account of the Applicant;
 - (h) Number of Equity Shares Applied for;
 - (i) Bank Account details;
 - (j) Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - (k) Bank account number
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

Our Company, the Selling Shareholder and the Lead Manager has entered into an Underwriting Agreement dated [●].

A copy of Prospectus will be filled with the ROC in terms of Section 26 and 28 of The Companies Act, 2013.

PRE- OFFER ADVERTISEMENT

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the ROC, publish a pre- Offer advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Offer advertisement, we shall state the Offer Opening Date and the Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

WITHDRAWAL OF THE OFFER

Our Company and the Selling Shareholder in consultation with the Lead Manager, reserve the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would Offer a public notice in the newspapers in which the pre-Offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager through, the Registrar to the Offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company and Selling Shareholder withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer, our Company shall file a fresh Draft Prospectus.

PRICE DISCOVERY & ALLOCATION OF EQUITY SHARES

a) The Offer is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on proportionate basis to Non-Retail Applicants.

b) 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.

c) 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.

d) In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.

e) Allotment status details shall be available on the website of the Registrar to the Issue.

ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE (“CAN”) AND ALLOTMENT IN THE OFFER

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Offer shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Offer.

The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

DESIGNATED DATE

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Ensure that you have applied at a Price mentioned herein or in the Application Form.
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RIB bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Offer. Retail Individual Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;

8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;
12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement of your Application;
14. Retail Individual Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Offer;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while applying through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named atleast one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
28. Once the Sponsor Bank Offer the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request;
29. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
31. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
32. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the

initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;

34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Retail Individual Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Offer Closing Date.
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorized to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;
13. Do not submit the General Index Register number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a color prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Offer Period and withdraw their Applicants on or before the Offer Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Individual Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Offer Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see chapter “**General Information**” on page 52.

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. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. 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 exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details 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, the Registrar to the Offer 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 Bank Account details would be used for giving refunds to the Applicants. 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 the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same.

Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

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). 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 Offer 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 its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Offer to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

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 the PAN 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.

Our Company/ Registrar to the Offer, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants (if applicable), the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPIID linked bank account are liable to be rejected.

DISPOSAL OF APPLICATIONS

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who

receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 2 Working Days from the Offer Closing Date

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI (ICDR) Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than ten per cent of the Offer may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

GROUND FOR REFUND

Non-Receipt of Listing Permission

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Minimum Subscription

This offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 15 days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Minimum Number of Allottees

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Offer shall be 50. 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 shall be unblocked within 4 Working Days of closure of Offer.

MODE OF MAKING REFUNDS

In case of ASBA applications:

Within the time prescribed under applicable law, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

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 applicant as obtained from the Depository;
- ii. NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' 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 Applicants 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 applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants 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 Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

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. Applicants may refer to Draft Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Offeror shall make the Allotment within the period prescribed by SEBI. The Offeror 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.

GROUNDS FOR TECHNICAL REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information Document” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?”
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

INVESTOR GRIEVANCE

In case of any pre-Offer or post-offer related issues regarding share certificates/demat credit/refund orders/unblocking etc.,

investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “**General Information**” on page 52.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs 10 Lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 10 Lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs 50 Lakhs or with both.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Offer shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements to be signed among our Company, the respective Depositories and the Registrar to the Offer:

1. Agreement dated September 27, 2024 among CDSL, our Company and Registrar to the Offer.
2. Agreement dated September 30, 2024 among NSDL, our Company and the Registrar to the Offer.
3. The ISIN no of the company is INE346R01013

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three working days of the Offer Closing Date or within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
4. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time

prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period; where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

5. That if our Company do not proceed with the Offer after the Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
6. That if our Company withdraw the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company or subsequently decide to proceed with the Offer;
7. Adequate arrangements shall be made to collect all Application Forms submitted by Applicants.
8. No further issue of Equity Shares shall be made until the Equity Shares Offered through the Prospectus are listed or until the Application monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.
9. The Promoters' contribution, in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

UNDERTAKINGS BY THE SELLING SHAREHOLDERS

The Selling Shareholder undertakes the following in respect of itself as a Selling Shareholder and the Offered Shares:

1. The Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;
2. It is the legal and beneficial owner of the Offered Shares and the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;
3. It shall deposit its respective portion of the Offered Shares in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
4. It shall provide such reasonable assistance to our Company and the LM in redressal of such investor grievances that pertain to its respective portion of the Offered Shares;
5. It shall provide such reasonable cooperation to our Company in relation to its respective portion of the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange; and it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchange has been received that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicants for making a Applications in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Applications in the Offer, except as permitted under applicable law.

UTILISATION OF NET PROCEEDS

Our Board certifies that:

1. All monies received out of the Fresh Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Offer proceeds remains unutilized, under an appropriate 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 Fresh Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.
4. The utilization of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Offer Proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

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 Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department for Promotion of Industry and Internal Trade ("DPIIT").

The Government of India has from time to time made policy pronouncements on Foreign Direct Investments ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current applicable sectoral cap, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is in the business of Infrastructure Solutions, Digital Business Solutions and Consulting Solutions. As these sectors/activities are not specifically listed under the FDI Policy 2020, it shall come under the Permitted Sectors category, hence 100 % foreign direct investment through automatic route is permitted subject to applicable laws/regulations, security and other conditionalities.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each applicant 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 applicant shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

Investment conditions/restrictions for overseas entities

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through Offer, subject to total FPI investment being within the individual FPI investment limit of below 10% of the total paid-up equity capital of the Indian Company on a fully diluted basis and subject to the aggregate limit of all FPIs put together being 24% of the total paid-up equity capital of the Indian company on a fully diluted basis. However, this aggregate limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body, respectively before March 31, 2020. With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FDI Policy, 2020, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be

decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

ii. Investment by NRI or OCI on repatriation basis:

As per Schedule 3 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, an NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

iii. Investment by NRI or OCI on non-repatriation basis

As per Schedule 4 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, purchase by an NRI/OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, it will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI/OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, is prohibited from making any investment, under Schedule 4, in capital instruments or units of a Nidhi company or a company engaged in agricultural/ plantation activities or real estate business or construction of farm houses or dealing in transfer of development rights.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 regulation

SECTION X – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

Sr. No.	Preliminary	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) "The Company" shall mean Nilachal Carbo Metalicks Limited	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor Or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes here to shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General

- (l) "Month" means a calendar month.
- (m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.
- (n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
- (o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.
- (p) "Non-retiring Directors" means a director not subject to retirement by rotation.
- (q) "Office" means the registered Office for the time being of the Company.
- (r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned there to by Section 114 of the Act.
- (s) "Person" shall be deemed to include corporation and firms as well as individuals.
- (t) "Proxy" means an instrument where by any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.
- (u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88 (1) (a) of the Act.
- (v) "Seal" means the common seal for the time being of the Company.
- (w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.
- (x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.
- (y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.
- (z) "Variation" shall include abrogation; and "vary" shall include abrogate.
- (aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof or the time being in force.

CAPITAL

3. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association the Company from time to time.

Meeting

Month

Annual General Meeting

Extra-Ordinary General Meeting

National Holiday

Non-retiring Directors

Office

Ordinary and Special Resolution Person

Proxy

Register of Members

Seal

Singular number

Statutes

These Presents

Variation

Year and Financial Year

Expressions in the Act to bear the same meaning in Articles

Authorized Capital.

4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed hereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing 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.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non-Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares

9. On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:
- (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;
 - (b) No such Shares shall be redeemed unless they are fully paid;
 - (c) Subject to section 55(2)(d)(i) 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 security premium account, before the Shares are redeemed;
 - (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and
 - (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The
- Reduction of Preference Shares under the provisions by the

Provisions to apply on issue of Redeemable Preference Shares

10. The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce
- (a) The share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any security premium account

Reduction of capital

In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.

11. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

Debentures

12. The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

Issue of Sweat Equity Shares

13. The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made thereunder, by whatever name called.

ESOP

14. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

Buy Back of shares

15. Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of the min to shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause(d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which 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.

Consolidation, Sub-Division and Cancellation

16. Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.

Issue of Depository Receipts

17. Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.

Issue of Securities

MODIFICATION OF CLASS RIGHTS

18. (a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class(unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

Modification of rights

(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

New Issue of Shares not to affect rights attached to existing shares of that class.

19. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of the moto such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
20. The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
21. The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner herein before mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
22. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.
23. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.
24. 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 become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.
25. Every Member, or his heirs, executors, administrators, or legal representatives, 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 Company's regulations, require on date fixed for the payment thereof.

Shares at the disposal of the Directors.

Power to issue shares on preferential basis.

Shares should be Numbered progressively and no share to be subdivided.

Acceptance of Shares.

Directors may allot shares as full paid-up

Deposit and call etc. to be a debt payable immediately.

Liability of Members.

26. Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

Registration of Shares.

RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

27. The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act

CERTIFICATES

28. (a) Every member 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 provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that 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 one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. 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.
- (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.
- (c) A Director may sign a share certificate by affixing his

Share Certificates.

signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by mean sofa rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

- (d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —” Issued in lieu of Share Certificate No. sub-divided/replaced/on consolidation of Shares”.

29. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back there off or 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem 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 Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back there off or endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

30. (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company’s regulations.

(b) The Company shall not be bound to register more than three persons as the joint holders of any share.

31. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder there of but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

32. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by

Issue of new certificates in place of those defaced, lost or destroyed.

The first named joint holder deemed Sole holder.

Maximum number of join holders.

Company not bound to recognize any interest in share other than that of registered holders.

Installment on shares to be duly paid.

the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

UNDERWRITING AND BROKERAGE

- 33.** Subject to the provisions of Section 40(6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
- 34.** The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.

Commission

Brokerage

CALLS

- 35.** (1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.
- (2) A call may be revoked or postponed at the discretion of the Board.
- A call may be made payable by installments.
- 36.** One month notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
- 37.** A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.
- 38.** Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.
- 39.** 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 members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
- 40.** If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

Directors may make calls

Notice of Calls

Calls to date from resolution.

Calls on uniform basis.

Directors may extend time.

Calls to carry interest.

41. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
42. On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books; and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles; and that 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 was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
43. Neither adjudgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
44. (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.
(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

LIEN

45. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys

Sums deemed to be calls.

Proof on trial of suit for money due on shares.

Judgment, decree, partial payment motto proceed for forfeiture.

Payments in Anticipation of calls may carry interest

Company to have Lien on shares.

(whether presently payable or not) called or payable at affixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.

46. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person(if any)entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.

As to enforcing lien by sale.

47. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.

Application of proceeds of sale.

FORFEITURE AND SURRENDER OF SHARES

48. If any Member fails to pay the whole or any part of any call or installment or any moneys 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, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or adjudgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.

If call or installment not paid, notice may be given.

49. The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or

Terms of notice.

installment and such interest thereon as the Directors shall determine from the day 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 the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

50. If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
51. When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forth with be made in the Register of Members.
52. Any shares 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 in their absolute discretion shall think fit.
53. Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.
54. The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
55. A declaration in writing that he declarant is a Director or Secretary of the Company and that shares in the Company have 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.
56. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of maybe registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.
57. Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void

On default of payment, shares to be forfeited.

Notice of forfeiture to a Member

Forfeited shares to be property of the Company and may be sold etc.

Members still liable to pay money owing at time of forfeiture and interest.

Effect of forfeiture.

Evidence of Forfeiture.

Title of purchaser and allottee of Forfeited shares.

Cancellation of share certificate in respect of forfeited shares.

and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

58. In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.

Forfeiture may be remitted.

59. 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 to the Shares sold, and the purchasers 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.

Validity of sale

60. The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.

Surrender of shares.

TRANSFER AND TRANSMISSION OF SHARES

61. (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.

Execution of the instrument of shares.

The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.

62. The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer;

Transfer Form.

63. The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Transfer not to be registered except on production of instrument of transfer.

64. Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—
- (a) any transfer of shares on which the company has alien.
That registration of transfer shall however 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;
65. If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transferor intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case maybe, and there upon the provisions of Section 56 of the Actor any statutory modification thereof or the time being in force shall apply.
66. No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.
67. The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made there under close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty-five days at a time, and not exceeding in the aggregate forty-five days in each year as it may seem expedient to the Board.
68. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.
69. Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
70. For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/ speed post/courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
71. (a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.
- (b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.
Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to
- Directors may refuse to register transfer.**
- Notice of refusal to be given to transfer or and transferee.**
- No fee on transfer.**
- Closure of Register of Members or debenture holder or other security holders.**
- Custody of transfer Deeds.**
- Application for transfer of partly paid shares.**
- Notice to transferee.**
- Recognition of legal representative.**

dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate

Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

72. The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.

Titles of Shares of deceased Member

73. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

Notice of application when to be given

74. Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they 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 this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

Registration of persons entitled to share otherwise than by transfer. (Transmission clause).

75. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Refusal to register nominee.

76. Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

Board may require evidence of transmission.

77. The Company shall incur no liability or responsibility whatsoever

Company not liable for

inconsequence 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 or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them 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 Directors shall so think fit.

disregard of a notice prohibiting registration of transfer.

78. In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 here of as circumstances permit.

Form of transfer Outside India.

79. No transfer shall be made to any minor, insolvent or person of unsound mind.

No transfer to insolvent etc.

NOMINATION

80. i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.
- ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014
- iii) The Company shall not be in anyway responsible for transferring the securities consequent upon such nomination.
- If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand evoked.

Nomination

81. A nominee, upon production of such evidence as may be required by the Board and subject as herein after provided, elect, either-
- (i) to be registered himself as holder of the security, as the case may be; or
- (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;
- (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;
- (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be

Transmission of Securities by nominee

entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided further that the Board may, at anytime, give notice requiring any such person to elect either to be registered himself for to transfer the share or debenture, and if the notice is not complied with within ninety-days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

DEMATERIALIZATION OF SHARES

82. Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.

Dematerialization of Securities

JOINTHOLDER

83. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

Joint Holders

84. (a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

Joint and several liabilities for all payments in respect of shares.

- (b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and no thing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;

Title of survivors.

- (c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and

Receipts of one sufficient.

- (d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.

Delivery of certificate and giving of notices to first named holders.

SHARE WARRANTS

85. The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon 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 persons 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.

Power to issue share warrants

86. (a) 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 call in 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 deposit warrant.
- (b) Not more than one person shall be recognized as depositor of the Share warrant.
- (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.
87. (a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall 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 notice from the Company.
- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.
88. (a) The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

Deposit of share warrants

Privileges and disabilities of the holders of share warrant

Issue of new share warrant coupons

CONVERSION OF SHARES IN TO STOCK

89. The Company may, by ordinary resolution in General Meeting.
- (a) Convert any fully paid-up shares into stock; and
- (b) re-convert any stock into fully paid-up shares of any denomination.
90. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near there to as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
91. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
92. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stock holders" respectively.

Conversion of shares into stock or reconversion.

Transfer of stock.

Rights of stock holders.

Regulations.

BORROWING POWERS

- 93.** Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by any resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.
- 94.** Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- 95.** The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case maybe.
- 96.** Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
- 97.** If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
- 98.** Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the Directors or persons of becoming liable as aforesaid from any loss in respect of such liability.
- Power to borrow.**
- Issue of discount etc. or with special privileges.**
- Securing payment or repayment of Moneys borrowed.**
- Bonds, Debentures etc. to be under the control of the Directors.**
- Mortgage of un called Capital.**
- Indemnity may be given.**

MEETINGS OF MEMBERS

99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forth with proceed to convene Extra-Ordinary General Meeting of the members (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	a.) The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. b.) A General meeting of the company including annual general meeting may be called after giving shorter notice than specified in above clause (a), if consent is accorded by the members of the company holding not less than 95% (Ninety Five percent) of such part of the paid-up capital of the company as gives a right to vote at the meeting.	Length of Notice for calling meeting
103.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not 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 Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
104.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
105.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Chairman with consent may adjourn meeting.

- 106.** In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.
- 107.** Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forth with.
- 108.** 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.

Chairman's casting vote.

In what case poll taken without adjournment.

Demand for poll not to prevent transaction of other business.

VOTES OF MEMBERS

- 109.** No Member 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, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.
- 110.** Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference share holder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
- 111.** On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the vote she uses.
- 112.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 113.** Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made thereunder, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
- 114.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 115.** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the

Members in arrears not to vote.

Number of votes each member entitled.

Casting of votes by a member entitled to more than one vote.

Vote of member of unsound mind and of minor

Postal Ballot

E-Voting

Votes of joint members.

joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

116. Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles

Votes may be given by proxy or by representative

117. A body corporate (whether a company within the meaning of the Act or not) may, if it is member or credit or of the Company (including being a holder of debentures) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.

Representation of a body corporate.

118. (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.

Members paying money in advance.

(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.

Members not prohibited if share not held for any specified period.

119. Any person entitled under Article 73 (transmission clause) to transfer any share 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 at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of shares of deceased or insolvent members.

120. No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

No votes by proxy on show of hands.

121. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Appointment of a Proxy.

122. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
123. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or in sanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.
124. 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.
125. Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Form of proxy.

Validity of votes given by proxy notwithstanding death of a member.

Time for objections to votes.

Chairperson of the Meeting to be the judge of validity of any vote.

DIRECTORS

126. The following are the First Directors of the Company:
 1. Mr. Bibhu Datta Panda
 2. Mr. Niranjana Panda
 Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution
127. A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
128. (a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, 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
 (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.
 (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.
 (d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.

Number of Directors

Qualification shares.

Nominee Directors.

- 129.** The Board may appoint an Alternate Director to act for a Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for 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 Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
- 130.** Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.
- 131.** Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
- 132.** Until otherwise determined by the Company in General Meeting, each Director other than the managing/Whole-time Director(unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time)for attending meetings of the Board or Committees thereof.
- 133.** The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
- PROCEEDING OF THE BOARD OF DIRECTORS**
- 134.** (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.
(b) A director may, and the manager or secretary on the requisition of a director’s hall, at any time, summon a meeting of the Board.
- 135.** a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.
b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.
- 136.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.
- Appointment of alternate Director.**
- Additional Director**
- Director’s power to fill casual vacancies.**
- Sitting Fees.**
- Travelling expenses Incurred by Director on Company’s business.**
- Meetings of Directors.**
- Chairperson**
- Questions at Board meeting how decided.**

- 137.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- Continuing directors may act notwithstanding any vacancy in the Board**
- 138.** Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee 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 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.
- Directors may appoint committee.**
- 139.** The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
- Committee Meeting show to be governed.**
- 140.** a) A committee may elect a Chair person of its meetings.
b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- Chairperson of Committee Meetings**
- 141.** a) A committee may meet and adjourn as it thinks fit.
b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- Meetings of the Committee**
- 142.** Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of 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.
- Acts of Board or Committee shall be valid notwithstanding defect in appointment.**

RETIREMENT AND ROTATION OF DIRECTORS

- 143.** At the Annual General Meeting of the Company to be held in every year, not less than two-thirds of the total number of Directors of the Company shall be the person whose period of office is liable to determination by retirement of Directors by rotation and be appointed by the Company in the general meeting. Out of the two-third directors, one third of such of the Directors as are liable to retire by rotation for time being, and they will be eligible for re-election. Provided that Independent Director(s) and Nominee director(s) 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
- Eligible to retire by rotation**

retire from office under this Article.

144. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

Power to fill casual vacancy

POWERS OF THE BOARD

145. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meetings shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Powers of the Board

146. Without prejudice to the general powers conferred by the Articles 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 Articles, it is hereby, declared that the Directors shall have the following powers, that is to say.

Certain powers of the Board

- (1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.

To acquire any property, rights etc.

- (2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.

To take on Lease.

- (3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.

To erect & construct.

- (4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company,

To pay for property.

and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.

(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.

(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to 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.

(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.

(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.

(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.

(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the 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 187 of the Act, all investments shall be made and held in the Company's own name.

To insure properties of the Company.

To open Bank accounts.

To secure contracts by way of mortgage.

To accept surrender of shares.

To appoint trustees for the Company.

To conduct legal proceedings.

Bankruptcy & Insolvency

To issue receipts & give discharge.

To invest and deal with money of the Company.

(14) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund in to such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power 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.	Transfer to Reserve Funds.
(19) To appoint, and at their discretion remove or suspend such	To appoint and remove

general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, labourers, 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 to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts 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 manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.

officers and other employees.

- (20) At any time and from time to time by power of attorney 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 their 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 such appointments may (if the Board think fit) be made in favor of the members or any of the members of any local Board established as aforesaid or in favor of any Company, or the shareholders, directors, nominees or manager 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 powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
- (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose 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.
- (22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
- (23) To effect, make and enter in to on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
- (24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

To appoint Attorneys.

To enter in to contracts.

To make rules.

To effect contracts etc.

To apply & obtain concessions licenses etc.

- (25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.
- (26) To redeem preference shares.
- (27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
- (28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
- (30) 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, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.

To pay commissions or interest.

To redeem preference shares.

To assist charitable or benevolent institutions.

- (31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trademark, patent, invention or technical know-how.
- (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
- (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.
- (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.
- (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
- (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.
- (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.
- (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGING AND WHOLE-TIME DIRECTORS

147.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director	Powers to appoint Managing/Whole-Time Directors.

who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

148. The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

Remuneration of Managing or Whole Time Director.

149. (1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.
- (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.
- (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole time Director or Whole time Directors of the Company and may exercise all the powers referred to in these Articles.
- (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.

Powers and duties of Managing Director or Whole-Time Director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

150. a) Subject to the provisions of the Act, —
- i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- b) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief

Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

executive officer, manager, company secretary or chief financial officer.

THE SEAL

- 151.** (a) The Board shall provide a Common 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 the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.
- (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.
- The seal, its custody and use.**

- 152.** The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
- Deeds how executed.**

Dividend and Reserves

- 153.** (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- Division of profits.**

- 154.** The Company in General Meeting may declare dividends, to be paid to members according to the irrespective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
- The company in General Meeting may declare Dividends.**

- 155.** a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- Transfer to reserves**

- b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- 156. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 157. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- 158. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.
- 159. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.
- 160. The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
- 161. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
- 162. A transfer of shares does not pass the right to any dividend declared there on before the registration of the transfer.
- 163. Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
- 164.
 - a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
 - b) Every such cheque or warrant shall be made pay able to the order of the person to whom it is sent.
- 165. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 166. No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

Interim Dividend.

Debts may be deducted.

Capital paid up in advance not to earn dividend.

Dividends in proportion to amount paid-up.

Retention of dividends until completion of transfer under Articles.

No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.

Effect of transfer of shares.

Dividend to joint holders.

Dividend show remitted.

Notice of dividend.

No interest on Dividends.

CAPITALIZATION

- 167.
 - (1) 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 Profit and Loss

Capitalization.

- account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:
 - (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause(ii).
- (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.

The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

168.

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and
 - (b) generally to do all acts and things required to give effect thereto.
- (2) The Board shall have full power -
 - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also
 - (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or(as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

Fractional Certificates.

That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

169.

- (1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.

Inspection of Minutes Books of General Meetings.

- (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.

170. a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Inspection of Accounts

FOREIGN REGISTER

171. The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.

Foreign Register.

DOCUMENTS AND SERVICE OF NOTICES

172. Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed.
173. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorized Officer of the Company and need not be under the Common Seal of the Company.

Signing of documents & notices to be served or given.

Authentication of documents and proceedings.

WINDING UP

174. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

175. Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the

Directors' and others right to indemnity.

Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.

176. Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

Not responsible for acts of others

SECRECY

177. (a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or maybe in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

Secrecy

Access to property information etc.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACT AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Prospectus until the Offer Closing Date.

Material Contracts

1. Offer Agreement dated September 26, 2024 between our Company, the Selling Shareholder and the Lead Manager to the Offer.
2. Registrar Agreement dated September 26, 2024 executed between our Company and the Registrar to the Offer.
3. Banker to the Offer Agreement dated [●] among our Company, Lead Manager, Banker to the Offer and the Registrar to the Offer.
4. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated September 27, 2024 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated September 30, 2024 among NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certified true copies of the Memorandum and Articles of Association of the Company as amended from time to time.
2. Certificate of Incorporation dated February 13, 2003 issued by the Registrar of Companies, Cuttack.
3. Fresh certificate incorporation dated February 07, 2024 pursuant to conversion from private limited company into public limited company.
4. Copy of the Board Resolution dated August 10, 2024 authorizing the Offer and other related matters.
5. Copy of Shareholder's Resolution dated September 04, 2024 authorizing the Offer and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2024, 2023 and 2022.
7. Peer Review Auditors' Examination Report and the Restated Financial Statements for the period ended September 30, 2024 and FY 2024, 2023 and 2022 dated October 21, 2024.
8. Copy of the Statement of Special Tax Benefits dated October 21, 2024 from the Statutory Auditor.
9. Audit Committees Resolution dated October 21, 2024 approving the KPI and Certificate of KPI dated October 21, 2024 issued by the Peer Review Auditors.
10. Our Company have received consent from the Statutory Auditor (Peer Reviewed Auditor) of the Company to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to the Peer review Auditors' reports on the Restated Audited Financial Statements and such consent has not been withdrawn as on the date of this Draft Prospectus.

11. Consents of the Lead Manager to the Offer, Legal Advisor to the Offer, Registrar to the Offer, Market Maker, Underwriter, Syndicate Member, Banker to the Offer/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer as referred to, in their respective capacities.
12. Board Resolution dated November 7, 2024 for approval of Draft Prospectus and dated [●] for approval of Prospectus.
13. Consent from Er. Ashutosh Swain, Independent Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent in his capacity as the chartered engineer; and such consent has not been withdrawn as on the date of this Draft Prospectus.
14. Due Diligence Certificate from Lead Manager dated November 7, 2024
15. In-principle listing approval dated [●] from SME Platform of the BSE Limited ("BSE SME").

DECLARATIONS

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Bibhu Datta Panda Managing Director DIN: 01579026	Sd/-

Date: November 7, 2024

Place: Bhubaneswar

DECLARATIONS

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Geeta Rani Panda Non-Executive Director DIN: 03283801	Sd/-

Date: November 7, 2024

Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rishiraj Panda Whole-time Director DIN: 08681002	Sd/-

Date: November 7, 2024

Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Amitesh Sinha Independent Director DIN: 10421163	Sd/-

Date: November 7, 2024

Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Jyotiranjana Rath Independent Director DIN: 10221585	Sd/-

Date: November 7, 2024
Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Lala Tarun Prakash Narayan Independent Director DIN: 10397955	Sd/-

Date: November 7, 2024
Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Sunil Kumar Mishra Chief Financial Officer PAN: GVQPM9768G	Sd/-

Date: November 7, 2024

Place: Bhubaneswar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Haraprasad Rout Company Secretary and Compliance Officer PAN: AKGPR4705H	Sd/-

Date: November 7, 2024

Place: Bhubaneswar