

		
<p>ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: <a href="mailto:alliedblenders.ipo@icicisecurities.com">alliedblenders.ipo@icicisecurities.com</a> Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> SEBI Registration Number: INM000011179 CIN: L67120MH1995PLC086241</p>	<p>Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3 Inspire BKC, G Block Bandra Kurla Complex Bandra East, Mumbai 400 051 Maharashtra, India Tel: (+ 91 22) 4009 4400 E-mail: <a href="mailto:Allied@nuvama.com">Allied@nuvama.com</a> Website: <a href="http://www.nuvama.com">www.nuvama.com</a> SEBI Registration No.: INM000013004 CIN: U67120MH1994PLC286057</p>	<p>ITI Capital Limited (A part of The Investment Trust of India Limited Group) ITI House, Dr R. K. Shirodkar Marg, Parel, Mumbai - 400 012 Maharashtra, India Tel: + 91 22 6911 3300 E-mail: <a href="mailto:ipo.alliedblenders@iticapital.in">ipo.alliedblenders@iticapital.in</a> Website: <a href="http://iticapital.in">iticapital.in</a> SEBI Registration No.: INM000010924 CIN: U74140MH1999PLC122493</p>

### ANNEXURE III

January 15, 2024

**Securities and Exchange Board of India**  
Corporation Finance Department  
Division of Issues and Listing  
SEBI Bhavan, Plot No. C4 A, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051, India

Place: Mumbai

**Re: Proposed initial public offer of equity shares of face value of ₹ 2 each (“Equity Shares”) of Allied Blenders and Distillers Limited (“Company”)**

Dear Madam/ Sir,

We, ICICI Securities Limited, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited), and ITI Capital Limited (A part of The Investment Trust of India Limited Group), as the book running lead BRLMs (“**BRLMs**”) state and confirm that:

- (1) We have examined various documents including those relating to litigation, including commercial disputes, patent disputes, disputes with collaborators, etc. and other material while finalising the draft red herring prospectus dated January 15, 2024 (“**DRHP**”) pertaining to the said Offer;
- (2) On the basis of such examination and the discussions with the Company, its Directors, its key managerial personnel, senior management and other officers, other agencies and independent verification of the statements concerning the objects of the Offer, price justification and the contents of the documents and other papers furnished by the Company and the Selling Shareholders, we confirm that:
  - (a) the DRHP filed with the Securities and Exchange Board of India (“**SEBI**”) is in conformity with the documents, materials and papers which are material to the Offer;
  - (b) all material legal requirements relating to the Offer as specified by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and

		
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- (c) the material disclosures made in the DRHP are true and adequate to enable the investors to make a well-informed decision as to the investment in the proposed Offer and such disclosures are in accordance with the requirements of the Companies Act, 2013, as amended (“**Companies Act, 2013**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and other applicable legal requirements.
- (3) Besides ourselves, all the intermediaries named in the DRHP are registered with the SEBI and that till date such registrations are valid. **Complied with and noted for compliance**
- (4) We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. **Noted for compliance**
- (5) Written consent from the Promoters have been obtained for inclusion of its Equity Shares as part of the Promoters’ contribution subject to lock-in and the Equity Shares proposed to form part of the Promoters’ contribution subject to lock-in, shall not be disposed or sold or transferred by the Promoter during the period starting from the date of filing the DRHP with the SEBI until the date of commencement of lock-in period as stated in the DRHP. **Complied with and noted for compliance**
- (6) All applicable provisions of the SEBI ICDR Regulations, which relate to Equity Shares ineligible for computation of Promoter’s contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the DRHP. **Complied with and noted for compliance**
- (7) All applicable provisions of the SEBI ICDR Regulations which relate to receipt of Promoters’ contribution prior to opening of the Offer, shall be complied with. We confirm that arrangements have been made to ensure that Promoters’ contribution shall be received at least one day before the opening of the Offer. We undertake that auditor’s certificate to this effect shall be duly submitted to the SEBI. We further confirm that arrangements have been made to ensure that the Promoters’ contribution will be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Offer. **Not applicable**
- (8) Necessary arrangements have been made to ensure that the monies received pursuant to the Offer are credited or transferred in a separate bank account as per the provisions of sub-section (3) of Section 40 of the Companies Act, 2013 and that such moneys shall be released by the said bank only after permission is obtained from all the stock exchanges and that the agreement entered into between the Bankers to the Offer and the Company specifically contains this condition. **Noted for compliance**
- (9) The existing business as well as any new business of the Company for which funds are being raised fall within the ‘main objects’ in the object clause of the Memorandum of Association of the

		
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Company or the charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. **Complied with to the extent applicable**

- (10) Following disclosures have been made in the DRHP:
- (a) An undertaking from the Company that at any given time, there shall be only one denomination for the Equity Shares of the Company excluding SR equity shares, where the Company has outstanding SR equity shares; and **Complied with to the extent applicable and noted for compliance.**
- (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. **Complied with**
- (11) We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. **Noted for compliance**
- (12) We certify that the entity is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of SEBI ICDR Regulations. **Not applicable**

We enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoters and that the related party transactions entered into for the periods disclosed in the DRHP have been entered into by the Company in accordance with applicable laws **Complied with to the extent applicable. Refer to the Due Diligence Process Note enclosed as Appendix A to this certificate.**




We enclose a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any. **Complied with. Refer to Appendix B to this certificate.**

All capitalized terms used herein and not specifically defined shall have the same meaning ascribed to such terms in the DRHP.

Thanking you,

Sincerely,

*[Reminder of this page intentionally left blank]*

		
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*This signature page forms an integral part of the letter to the Securities and Exchange Board of India, in relation to the initial public offering of Allied Blenders and Distillers Limited.*

**For and on behalf of ICICI Securities Limited**







**Authorised signatory**

Name: Rupesh Khant

Designation: Vice President

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**For and on behalf of Nuvama Wealth Management (formerly known as Edelweiss Securities Limited)**




Authorised signatory

Name: Sachin Khandelwal

Designation: Executive Director & Co-Head - ECM, Corporate Finance



Contact Number: +91 99303 62968

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**For and on behalf of ITI Capital Limited**

Authorised signatory

Name: Pallavi Shinde

Designation: Director

Contact Number: 9820731142

E-mail: ipo.alliedblenders@iticapital.in

		
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## APPENDIX A

### Note explaining the process of due diligence that has been exercised

We, the BRLMs, with assistance from the Legal Counsel (as defined below), have carried out a due diligence exercise on the Company for the purposes of complying with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and other applicable laws, and to the extent customary for initial public offerings in India, along with other professionals and experts engaged in the Offer. The due diligence process carried out by us commenced with interactions with the senior management of the Company to gain an understanding of, among other matters, the business of the Company, key risks involved and financial overview, and the background of Company’s management. In this regard, we provided the Company with a due diligence questionnaire and information request list prepared in consultation with legal counsel. In response to the questionnaire and the information requisition list, the Company provided us with supporting documents in accordance with the questionnaire for our review and gave us explanations for our queries. In order to facilitate such review, the Company set up an online data room where copies of such relevant documents were made available for undertaking the due diligence.

All capitalized terms used herein and not specifically defined shall have the same meanings ascribed to such terms in the draft red herring prospectus dated January 15, 2024 (“**DRHP**”).

In connection with the Offer, AZB & Partners has been appointed as the legal counsel to the Company and the Selling Shareholders as to Indian law, IndusLaw has been appointed as legal counsel to the BRLMs as to Indian law and Hogan Lovells Lee & Lee has been appointed as international legal counsel to the BRLMs (“**Legal Counsel**”). The Legal Counsel have assisted us in carrying out legal due diligence, drafting of the DRHP in compliance with the SEBI ICDR Regulations and other applicable laws, and advised the Company and us on other legal matters, as appropriate in the Offer. We were also assisted by the current statutory auditors of the Company, M/s Walker Chandiook & Co. LLP (“**Statutory Auditor**”) in financial due diligence. In addition to examining the Restated Consolidated Financial Information for Fiscals 2021, 2022 and 2023 and the five months ended August 31, 2023 and August 31, 2022, the Statutory Auditor has provided a statement of possible special tax benefits available to the Company and its shareholders, and verified and certified certain matters relating to, *inter alia*, eligibility criteria, utilisation of loans for the purposes stated in loan documents, compliance with corporate governance conditions by the Company. Further, we were also assisted by SDT & Co., Chartered Accountants, acting in their capacity as independent chartered accountants, (“**Independent Chartered Accountant**”) who have verified and provided certifications with respect to certain information included in the DRHP, including, *inter-alia*, average cost of acquisition of equity shares and weighted average price of securities held by the Promoters and Selling Shareholders, compliance with corporate governance requirements by the Company, amounts outstanding against borrowings of the Company and the Subsidiaries, details of any amounts outstanding to micro, small and medium enterprises and other creditors of the Company, and certain key performance indicators of the Company and its Subsidiaries. The Independent Chartered Accountant has also confirmed to us that all related party transactions have, unless otherwise disclosed in the Restated Consolidated

		
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Financial Information, been entered into in accordance with applicable laws, on an arm’s length basis. As on the date of the DRHP, the Statutory Auditor and the Independent Chartered Accountant hold valid peer review certificates, based on representations made by each of them. Further, we were also assisted by Heena Agarwal, Company Secretary, acting in her capacity as practicing company secretary, (“**Practicing Company Secretary**”) who has verified and provided certifications with respect to compliance to compliance of certain private placements of securities by the Company in accordance with Section 42 of the Companies Act, 2013, along with the rules thereunder. In addition, we also obtained a certificate from M/s Sunil Bhor & Associates, Chartered Engineer (“**Independent Chartered Engineer**”), regarding the licensed capacity and capacity utilisation of the bottling facilities owned and operated by the Company for Fiscal 2021, 2022 and 2023 and the five months ended August 31, 2023 and August 31, 2022 and third-party facilities with exclusive bottling agreements for the five months ended August 31, 2023 and August 31, 2022.

The Company has also placed reliance on the report titled “*Industry report on Indian Alco-Beverage market*” dated January 11, 2024 (“**Technopak Report**”) issued by Technopak Advisors Private Limited (“**Technopak**”), for disclosures relating to the industry information in the DRHP. Further, the Company has received a written consent dated January 11, 2024 from Technopak (appointed by the Company on October 11, 2023) to include extracts of the Technopak Report in the DRHP and other Offer related documents. The Technopak Report has been commissioned and paid for by the Company exclusively for the purpose of the Offer.

The Statutory Auditor and the Independent Chartered Accountant have consented to be named as experts, in terms of the Companies Act, 2013, as amended, in the DRHP and such consent has not been withdrawn as at the date of filing of the DRHP with the SEBI. In addition, the independent chartered engineer, namely M/s Sunil Bhor & Associates, Chartered Engineer, has consented to be named as an “expert” to the extent and in their capacity as a chartered engineer and such consent has not been withdrawn as at the date of filing of the DRHP.

## 1. ***Business and Commercial Diligence***

The due diligence process in relation to general business and commercial matters included:

- (a) Organizing and attending a virtual kick-off discussion with the Company to develop an understanding of the business, history and other matters of the Company, its Subsidiaries and the industry overview and the regulatory environment, which were attended by members of the Company team, BRLMs, Legal Counsel and the Statutory Auditor. Virtual site visits were conducted, where the Company shared pictures and live videos of some of its distillery facilities and some of its bottling facilities. A broad overview of the business of the Company, its Subsidiaries, the industry in which they operate, the regulatory framework with respect to their businesses, the corporate structures, capital structure, financials and shareholding pattern of the Company, its Subsidiaries were presented, followed by interactive discussions.



		
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- (b) Regularly interacting with the Company’s management including the Chief Financial Officer, other Key Managerial Personnel, Senior Management, as well as other individuals from the Company’s business, secretarial, legal and finance departments, and the Statutory Auditor for the purpose of gaining an understanding about, among other matters, the business, the risks involved and the financial overview of the Company. These interactions included (i) due diligence calls, virtual drafting sessions and conference calls to discuss the draft disclosures in the DRHP; (ii) due diligence calls with the Statutory Auditor, Technopak, and certain distributors and customers of the Company; (iii) due diligence calls to receive updated information from the Company before filing the DRHP; (iv) seeking appropriate certifications from the Company, its Directors, Promoters, Promoter Group, Subsidiaries, Key Managerial Personnel, Senior Management, Group Companies, the Selling Shareholders, Statutory Auditor, Independent Chartered Accountant, Independent Chartered Engineer and Practicing Company Secretary; and (v) seeking appropriate clarifications from the Company, the Statutory Auditor and the Independent Chartered Accountant, with respect to key financial, financial related and operational data, and other information, including fund requirements based on the business plan of the Company. These interactions were conducted with the objective of assisting the Company to prepare the disclosures as required under the SEBI ICDR Regulations and other applicable laws with regard to the Offer. We will continue to undertake these interactions and due diligence calls until the allotment of Equity Shares in the Offer.
- (c) Interacting with the industry consultant, namely Technopak.
- (d) Requesting the Company to provide documents based on the requirements under the SEBI ICDR Regulations. Assisting the Company to make available due diligence documents in a virtual data room or share through e-mails and reviewing those documents along with the Legal Counsel, to comply with the diligence requirements as stipulated under the SEBI ICDR Regulations, and the other applicable laws, as is customary in such transactions.
- (e) Virtual interactions with the Key Managerial Personnel, Senior Management and other senior personnel of the Company to understand the Company’s day to day operations, key business processes and to verify the disclosures being made in the DRHP.
- (f) Reviewing, together with the Legal Counsel, certain business-related documents pertaining to the Company, including (i) contracts with consultants, advertising partners, third party bottling facilities and distributor arrangements each on a sample basis and (ii) various internal policies pertaining to its business operations, as adopted and implemented by the Company.
- (g) Obtaining circle-ups from the Statutory Auditor and the Independent Chartered Accountant on financial information as well as certifications for the operational data and certain financial related information included in the DRHP, as on and for the periods specified therein.

		
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- (h) Obtaining certificates regarding the licensed capacity and capacity utilisation of the bottling facilities owned and operated by the Company for Fiscal 2021, 2022 and 2023 and the five months ended August 31, 2023 and August 31, 2022 and third-party facilities with exclusive bottling agreements for the five months ended August 31, 2023 and August 31, 2022.
- (i) With respect to the trademark and other intellectual property registrations of the Company, we have reviewed the material trademark registrations in relation to all the ten-brand names and labels operated by the Company, and samples of the design and copy right registrations.
- (j) For certain information, relying on management certificates from the Company for compliance with the SEBI ICDR Regulations.

## 2. **Industry Information**

The Company has relied on the Technopak Report, which has been commissioned and paid for by the Company in connection with the Offer. The industry related information contained in the DRHP, including sections titled “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Result of Operations*”, has been included from the Industry Reports.

The Technopak Report will be available on the website of the Company at <https://www.abdindia.com/investor-relations/investor-information/reports/>, in accordance with applicable law and has been included as one of the documents that will be available as a material document for inspection.

## 3. **Outstanding Litigation and Material Creditors**

The Company has disclosed the following pending litigation proceedings involving the Company, its Directors, Promoters and Subsidiaries in accordance with the legal requirements under the SEBI ICDR Regulations (a) all criminal proceedings; (b) all actions by regulatory authorities and statutory authorities; (c) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; and (d) other pending litigations, as per the policy of materiality adopted by the Board of the Company by a resolution dated January 11, 2024 (the “**Materiality Policy**”) and disclosed in the section titled “*Outstanding Litigation and Other Material Developments*” on page 459 of the DRHP.

The Company has provided a list of outstanding litigation involving the Company, its Subsidiaries and supporting documents for material proceedings involving the Company. Further, we interacted with the relevant representatives of the Company to understand the status of various pending proceedings involving the Company. For disclosures relating to litigation involving the Directors, Promoters, and Group Companies, the Company has provided certifications received from such persons/ entities.

		
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As described above, outstanding legal proceedings in relation to direct and indirect taxes have been disclosed in a consolidated manner giving details of number of cases and total amount involved, except in relation to material tax litigation which are disclosed separately. With respect to such proceedings, we have relied on a list provided by the Company.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy, for the purposes of disclosure, all pending litigation involving the Company, the Subsidiaries, Directors, Promoters (together, “**Relevant Parties**”), other than criminal proceedings, actions by regulatory authorities and statutory authorities, and tax claims have been considered ‘material’ if: A. Any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered “material” for the purposes of disclosure in the Draft Red Herring Prospectus, if: a.) the aggregate monetary claim/dispute amount/liability made by or against the Relevant Parties (individually or in aggregate), in any such pending litigation / arbitration proceeding is equal to or in excess of 1% of the consolidated net worth of the Company, as at the end of the latest period covered in the Restated Consolidated Financial Information disclosed in the DRHP, being ₹ 40.78 million; or b.) any such litigation wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (a) above, but the outcome of which could, nonetheless, directly or indirectly, or together with other similar proceedings, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company and/or its Subsidiaries; B. Any pending litigation / arbitration proceedings (other than litigations mentioned in points (a) and (b) above) involving any person other than the Relevant Parties are considered “material” for the purposes of disclosure in the DRHP, if, the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company. Further, in accordance with the SEBI ICDR Regulations, in relation to litigation involving Group Companies, the Company is required to disclose only such pending litigation which has a material impact on the Company. The Company has obtained certificates from Group Companies which state that there is no pending litigation involving the Group Companies that may have a material impact or bearing on the Company.

For the purposes of the disclosures, pre-litigation notices received by the Relevant Parties or Group Companies from third parties (other than notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) have not been considered as material litigation (unless otherwise decided by the board of directors of the Company) until such time that a Relevant Party is impleaded as a defendant in proceedings before any judicial / arbitral forum.

Pursuant to the SEBI ICDR Regulations and the materiality policy adopted by the Board on January 11, 2024, for the purposes of disclosures in the DRHP, any creditor of the Company, outstanding dues to whom exceed ₹ 345.58 million, being 5% of the consolidated trade payables of the Company as per the Restated Consolidated Financial Information of the Company as of August 31, 2023, has been considered material. Consolidated disclosure on the dues to (a) creditors that are micro, small and medium enterprises; and (b) other creditors have been provided in a summary format (indicating the total number of, and aggregate outstanding amounts due to such creditors).

		
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#### 4. **Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management, Group Companies, Subsidiaries and Selling Shareholders**

For the purposes of making certain disclosures with respect to the Directors, Key Managerial Personnel, Senior Management, Promoters, Promoter Group, Subsidiaries, the Group Companies, and Selling Shareholders we have obtained certifications from the relevant entities/ persons. We also interacted with the relevant parties to assist them to understand the requirements of law and disclosures.

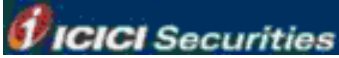
For the purposes of disclosure of the educational qualifications and professional experience of Directors, Key Managerial Personnel and Senior Management of the Company, we have relied on relevant transcripts, degree certificates, experience certificates, MCA information for directorships, and appointment letters issued by previous and current employers and other back-up documents.

Pursuant to the board resolution dated January 11, 2024, the “group companies” have been identified in accordance with the definition provided under the SEBI ICDR Regulations, if (i) the Company has entered into one or more related party transactions as described under Ind AS 24 with such company during the most recent financial year (and any stub period, as applicable) in the restated financial statements of the Company being included in the Offer Documents; and (ii) it is a member of the Promoter Group (other than the Corporate Promoters and the Subsidiaries) and has entered into one or more transactions with the Company during the most recent financial year (and any stub period, as applicable) in the Restated Consolidated Financial Information of the Company disclosed in the Offer Document(s) and individually or in the aggregate, exceed 5% of the the total consolidated restated revenue from operations of the Company as per the most recent financial year as per the Restated Consolidated Financial Information of the Company.

We have received confirmation from the Company, the Selling Shareholders, the Promoters, Promoter Group and the Directors stating that they have not been debarred or prohibited from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/ court. In addition, we have received confirmation from the Company, the Selling Shareholders, Promoters and Directors stating that they have not been categorized as wilful defaulters or fraudulent borrowers as per the definition in SEBI ICDR Regulations. We have also received confirmation from the Company, the Promoters and the Directors that none of the Promoters or Directors are ‘fugitive economic offenders’ as per the definition in SEBI ICDR Regulations. We have also received confirmations from the Company, the Selling Shareholders, the Promoters and members of Promoter Group in respect of their compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as on date of the DRHP, to the extent applicable.

#### 5. **Financial information of the Company and financial indebtedness**

We conducted due diligence on financial matters, which included meetings and a due diligence call with the Statutory Auditor, and the finance team of the Company, review of the reports and other

		
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related documents from the Statutory Auditor. The Statutory Auditor has examined the Restated Consolidated Financial Information of the Company, which were audited in accordance with the Ind AS and the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations for the Fiscals 2021, 2022 and 2023, and the five months period ended August 31, 2023 and 2022 (and provided an examination report thereon). We reviewed the Restated Consolidated Financial Information of the Company and the examination report issued thereon by the Statutory Auditor and obtained certifications with respect to certain information included in the DRHP from the Statutory Auditor. We held discussions with the Statutory Auditor on the form and manner of the reports and certifications required for such financial information.

The Statutory Auditor was also required to review the financial information relating to the Company in the DRHP in the relevant periods and have delivered customary comfort letters to the BRLMs confirming the accuracy of such financial information contained in the Company. Such comfort letters will be re-issued or brought down at certain future dates, as the Offer progresses, by the Statutory Auditor, prior to the filing of the RHP, the Prospectus and the Allotment of Equity Shares in the Offer.

We had also conducted a due diligence exercise of all outstanding financial indebtedness of the Company and its Subsidiaries, and such information (including principal terms of borrowings, as applicable) has been disclosed in summarised form in the section titled “*Financial Indebtedness*” on page 454 of the DRHP. In this connection, we have reviewed the relevant financing related documents from the lenders. We have also relied on a certificate from the Independent Chartered Accountant in connection with the Company’s financial indebtedness, ascertaining the amount of outstanding borrowings of the Company (on a consolidated basis) as of December 31, 2023, which is disclosed in the section titled “*Financial Indebtedness*” on page 454 of the DRHP.

In addition, as per the requirements of the SEBI ICDR Regulations, the Company has uploaded the audited financial statements of the Company and its material subsidiaries for Fiscals 2021, 2022 and 2023 on its website (<https://www.abdindia.com/investor-relations/financial-information/annual-reports>). Further, in accordance with the SEBI ICDR Regulations, certain financial information in relation to the top five Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available on the website of the Company as these Group Companies do not have their independent websites.

We have received the certificate provided by the Statutory Auditor on computation of the Company’s net worth, operating profit and net tangible assets, each on a restated and consolidated basis, to assess eligibility of the Company to undertake the Offer under Regulation 6 of the SEBI ICDR Regulations. We have relied on the statement of possible special tax benefits to the Company and its shareholders issued by the Statutory Auditor.

## 6. *Statutory and/or Regulatory and Other Diligence*

		
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In connection with due diligence of statutory and/or regulatory matters, we have along with the Legal Counsel, reviewed the relevant statutory and/or regulatory records of the Company, including without limitation, relevant corporate records, filings made by the Company with various key statutory and/or regulatory authorities, licenses, approvals and registrations applied for and/or received by the Company and its Subsidiaries and such other documents as we have deemed necessary and as have been provided to us by the Company from time to time and have made suitable disclosures, as prescribed, in relation to relevant findings. We have also relied on representations and certifications provided by the Company in connection with such statutory and/or regulatory matters.

We, along with the Legal Counsel, have also regularly interacted with the officials of the Company to understand the material approvals that are required to be obtained by the Company to carry out its business, followed by a due diligence exercise of such approvals.

The description of the material approvals required for the business operations and disclosure of such material approvals in respect of which applications have been made and approvals for which applications have not been made has been disclosed in the DRHP. We have appropriately disclosed details of such approvals in the sections titled “*Government and Other Approvals*” and “*Risk Factors*” on pages 474 and 35 of the DRHP, respectively.

## 7. ***Objects of the Offer***

The Company intends to use the Net Proceeds towards (a) Prepayment or scheduled re-payment of a portion of certain outstanding borrowings availed by the Company, and (b) general corporate purposes. In relation to the object on repayment/ prepayment of the Company’s borrowings, the Statutory Auditor has provided certificates confirming the utilisation of the loans for the purpose mentioned in the loan documents.

Further, the Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer expenses and relevant taxes thereon. The Company will not receive any proceeds from the Offer for Sale.

		
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#### Annexure IV

### Checklist for confirmation with the SEBI (Framework for Rejection of Draft Offer Documents) Order, 2012


Proposed initial public offering of equity shares of face value of ₹2 each (the “Equity Shares” and such offering, the “Offer”) of Allied Blenders and Distillers Limited (the “Company”)

Paragraph	Contents	Status
<b>1.</b>	<b>Rejection Criteria</b>	
<b>1.1.</b>	<b>Where Capital Structure involves any of the following;</b>	
(i)	Existence of circular transactions for building up the capital / net worth of the issuer.	No
(ii)	Ultimate promoters are unidentifiable.	No
(iii)	Promoters’ contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.	No
<b>1.2</b>	<b>Where Object of the Offer;</b>	
(i)	Is vague for which a major portion of the issue proceeds are proposed to be utilised.	No
(ii)	Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilisation of the same for the disclosed purpose.	No
(iii)	Is such where the major portion of the issue proceeds is proposed to be utilised for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc., and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.	No

		
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Paragraph	Contents	Status
(iv)	Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilised towards the stated objects of the issue.	No
(v)	Is such where the time gap between raising the funds and proposed utilisation of the same is unreasonably long.	No
<b>1.3</b>	<b>Where business model of an issuer is;</b>  Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.	No
<b>1.4</b>	<b>Where scrutiny of Financial Statements shows;</b>	No
(i)	Sudden spurt in the business just before filing the draft offer document and reply to clarifications sought is not satisfactory. This will include spurt in line items such as Income, Debtors/Creditors, intangible assets, etc.	No
(ii)	Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilised.	No
(iii)	Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.	No
(iv)	Majority of the business is with related parties or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.	No



		
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Paragraph	Contents	Status
<b>1.5</b>	<b>Where there exists litigation including regulatory action;</b>	No
(i)	Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.	No
(ii)	Which is wilfully concealed or covered.	No
<b>1.6</b>	<b>Other General Criteria;</b>	No
(i)	Failure to provide complete documentation in terms of requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	No
(ii)	Non-furnishing of information or delay in furnishing of information or furnishing of Incorrect / vague / misleading / incomplete / false / non satisfactory information to SEBI.	No
(iii)	Failure to resolve conflict of interest, whether direct or indirect, between the issuer and Merchant Banker appointed by the issuer to undertake the book building process. Quantification of conflict of interest may not always be possible but it would largely depend upon SEBI's assessment on whether such conflict of interest may affect the judgment and ability of the Merchant Banker in conducting due diligence activity of issuer.	No

		
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#### Annexure IV

### Checklist for confirmation with the SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 dated February 5, 2020, as amended

### Proposed initial public offering of equity shares of face value of ₹2 each (the “Equity Shares” and such offering, the “Offer”) of Allied Blenders and Distillers Limited (the “Company”)

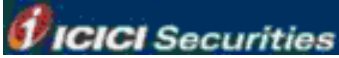
Paragraph	Contents	Status
1.	<p><b>Treatment where there is a probable cause for investigation or enquiry or when an investigation or enquiry is in progress against the entities.</b></p> <p>(1) Where there is a probable cause for investigation, examination or enquiry against the entities, the observations on the draft offer document filed by the issuer with the Board shall be kept in abeyance for a period of thirty days after such probable cause arises or the date of filing of the draft offer document with the Board, whichever is later.</p> <p>(2) Where the Board is unable to conclude such investigation, examination or enquiry against the entities due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of thirty days.</p> <p>(3) Where the Board is unable to conclude such investigation, examination or enquiry against the entities due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such investigation, examination or enquiry is concluded.</p>	N.A.
2.	<p><b>Treatment where show cause notice has been issued</b></p> <p>(1) Where a show cause notice has been issued to the entities in an adjudication proceeding, the Board may process the draft offer document and issue observations and advice the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.</p> <p>(2) Where a show cause notice has been issued in respect of proceedings under sub-section (4) of section 11 or section 11B(1), the Board shall keep in abeyance the issuance of observations for a period of ninety days from the date of filing of the draft offer document with the Board.</p>	N.A.

		
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	<p>(3) Where the Board is unable to conclude the proceedings as referred to sub-clause (2) due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of forty five days.</p> <p>(4) Where the Board is unable to conclude the proceedings as referred to sub-clause (2) due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such proceedings are concluded.</p> <p>(5) Where no order is passed within the time period specified in clause (3), the Board may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.</p>	
3.	<p><b>Treatment where recovery proceedings have been initiated or an order for disgorgement or monetary penalty has not been complied with or in case of non-compliance with any direction issued by the Board.</b></p> <p>Where the Board has initiated proceedings for recovery against the entities or when an order for disgorgement or monetary penalty passed against the entities is not complied with or in case of non-compliance with any direction issued by the Board, the observations on the draft offer document filed by the issuer with the Board shall be kept in abeyance till such proceedings are concluded or until the directions are complied with.</p>	N.A.
4.	<p><b>Reconsideration of proceedings pursuant to remand by the Securities Appellate Tribunal or court.</b></p> <p>Where proceedings has been remanded by the Securities Appellate Tribunal or a court, the same shall in effect be treated as proceedings covered under this Order, and the Board may take appropriate action in respect of the draft offer document under the provisions of this general order, subject to any order passed by the Securities Appellate Tribunal or a court, as the case may be, while remanding the matter.</p>	N.A.
5.	<p><b>Issuance of observations when the issuer is restrained by a court from making a public issue or filing of offer document:</b></p> <p>Where the issuer has been restrained by a court or tribunal from making an issue of securities or from issuing offer document to the public, the Board may examine the offer document and issue its observations thereof with a</p>	N.A.

		
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	<p>qualification that said observations are issued in accordance with the regulatory powers conferred on the Board and that the public issue or issuance of the offer document to the public by the issuer shall be subject to the orders of such court or tribunal or authority.</p>	
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## ANNEXURE VI

### Checklist for confirmation with the SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015

Proposed initial public offering of equity shares of face value of ₹2 each (the “Equity Shares” and such offering, the “Offer”) of Allied Blenders and Distillers Limited (the “Company”)

Paragraph	Contents	Status
1.	In terms of section 21 of the Securities Contracts (Regulation) Act, 1956 read with section 11A of the Securities and Exchange Board of India, Act ("SEBI Act "), all listed companies are mandated to comply with listing conditions prescribed under the equity listing agreement. Section 11A of the SEBI Act empowers SEBI to prohibit any company from issuing prospectus, etc. soliciting money from public for issue of securities and to specify requirements, for transfer of securities and matters incidental thereto.	No
2.	Disclosures by the listed companies, as per the equity listing agreement, apart from empowering investors to have requisite information so as to make investment decision, has significant bearing on price discovery, prevention of fraud/ manipulation and has an overall impact on market integrity, etc. It has been noticed that several listed companies continuously fail to comply with listing conditions stipulated under the equity listing agreement and consequently trading in their shares is suspended by the concerned recognised stock exchange. While the non-promoter shareholders of such companies remain in disadvantageous position on account of information asymmetry, their promoters/directors, who are responsible for such defaults, can use the undisclosed information about the company and dispose of their shareholding in the company leaving the gullible investors in lurch. Thus, such non-compliance jeopardise the interests of investors in such companies and adversely impact the market integrity.	No
3.	In order to ensure effective enforcement of listing conditions and improve compliance environment among the listed companies and taking into account the interests of investors in securities and the securities market,	No

		
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	<p>it is felt necessary to strengthen the regulatory mechanism in the above regard. Accordingly, in exercise of powers conferred under sections 11 and 11A of the SEBI Act, in order to protect the interest of investors, it is hereby ordered that-</p> <p>a) a suspended company, its holding and/or subsidiary, its promoters and directors shall not, issue prospectus, any offer document, or advertisement soliciting money from the public for the issue of securities, directly or indirectly; till the suspension is revoked by the concerned recognised stock exchange or securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier: Provided that SEBI may, in the interest of trade and securities market, relax the strict enforcement of this restriction on recommendation of the concerned stock exchange in case of companies, other than aforementioned, wherein such promoters are also promoters/directors;</p> <p>b) the suspended company and the depositories shall not effect transfer, by way of sale, pledge, etc., of shares of a suspended company held by promoters /promoter group and directors till three months after the date of revocation of suspension by the concerned recognised stock exchange or till securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier. The concerned recognised stock exchange and depositories shall co-ordinate with each other for ensuring compliance of this requirement. Such promoter/director may file objection, if any, before the concerned recognised stock exchange who may, on satisfactory reasons shown by such promoter/director, remove this restriction in accordance with its applicable rule, regulations and bye-laws.</p>	
4.	For the aforesaid purposes, "suspended company" means a listed company in whose shares trading is suspended from trading by the recognised stock exchange on account of non-compliance with listing requirements.	No

		
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## APPENDIX B

Checklist confirming regulation-wise compliance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

*[Attached separately.]*

		
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## APPENDIX B

**CHECKLIST INDICATING COMPLIANCE WITH CHAPTER II AND PART A OF SCHEDULE VI, PART A OF SCHEDULE XIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”) FOR THE INITIAL PUBLIC OFFERING OF ALLIED BLENDERS AND DISTILLERS LIMITED (THE “COMPANY”).**

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (“EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹ 15,000 MILLION (“OFFER”). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 10,000 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES (“OFFERED SHARES”) AGGREGATING UP TO ₹ 5,000 MILLION COMPRISING OF [●] EQUITY SHARES BY BINA KISHORE CHHABRIA AGGREGATING UP TO ₹ 2,500 MILLION, [●] EQUITY SHARES BY RESHAM CHHABRIA JEETENDRA HEMDEV AGGREGATING UP TO ₹ 1,250 MILLION AND [●] EQUITY SHARES BY NEESHA KISHORE CHHABRIA AGGREGATING UP TO ₹ 1,250 MILLION (THE “SELLING SHAREHOLDERS” AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE “OFFER FOR SALE”). THE OFFER MAY INCLUDE A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEE(S) (THE “EMPLOYEE RESERVATION PORTION”). OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (“BRLMS”), MAY OFFER A DISCOUNT OF UP TO [●]% OF THE OFFER PRICE TO ELIGIBLE EMPLOYEE(S) BIDDING IN THE EMPLOYEE RESERVATION PORTION (“EMPLOYEE DISCOUNT”), SUBJECT TO NECESSARY APPROVALS, AS MAY BE REQUIRED. THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS “NET OFFER”. THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**OUR COMPANY IN CONSULTATION WITH THE BRLMS AND THE SELLING SHAREHOLDERS, MAY CONSIDER UNDERTAKING A FURTHER ISSUE OF EQUITY SHARES OR ANY OTHER SECURITIES OF THE COMPANY AS MAY BE PERMISSIBLE THROUGH A PREFERENTIAL ISSUE OR ANY OTHER METHOD AS MAY BE PERMITTED IN ACCORDANCE WITH APPLICABLE LAW TO ANY PERSON(S), FOR A CASH CONSIDERATION AGGREGATING UP TO ₹ 2,000 MILLION BETWEEN THE DATE OF THIS DRAFT RED HERRING PROSPECTUS TILL THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC (“PRE-IPO PLACEMENT”), SUBJECT TO APPROPRIATE APPROVALS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH, AND THE PRE-IPO PLACEMENT WILL BE COMPLETED PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE**



		
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**AMOUNT RAISED PURSUANT TO SUCH A PRE-IPO PLACEMENT WILL BE REDUCED FROM THE AMOUNT OF THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR.**

**THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.**

Capitalized terms not defined herein would have the same meaning as attributed to them in the draft red herring prospectus dated January 15, 2024, of the Company filed with the Securities and Exchange Board of India (“SEBI”) along with this Annexure (the “DRHP”).




The following chapters and schedules of the SEBI ICDR Regulations do not apply to the Offer:

1. Chapter II-A – Initial Public Offer on Main Board through Pre-filing of Draft Offer Document
2. Chapter III - Rights Issue
3. Chapter IV - Further Public Offer
4. Chapter V - Preferential Issue
5. Chapter VI - Qualified Institutions Placement
6. Chapter VII - Initial Public Offer of Indian Depository Receipts
7. Chapter VIII - Rights Issue of Indian Depository Receipts
8. Chapter IX - Initial Public Offer by Small and Medium Enterprises
9. Chapter X - Innovators Growth Platform
10. Chapter X-A – Social Stock Exchange
11. Chapter XI - Bonus Issue
12. Chapter XI-A – Power to Relax Strict Enforcement of the Regulations
13. Schedule VI (Part B) - Disclosures in a letter of offer




		
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14. Schedule VI (Part B-1) – Disclosures in a letter of offer
15. Schedule VI (Part C) - Certain disclosures not mandatory in case of a further public offer
16. Schedule VI (Part D) - Certain disclosure not mandatory in case of fast track public issue
17. Schedule VI (Part F) - Disclosures in an abridged letter of offer
18. Schedule VII – Disclosures in a Placement Document
19. Schedule VIII – Disclosures in offer documents and abridged prospectus and letter of offer for issue of Indian Depository Receipts Schedule XI – Format of report to be submitted by the monitoring agency
20. Schedule XV – Format of report for green shoe option
21. Schedule XVI-A – Nature of changes in the offer document requiring filing of updated letter of offer
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		<b>PART I: ELIGIBILITY REQUIREMENTS</b>			
<b>4</b>		<b>Reference Date</b>			
		Unless otherwise provided in this Chapter, an issuer making an initial public offer of specified securities shall satisfy the conditions of this Chapter as on the date of filing of the draft offer document with the Board and also as on the date of filing the offer document with the Registrar of Companies.	Complied with and noted for compliance.	-	The Offer is an Initial Public Offering of Equity Shares.
<b>5</b>		<b>Entities not eligible to make an initial public offer</b>			
	(1)	An issuer shall not be eligible to make an initial public offer -			

		
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	(a)	if the issuer, any of its promoters, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board.	Complied with and noted for compliance.	480	There is a distinct negative statement to this effect. It is included in the section titled <i>Other Regulatory and Statutory Disclosures</i> .
	(b)	if any of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.	Complied with and noted for compliance.	480	There is a distinct negative statement to this effect. It is included in the section titled <i>Other Regulatory and Statutory Disclosures</i> .
	(c)	if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.	Complied with and noted for compliance.	480	There is a distinct negative statement to this effect. It is included in the section titled <i>Other Regulatory and Statutory Disclosures</i> .
	(d)	If any of its promoters or directors is a fugitive economic offender	Complied with and noted for compliance.	480	There is a distinct negative statement to this effect. It is included in the section titled <i>Other Regulatory and Statutory Disclosures</i> .
		<b>Explanation:</b> The restrictions under (a) and (b) above shall not apply to the persons or entities mentioned therein, who were debarred in the past by the Board and the period of debarment is already over as on the date of filing of the draft offer document with the Board.			
	(2)	An issuer shall not be eligible to make an initial public offer if there are any outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer:  Provided that the provisions of this sub-regulation shall not apply to:	Complied with to the extent applicable and noted for compliance.	480-481	A statement to this effect has been included in the section titled " <i>Other Regulatory and Statutory Disclosures</i> ".

		
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		(a) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard; (b) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be.			
<b>6</b>		<b>Eligibility requirements for an initial public offer</b>			
	(1)	An issuer shall be eligible to make an initial public offer only if:	Complied with.	479-480	The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations. A statement to this effect has been included in the section titled “ <i>Other Regulatory and Statutory Disclosures</i> ”.
	a)	it has net tangible assets of at least three crore rupees, calculated on a restated and consolidated basis, in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets:  Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the issuer has utilised or made firm commitments to utilise such excess monetary assets in its business or project;			

		
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		Provided further that the limit of fifty per cent. on monetary assets shall not be applicable in case the initial public offer is made entirely through an offer for sale.			
	b)	it has an average operating profit of at least fifteen crore rupees, calculated on a restated and consolidated basis, during the preceding three years (of twelve months each), with operating profit in each of these preceding three years;			
	c)	it has a net worth of at least one crore rupees in each of the preceding three full years (of twelve months each), calculated on a restated and consolidated basis;			
	d)	if it has changed its name within the last one year, at least fifty per cent. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.			
	(2)	An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.	Not applicable.	-	The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations. A statement to this effect has been included in the section titled “ <i>Other Regulatory and Statutory Disclosures</i> ”.
	(3)	If an issuer has issued SR equity shares to its promoters/ founders, the said issuer shall be allowed to do an initial public offer of only ordinary shares for listing on the Main Board	Not applicable.	-	The Company does not have any equity shares with superior voting rights.

		
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		subject to compliance with the provisions of this Chapter and these clauses - i. the issuer shall be intensive in the use of technology, information technology, intellectual property, data analytics, bio-technology or nano-technology to provide products, services or business platforms with substantial value addition. ii. the net worth of the SR shareholder, as determined by a Registered Valuer, shall not be more than rupees one thousand crore. Explanation: While determining the individual net worth of the SR shareholder, his investment/ shareholding in other listed companies shall be considered but not that of his shareholding in the issuer company. iii. The SR shares were issued only to the promoters/ founders who hold an executive position in the issuer company. iv. The issue of SR equity shares had been authorized by a special resolution passed at a general meeting of the shareholders of the issuer, where the notice calling for such general meeting specifically provided for - a. the size of issue of SR equity shares, b. ratio of voting rights of SR equity shares vis-à-vis the ordinary shares, c. rights as to differential dividends, if any d. sunset provisions, which provide for a time frame for the validity of such SR equity shares,			




		
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		e. matters in respect of which the SR equity shares would have the same voting right as that of the ordinary shares, v. the SR equity shares have been issued prior to the filing of draft red herring prospectus and held for a period of at least three months prior to the filing of the red herring prospectus. vi. The SR equity shares shall have voting rights in the ratio of a minimum of 2:1 upto a maximum of 10:1 compared to ordinary shares and such ratio shall be in whole numbers only. vii. The SR equity shares shall have the same face value as the ordinary shares. viii. The issuer shall only have one class of SR equity shares. ix. The SR equity shares shall be equivalent to ordinary equity shares in all respects, except for having superior voting rights.			
<b>7.</b>		<b>General Conditions</b>			
	(1)	An issuer making an initial public offer shall ensure that:			
	a)	it has made an application to one or more stock exchanges to seek an in-principle approval for listing of its specified securities on such stock exchanges and has chosen one of them as the designated stock exchange, in terms of Schedule XIX;	Noted for compliance.	Cover page	The Company will apply for in-principle listing and trading approvals to BSE Limited and the National Stock Exchange of India Limited (the “Stock Exchanges”) in accordance with Regulation 28 of the Securities and Exchange Board of India




		
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					(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The designated stock exchange shall be selected prior to filing of the Red Herring Prospectus with the RoC. Statements to this effect have also been included in the section titled “ <i>Other Regulatory and Statutory Disclosures</i> ”.
	b)	it has entered into an agreement with a depository for dematerialisation of the specified securities already issued and proposed to be issued;	Complied with.	498	A statement to this effect has been included in the section titled “ <i>Offer Information</i> ”.  In this context, two agreements have been signed amongst the Company, the respective Depositories and the Registrar to the Offer: <ul style="list-style-type: none"> <li>• Tripartite agreement dated March 13, 2018, amongst our Company, NSDL and the Registrar to the Offer.</li> <li>• Tripartite agreement dated February 23, 2018, amongst our Company, CDSL and the Registrar to the Offer.</li> </ul>
	c)	all its specified securities held by the promoters are in dematerialised form prior to filing of the offer document;	Noted for compliance.	116	All Equity Shares held by the Promoters are in dematerialised form.






		
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					A statement to this effect is included in the section titled “ <i>Capital Structure</i> ” of the DRHP.
	d)	all its existing partly paid-up equity shares have either been fully paid-up or have been forfeited;	Not applicable.	119	The Company does not have any partly paid-up Equity Shares as on the date of the DRHP. A statement to this effect is included in the section titled “ <i>Capital Structure</i> ” of the DRHP.
	e)	it has made firm arrangements of finance through verifiable means towards seventy-five per cent. of the stated means of finance for a specific project proposed to be funded from the issue proceeds, excluding the amount to be raised through the proposed public issue or through existing identifiable internal accruals.	Not applicable.	481	The funding requirements for the Objects of the Offer are proposed to be funded either from the Net Proceeds or through internal accruals. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals.  A statement to this effect is included in the section titled “ <i>Objects of the Offer</i> ” of the DRHP.

		
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	(2)	The amount for general corporate purposes, as mentioned in objects of the issue in the draft offer document and the offer document shall not exceed twenty-five per cent. of the amount being raised by the issuer.	Noted for compliance.	122	A statement to this effect has been included in the section titled “ <i>Objects of the Offer</i> ” of the DRHP.
		<b>Explanation:</b> For the purposes of regulation 6 and 7:			
	(I)	“project” means the object for which monies are proposed to be raised to cover the objects of the issue	Not applicable	-	
	(II)	In case of an issuer which had been a partnership firm or a limited liability partnership, the track record of operating profit of the partnership firm or the limited liability partnership shall be considered only if the financial statements of the partnership business for the period during which the issuer was a partnership firm or a limited liability partnership, conform to and are revised in the format prescribed for companies under the Companies Act, 2013 and also comply with the following: (a) adequate disclosures are made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013; (b) the financial statements are duly certified by the statutory auditor stating that: (i) the accounts and the disclosures made are in accordance with the provisions of schedule III of the Companies Act, 2013; (ii) the applicable accounting standards have been followed;			

		
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		(iii) the financial statements present a true and fair view of the firm's accounts;			
	(III)	In case of an issuer formed out of a division of an existing company, the track record of distributable profits of the division spun-off shall be considered only if the requirements regarding financial statements as provided for partnership firms or limited liability partnerships in Explanation (II) are complied with.			
	(3)	<p>The amount for:</p> <ol style="list-style-type: none"> <li>general corporate purposes, and</li> <li>such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed thirty-five per cent. of the amount being raised by the issuer:</li> </ol> <p>Provided that the amount raised for such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed twenty five per cent. of the amount being raised by the issuer:</p> <p>Provided further that such limits shall not apply if the proposed acquisition or strategic investment object has been identified and suitable specific disclosures about such acquisitions or investments are made in the draft offer document and the offer document at the time of filing of offer documents.</p>	Not applicable	-	

		
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<b>8.</b>		<b>Additional conditions for an offer for sale</b>			
		<p>Only such fully paid-up equity shares may be offered for sale to the public, which have been held by the sellers for a period of at least one year prior to the filing of the draft offer document:</p> <p>Provided that in case the equity shares received on conversion or exchange of fully paid-up compulsorily convertible securities including depository receipts are being offered for sale, the holding period of such convertible securities, including depository receipts, as well as that of resultant equity shares together shall be considered for the purpose of calculation of one year period referred in this sub-regulation.</p> <p>Provided further that such holding period of one year shall be required to be complied with at the time of filing of the draft offer document.</p>	Complied with to the extent applicable and noted for compliance.	529, 86	A statement to the effect that the Selling Shareholder’s respective Offered Shares are in compliance with this regulation is specified in the section titled “ <i>The Offer</i> ”, “ <i>Other Regulatory and Statutory Disclosures</i> ”.
		<b>Explanation:</b> If the equity shares arising out of the conversion or exchange of the fully paid-up compulsorily convertible securities are being offered for sale, the conversion or exchange should be completed prior to filing of the offer document (i.e. red herring prospectus in the case of a book built issue and prospectus in the case of a fixed price issue), provided full disclosures of the terms of conversion or exchange are made in the draft offer document.	Not applicable	-	

		
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		Provided further that the requirement of holding equity shares for a period of one year shall not apply:			
	a)	in case of an offer for sale of a government company or statutory authority or corporation or any special purpose vehicle set up and controlled by any one or more of them, which is engaged in the infrastructure sector			
	b)	if the equity shares offered for sale were acquired pursuant to any scheme approved by a High Court or approved by a tribunal or the Central Government under the sections 230 to 234 of Companies Act, 2013, as applicable, in lieu of business and invested capital which had been in existence for a period of more than one year prior to approval of such scheme;			
	c)	if the equity shares offered for sale were issued under a bonus issue on securities held for a period of at least one year prior to the filing of the draft offer document with the Board and further subject to the following: (i) such specified securities being issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the draft offer document is filed with the Board; and (ii) such equity shares not being issued by utilisation of revaluation reserves or unrealized profits of the issuer.			
<b>8A</b>		<b>Additional conditions for an offer for sale for issues under sub-regulation (2) of regulation 6</b>	Not applicable	-	

		
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		For issues where draft offer document is filed under sub-regulation (2) of regulation 6 of these regulations: <ol style="list-style-type: none"> <li>a. shares offered for sale to the public by shareholder(s) holding, individually or with persons acting in concert, more than twenty per cent of pre-issue shareholding of the issuer based on fully diluted basis, shall not exceed more than fifty per cent of their pre-issue shareholding on fully diluted basis;</li> <li>b. shares offered for sale to the public by shareholder(s) holding, individually or with persons acting in concert, less than twenty per cent of pre-issue shareholding of the issuer based on fully diluted basis, shall not exceed more than ten per cent of pre-issue shareholding of the issuer on fully diluted basis;</li> <li>c. for shareholder(s) holding, individually or with persons acting in concert, more than twenty per cent of pre-issue shareholding of the issuer based on fully diluted basis, provisions of lock-in as specified under regulation 17 of these regulations shall be applicable, and relaxation from lock-in as provided under clause (c) of regulation 17 of these regulations shall not be applicable.</li> </ol>	Not applicable.	-	The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations.
		<b>PART II: ISSUE OF CONVERTIBLE DEBT INSTRUMENTS AND WARRANTS</b>			
<b>9.</b>		<b>Eligibility requirements for issue of convertible debt instruments</b>			


		
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		An issuer shall be eligible to make an initial public offer of convertible debt instruments even without making a prior public issue of its equity shares and listing thereof.  Provided that it is not in default of payment of interest or repayment of principal amount in respect of debt instruments issued by it to the public, if any, for a period of more than six months.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
<b>10.</b>		Additional requirements for issue of convertible debt instruments			
	(1)	In addition to other requirements laid down in these regulations, an issuer making an initial public offer of convertible debt instruments shall also comply with the following conditions:	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(a)	it has obtained credit rating from at least one credit rating agency;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(b)	it has appointed at least one debenture trustee in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(c)	it shall create a debenture redemption reserve in accordance with the provisions of the Companies Act, 2013 and rules made thereunder;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.




		
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	(d)	if the issuer proposes to create a charge or security on its assets in respect of secured convertible debt instruments, it shall ensure that:	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(i)	such assets are sufficient to discharge the principal amount at all times;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(ii)	such assets are free from any encumbrance;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(iii)	where security is already created on such assets in favour of any existing lender or security trustee or the issue of convertible debt instruments is proposed to be secured by creation of security on a leasehold land, the consent of such lender or security trustee or lessor for a second or pari passu charge has been obtained and submitted to the debenture trustee before the opening of the issue;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(iv)	the security or asset cover shall be arrived at after reduction of the liabilities having a first or prior charge, in case the convertible debt instruments are secured by a second or subsequent charge.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(2)	The issuer shall redeem the convertible debt instruments in terms of the offer document.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
<b>11.</b>		<b>Conversion of optionally convertible debt instruments into equity shares</b>	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.






		
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	(1)	The issuer shall not convert its optionally convertible debt instruments into equity shares unless the holders of such convertible debt instruments have sent their positive consent to the issuer and non-receipt of reply to any notice sent by the issuer for this purpose shall not be construed as consent for conversion of any convertible debt instruments.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(2)	Where the value of the convertible portion of any listed convertible debt instruments issued by an issuer exceeds ten crore rupees and the issuer has not determined the conversion price of such convertible debt instruments at the time of making the issue, the holders of such convertible debt instruments shall be given the option of not converting the convertible portion into equity shares:  Provided that where the upper limit on the price of such convertible debt instruments and justification thereon is determined and disclosed to the investors at the time of making the issue, it shall not be necessary to give such option to the holders of the convertible debt instruments for converting the convertible portion into equity share capital within the said upper limit.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(3)	Where an option is to be given to the holders of the convertible debt instruments in terms of sub-regulation (2) and if one or more of such holders do not exercise the option to convert the instruments into equity share capital at a price determined in the general meeting of the shareholders, the issuer shall redeem	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.

		
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		that part of the instruments within one month from the last date by which option is to be exercised, at a price which shall not be less than its face value.			
	(4)	The provision of sub-regulation (2) shall not apply if such redemption is as per the disclosures made in the offer document.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
<b>12.</b>		Issue of convertible debt instruments for financing			
		An issuer shall not issue convertible debt instruments for financing or for providing loans to or for acquiring shares of any person who is part of the promoter group or group companies:  Provided that an issuer shall be eligible to issue fully convertible debt instruments for these purposes if the period of conversion of such debt instruments is less than eighteen months from the date of issue of such debt instruments.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
<b>13.</b>		Issue of warrants			
		An issuer shall be eligible to issue warrants in an initial public offer subject to the following:	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(a)	the tenure of such warrants shall not exceed eighteen months from the date of their allotment in the initial public offer;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(b)	a specified security may have one or more warrants attached to it;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.

		
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	(c)	the price or formula for determination of exercise price of the warrants shall be determined upfront and disclosed in the offer document and at least twenty-five per cent. of the consideration amount based on the exercise price shall also be received upfront;  Provided that in case the exercise price of warrants is based on a formula, twenty-five per cent. consideration amount based on the cap price of the price band determined for the linked equity shares or convertible securities shall be received upfront	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(d)	in case the warrant holder does not exercise the option to take equity shares against any of the warrants held by the warrant holder, within three months from the date of payment of consideration, such consideration made in respect of such warrants shall be forfeited by the issuer	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
		<b>PART III: PROMOTERS' CONTRIBUTION</b>			
<b>14.</b>		<b>Minimum Promoter's Contribution</b>			
	(1)	The promoters of the issuer shall hold at least twenty per cent of the post-issue capital: Provided that in case the post-issue shareholding of the promoters is less than twenty per cent, alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India may contribute to meet the shortfall in minimum contribution as	Complied with and noted for compliance to the extent applicable.	117	A statement to this effect has been included in the section titled " <i>Capital Structure</i> " of the DRHP.

		
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		specified for the promoters, subject to a maximum of ten per cent. of the post-issue capital without being identified as promoter(s).  Provided further that the requirement of minimum promoters' contribution shall not apply in case an issuer does not have any identifiable promoter.			
	(2)	The minimum promoters' contribution shall be as follows:			
	a)	the promoters shall contribute twenty per cent as stipulated in sub-regulation (1), as the case may be, either by way of equity shares, including SR equity shares held, if any, or by way of subscription to convertible securities:  <b>Provided that</b> if the price of the equity shares allotted pursuant to conversion is not pre-determined and not disclosed in the offer document, the promoters shall contribute only by way of subscription to the convertible securities being issued in the public issue and shall undertake in writing to subscribe to the equity shares pursuant to conversion of such securities	Complied with and noted for compliance to the extent applicable.	117	The details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Minimum Promoters' Contribution will be provided in the section titled " <i>Capital Structure</i> " of the Prospectus.
	b)	in case of any issue of convertible securities which are convertible or exchangeable on different dates and if the promoters' contribution is by way of equity shares (conversion price being pre-determined), such contribution shall not be at a price lower than the weighted average price of the equity share capital arising out of conversion of such securities.	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.

		
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	c)	<p>subject to the provisions of clause (a) and (b) above, in case of an initial public offer of convertible debt instruments without a prior public issue of equity shares, the promoters shall bring in a contribution of at least twenty per cent. of the project cost in the form of equity shares, subject to contributing at least twenty per cent. of the issue size from their own funds in the form of equity shares:</p> <p><b>Provided</b> that if the project is to be implemented in stages, the promoters' contribution shall be with respect to total equity participation till the respective stage vis-à-vis the debt raised or proposed to be raised through the public issue.</p>	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(3)	The promoters shall satisfy the requirements of this regulation at least one day prior to the date of opening of the issue.	Noted for compliance.	-	
	(4)	<p>In case the promoters have to subscribe to equity shares or convertible securities towards minimum promoters' contribution, the amount of promoters' contribution shall be kept in an escrow account with a scheduled commercial bank, which shall be released to the issuer along with the release of the issue proceeds:</p> <p><b>Provided</b> that where the promoters' contribution has already been brought in and utilised, the issuer shall give the cash flow statement disclosing the use of such funds in the offer document; Provided further that where the minimum promoters' contribution is more than one hundred crore rupees</p>	Not applicable.	-	The Promoters are not required to subscribe to equity shares towards minimum promoters' contribution.

		
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		and the initial public offer is for partly paid shares, the promoters shall bring in at least one hundred crore rupees before the date of opening of the issue and the remaining amount may be brought on a pro-rata basis before the calls are made to the public.			
		<b>Explanation:</b> For the purpose of this regulation: (I) Promoters' contribution shall be computed on the basis of the post-issue expanded capital: (a) assuming full proposed conversion of convertible securities into equity shares; (b) assuming exercise of all vested options, where any employee stock options are outstanding at the time of initial public offer in terms of proviso (a) to sub-regulation (2) of regulation 5. (II) For computation of "weighted average price": (a) "weight" means the number of equity shares arising out of conversion of such specified securities into equity shares at various stages; (b) "price" means the price of equity shares on conversion arrived at after taking into account the predetermined conversion price at various stages	Not applicable	-	
15.		<b>Securities ineligible for minimum promoters' contribution</b>			




		
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	(1)	For the computation of minimum promoters' contribution, the following specified securities shall not be eligible:			
	(a)	specified securities acquired during the preceding three years, if these are:	Complied with to the extent applicable and noted for compliance.	117	A statement to the effect that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of this regulation has been included in the section titled "Capital Structure" of the DRHP.
	(i)	acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction; or			
	(ii)	resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution;			
	(b)	specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer:  Provided that nothing contained in this clause shall apply: (i) if the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, as	Not applicable.	117	A statement to the effect that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of this regulation has been included in the section titled "Capital Structure" of the DRHP.




		
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		applicable, pay to the issuer the difference between the price at which the specified securities are offered in the initial public offer and the price at which the specified securities had been acquired; (ii) if such specified securities are acquired in terms of the scheme under sections 230 to 234 of the Companies Act, 2013, as approved by a High Court or a tribunal or the Central Government, as applicable, by the promoters in lieu of business and invested capital that had been in existence for a period of more than one year prior to such approval (iii) to an initial public offer by a government company, statutory authority or corporation or any special purpose vehicle set up by any of them, which is engaged in the infrastructure sector			
	(c)	specified securities allotted to the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management:	Not applicable.	117	A statement to the effect that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of this regulation has been included in the section titled "Capital Structure" of the DRHP.






		
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		Provided that specified securities, allotted to the promoters against the capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible;			
	(d)	specified securities pledged with any creditor.	Not applicable.	117	A statement to the effect that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of this regulation has been included in the section titled "Capital Structure" of the DRHP.
	(2)	Specified securities referred to in clauses (a) and (c) of sub-regulation (1) shall be eligible for the computation of promoters' contribution if such securities are acquired pursuant to a scheme which has been approved by a High Court or approved by a tribunal or the Central Government under sections 230 to 234 of the Companies Act, 2013.	Not applicable.	117	A statement to the effect that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of this regulation has been included in the section titled "Capital Structure" of the DRHP.
		<b>PART IV: LOCK-IN AND RESTRICTIONS ON TRANSFERABILITY</b>			
<b>16.</b>		<b>Lock-in of specified securities held by the promoters</b>			
	(1)	The specified securities held by the promoters shall not be transferable (hereinafter referred to as "lock-in") for the periods as stipulated hereunder.			
	(a)	minimum promoters' contribution including contribution made by alternative investment funds or foreign venture capital	Noted for compliance.	117	

		
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		investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India referred to in proviso to sub-regulation (1) of regulation 14, shall be locked-in for a period of eighteen months from the date of allotment in the initial public offer;			
		Provided that in case the majority of the issue proceeds excluding the portion of offer for sale is proposed to be utilized for capital expenditure, then the lock-in period shall be three years from the date of allotment in the initial public offer.	Not applicable.	-	
	(b)	promoters' holding in excess of minimum promoters' contribution shall be locked-in for a period of six months from the date of allotment in the initial public offer	Noted for compliance.	117	A statement to this effect is included in the "Capital Structure" section of the DRHP.
		Provided that in case the majority of the issue proceeds excluding the portion of offer for sale is proposed to be utilized for capital expenditure, then the lock-in period shall be one year from the date of allotment in the initial public offer.	Not applicable.	-	
		<b>Explanation:</b> For the purpose of this sub-regulation, "capital expenditure" shall include civil work, miscellaneous fixed assets, purchase of land, building and plant and machinery, etc.			
	(2)	The SR equity shares shall be under lock-in until conversion into equity shares having voting rights same as that of ordinary shares or shall be locked-in for a period specified in sub-regulations (1), whichever is later.	Not applicable.	-	The Company does not have any equity shares with superior voting rights.

		
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<b>17.</b>		<b>Lock-in of specified securities held by persons other than the promoters</b>			
		The entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of six months from the date of allotment in the initial public offer.	Noted for compliance.	118	A statement to this effect is included in the section of “ <i>Capital Structure</i> ” of the DRHP.
		Provided that nothing contained in this regulation shall apply to:			
	a)	equity shares allotted to employees, whether currently an employee or not, under an employee stock option or employee stock purchase scheme of the issuer prior to the initial public offer, if the issuer has made full disclosures with respect to such options or scheme in accordance with Part A of Schedule VI;	Not applicable.	-	The Company does not have any employee stock option or employee stock purchase scheme.
	b)	equity shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme.  Provided that the equity shares allotted to the employees shall be subject to the provisions of lock-in as specified under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	Not applicable.	-	The Company does not have any employee stock option or employee stock purchase scheme.

		
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	c)	equity shares held by a venture capital fund or alternative investment fund of category I or Category II or a foreign venture capital investor:  Provided that such equity shares shall be locked in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of Category I or Category II or foreign venture capital investor.  <b>Explanation:</b>  (i) For the purpose of clause (c), in case such equity shares have resulted pursuant to conversion of fully paid-up compulsorily convertible securities, the holding period of such convertible securities as well as that of resultant equity shares together shall be considered for the purpose of calculation of six months period and convertible securities shall be deemed to be fully paid-up, if the entire consideration payable thereon has been paid and no further consideration is payable at the time of their conversion.	Noted for compliance.	517	A statement to this effect is included in the section of “Offer Procedure” of the DRHP.

		
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		(ii) For the purpose of clause (c), in case such equity shares have resulted pursuant to a bonus issue, then the holding period of such equity shares against which the bonus issue is made as well as holding period of resultant bonus equity shares together shall be considered for the purpose of calculation of six months period, subject to the following: (a) that the bonus shares being issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the draft offer document is filed with the Board; and (b) that the bonus shares not being issued by utilisation of revaluation reserves or unrealized profits of the issuer.			
<b>18.</b>		<b>Lock-in of specified securities lent to stabilising agent under the green shoe option</b>			
		The lock-in provisions shall not apply with respect to the specified securities lent to stabilising agent for the purpose of green shoe option, during the period starting from the date of lending of such specified securities and ending on the date on which they are returned to the lender in terms of sub-regulation (5) or (6) of regulation 57:  Provided that the specified securities shall be locked-in for the remaining period from the date on which they are returned to the lender.	Not applicable.	101	The Offer does not contemplate a green shoe option. A distinct negative statement to this effect has been included in the section titled “General Information” of the DRHP.

		
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<b>19.</b>		<b>Lock-in of partly-paid securities</b>			
		If the specified securities which are subject to lock-in are partly paid-up and the amount called-up on such specified securities is less than the amount called-up on the specified securities issued to the public, the lock-in shall end only on the expiry of three years after such specified securities have become pari passu with the specified securities issued to the public.	Not applicable.	119	All Equity Shares are fully paid-up and there are no partly paid-up equity shares as on the date of the DRHP. A statement to this effect has been included in section titled “ <i>Capital Structure</i> ” the DRHP.
<b>20.</b>		<b>Inscription or recording of non-transferability</b>			
		The certificates of specified securities which are subject to lock-in shall contain the inscription “non-transferable” and specify the lock-in period and in case such specified securities are dematerialised, the issuer shall ensure that the lock-in is recorded by the depository.	Noted for compliance to the extent applicable.	116	All the Equity Shares are dematerialized as on the date of the DRHP. A statement to this effect has been included in section titled “ <i>Capital Structure</i> ” the DRHP.
<b>21.</b>		<b>Pledge of locked-in specified securities</b>			
		Specified securities, except SR equity shares, held by the promoters and locked-in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:	Not applicable.	-	
	a)	if the specified securities are locked-in in terms of clause (a) of regulation 16, the loan has been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more	Not applicable.	-	


		
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		of the objects of the issue and pledge of specified securities is one of the terms of sanction of the loan;			
	b)	if the specified securities are locked-in in terms of clause (b) of regulation 16 and the pledge of specified securities is one of the terms of sanction of the loan.  Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.	Not applicable.	-	
<b>22.</b>		<b>Transferability of locked-in specified securities</b>			
		Subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the specified securities, except SR equity shares, held by the promoters and locked-in as per regulation 16, may be transferred to another promoter or any person of the promoter group or a new promoter and the specified securities held by persons other than the promoters and locked-in as per regulation 17, may be transferred to any other person holding the specified securities which are locked-in along with the securities proposed to be transferred:  Provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such	Complied with and noted for compliance.	118	A statement to this effect is included in the section of “ <i>Capital Structure</i> ” of the DRHP.

		
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		transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.			
		<b>PART V: APPOINTMENT OF LEAD MANAGERS, OTHER INTERMEDIARIES AND COMPLIANCE OFFICER</b>			
<b>23.</b>	(1)	The issuer shall appoint one or more merchant bankers, which are registered with the Board, as lead manager(s) to the issue.	Complied with.	Cover page, 96	The Company has appointed ICICI Securities Limited, Nuvama Wealth Management Limited and ITI Capital Limited as the BRLMs to manage the Offer
	(2)	Where the issue is managed by more than one lead manager, the rights, obligations and responsibilities, relating inter alia to disclosures, allotment, refund and underwriting obligations, if any, of each lead manager shall be predetermined and be disclosed in the draft offer document and the offer document as specified in Schedule I.	Complied with.	100-101	An inter-se allocation of responsibilities of the BRLMs has been included in the “General Information” section of the DRHP.
	(3)	At least one lead manager to the issue shall not be an associate (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) of the issuer and if any of the lead manager is an associate of the issuer, it shall disclose itself as an associate of the issuer and its role shall be limited to marketing of the issue.	Not applicable.	-	None of the BRLMs are an associate of the Company as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.






		
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	(4)	The issuer shall, in consultation with the lead manager(s), appoint other intermediaries which are registered with the Board after the lead manager(s) have independently assessed the capability of other intermediaries to carry out their obligations	Complied with and noted for compliance.	Cover page, 97	The Company has appointed Link Intime India Private Limited as the Registrar to the Offer.  Noted for compliance in respect of other intermediaries.
	(5)	The issuer shall enter into an agreement with the lead manager(s) in the format specified in Schedule II and enter into agreements with other intermediaries as required under the respective regulations applicable to the intermediary concerned:  Provided that such agreements may include such other clauses as the issuer and the intermediaries may deem fit without diminishing or limiting in any way the liabilities and obligations of the lead manager(s), other intermediaries and the issuer under the Act, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder or any statutory modification or statutory enactment thereof:  Provided further that in case of ASBA process, the issuer shall take cognisance of the deemed agreement of the issuer with the self-certified syndicate banks.	Noted for compliance.	-	The Company and Selling Shareholders have entered into an Offer Agreement dated January 15, 2024 with the BRLMs .  The Company has entered into a Registrar Agreement dated January 15, 2024 with the Registrar to the Offer and the Selling Shareholders.  Noted for compliance in respect of other intermediaries. The relevant agreements/ memorandum of understanding will be executed on appointment of such intermediaries.
	(6)	The issuer shall, in case of an issue made through the book building process, appoint syndicate member(s) and in the case	Noted for compliance.	-	Syndicate members will be appointed prior to filing the RHP with the RoC.

		
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		of any other issue, appoint bankers to issue, at centres in the manner specified in Schedule XII.			
	(7)	The issuer shall appoint a registrar to the issue, registered with the Board, which has connectivity with all the depositories:  Provided that if the issuer itself is a registrar, it shall not appoint itself as registrar to the issue; Provided further that the lead manager shall not act as a registrar to the issue in which it is also handling the post-issue responsibilities.	Complied with to the extent applicable.	Cover page, 97	The Company has appointed Link Intime India Private Limited as the Registrar to the Offer.
	(8)	The issuer shall appoint a compliance officer who shall be responsible for monitoring the compliance of the securities laws and for redressal of investors' grievances.	Complied with.	Cover page, 95	The Company has appointed Ritesh Ramniklal Shah Company Secretary, as the Compliance Officer.
		<b>PART VI: DISCLOSURES IN AND FILING OF OFFER DOCUMENTS</b>			
<b>24.</b>		<b>Disclosures in the draft offer document and offer document</b>			
	(1)	The draft offer document and offer document shall contain all material disclosures which are true and adequate to enable the applicants to take an informed investment decision.	Complied with and noted for compliance.	-	
	(2)	Without prejudice to the generality of sub-regulation (1), the red-herring prospectus, and prospectus shall contain:	Complied with, to the extent applicable and noted for compliance.	-	The DRHP contains and the RHP and the Prospectus shall contain disclosures specified in Part A of Schedule VI of the SEBI Regulations and the applicable provisions of the Companies Act, 2013.

		
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	(a)	disclosures specified in the Companies Act, 2013 and;	Complied with, to the extent applicable and noted for compliance.	-	
	(b)	disclosures specified in Part A of Schedule VI	Complied with, to the extent applicable and noted for compliance.	-	
	(3)	The lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosure in the draft offer document and the offer document.	Complied with and noted for compliance.	-	
	(4)	The lead manager(s) shall call upon the issuer, its promoters and its directors or in case of an offer for sale, also the selling shareholders, to fulfil their obligations as disclosed by them in the draft offer document and the offer document and as required in terms of these regulations.	Complied with and noted for compliance.	-	
	(5)	The lead manager(s) shall ensure that the information contained in the draft offer document and offer document and the particulars as per restated audited financial statements in the offer document are not more than six months old from the issue opening date.	Complied with and noted for compliance.	-	
<b>25.</b>		<b>Filing of the draft offer document and offer document</b>			
	(1)	Prior to making an initial public offer, the issuer shall file three copies of the draft offer document with the Board, in	Noted for compliance.	102	The soft copy of the DRHP dated January 15, 2024 in “.PDF” format signed and executed by the Selling Shareholders, all the directors

		
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		accordance with Schedule IV, along with fees as specified in Schedule III, through the lead manager(s).			of the Company and the Chief Financial Officer of the Company, is uploaded on the SEBI intermediary portal at <a href="https://siportal.sebi.gov.in">https://siportal.sebi.gov.in</a> , as specified in Regulation 25(8) of the SEBI ICDR Regulations and as required pursuant to the chapter IV of the SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI directive to the Association of Investment Bankers of India dated October 14, 2022.
	(2)	The lead manager(s) shall submit the following to the Board along with the draft offer document:			
	a)	a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s);	Noted for Compliance.	-	The Company and Selling Shareholders have entered into an Offer Agreement dated January 15, 2024 with the BRLMs.
	b)	a due diligence certificate as per Form A of Schedule V;	Complied with.	-	A due diligence certificate dated January 15, 2024 has been submitted.
	c)	in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per Form B of Schedule V;	Not applicable.	-	The Offer is an Initial Public Offering of Equity Shares.
	(3)	The issuer shall also file the draft offer document with the stock exchange(s) where the specified securities are proposed to be listed, and submit to the stock exchange(s), the Permanent	Noted for compliance to the extent applicable.	301-302	A statement to the effect that the relevant documents relating to the promoter will be submitted to the stock exchanges has been

		
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		Account Number, bank account number and passport number of its promoters where they are individuals, and Permanent Account Number, bank account number, company registration number or equivalent and the address of the Registrar of Companies with which the promoter is registered, where the promoter is a body corporate.			included in the "Our Promoter and Promoter Group" section of the DRHP. The Company will submit the copy of DRHP with the Stock Exchanges.
	(4)	The Board may specify changes or issue observations, if any, on the draft offer document within thirty days from the later of the following dates:	Noted for compliance.	-	
	a)	the date of receipt of the draft offer document under sub-regulation (1); or			
	b)	the date of receipt of satisfactory reply from the lead manager(s), where the Board has sought any clarification or additional information from them; or			
	c)	the date of receipt of clarification or information from any regulator or agency, where the Board has sought any clarification or information from such regulator or agency; or			
	d)	the date of receipt of a copy of in-principle approval letter issued by the stock exchange(s).			
	(5)	If the Board specifies any changes or issues observations on the draft offer document, the issuer and lead manager(s) shall carry out such changes in the draft offer document and shall submit to the Board an updated draft offer document complying with the observations issued by the Board and highlighting all	Noted for compliance to the extent applicable.	-	

		
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		changes made in the draft offer document and before filing the offer documents with the Registrar of Companies or an appropriate authority, as applicable.			
	(6)	If there are any changes in the draft offer document in relation to the matters specified in Schedule XVI, an updated offer document or a fresh draft offer document, as the case may be, shall be filed with the Board along with fees specified in Schedule III	Noted for compliance to the extent applicable.	-	
	(7)	Copy of the offer documents shall also be filed with the Board and the stock exchange(s) through the lead manager(s) promptly after filing the offer documents with Registrar of Companies.	Noted for compliance.	-	
	(8)	The draft offer document and the offer document shall also be furnished to the Board in a soft copy.	Complied with and noted for compliance.	102	
	(9)	The lead manager(s) shall submit the following documents to the Board after issuance of observations by the Board or after expiry of the period stipulated in sub-regulation (4) of regulation 25 if the Board has not issued observations:	Noted for compliance to the extent applicable.	-	
	a)	a statement certifying that all changes, suggestions and observations made by the Board have been incorporated in the offer document;			
	b)	a due diligence certificate as per Form C of Schedule V, at the time of filing of the offer document;			




		
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	c)	a copy of the resolution passed by the board of directors of the issuer for allotting specified securities to promoter(s) towards amount received against promoters' contribution, before opening of the issue;			
	d)	a certificate from a statutory auditor, before opening of the issue, certifying that promoters' contribution has been received in accordance with these regulations, accompanying therewith the names and addresses of the promoters who have contributed to the promoters' contribution and the amount paid and credited to the issuer's bank account by each of them towards such contribution;			
	e)	a due diligence certificate as per Form D of Schedule V, in the event the issuer has made a disclosure of any material development by issuing a public notice pursuant to para 4 of Schedule IX.			
<b>26.</b>		<b>Draft offer document and offer document to be available to the public</b>			
	(1)	The draft offer document filed with the Board shall be made public for comments, if any, for a period of at least twenty one days from the date of filing, by hosting it on the websites of the Issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.	Noted for compliance.	-	




		
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	(2)	The issuer shall, within two days of filing the draft offer document with the Board, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of the draft offer document with the Board and inviting the public to provide their comments to the Board, the issuer or the lead manager(s) in respect of the disclosures made in the draft offer document.	Noted for compliance.		
	(3)	The lead manager(s) shall, after expiry of the period stipulated in sub-regulation (1), file with the Board, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document.	Noted for compliance.	-	
	(4)	The issuer and the lead manager(s) shall ensure that the offer documents are hosted on the websites as required under these regulations and its contents are the same as the versions as filed with the Registrar of Companies, Board and the stock exchanges, as applicable.	Noted for compliance.	-	
	(5)	The lead manager(s) and the stock exchanges shall provide copies of the offer document to the public as and when requested and may charge a reasonable sum for providing a copy of the same.	Noted for compliance.	-	






		
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		<b>PART VII - PRICING</b>			
<b>27.</b>		<b>Face value of equity shares</b>			
		The disclosure about the face value of equity shares shall be made in the draft offer document, offer document, advertisements and application forms, along with the price band or the issue price in identical font size.	Complied with to the extent applicable and noted for compliance.	Cover Page	
<b>28.</b>		<b>Pricing</b>			
	(1)	The issuer may determine the price of equity shares, and in case of convertible securities, the coupon rate and the conversion price, in consultation with the lead manager(s) or through the book building process, as the case may be.	Noted for compliance to the extent applicable.	Cover Page	The Offer Price will be determined by the Company in consultation with the Book Running Lead Managers.
	(2)	The issuer shall undertake the book building process in the manner specified in Schedule XIII.	Noted for compliance	Cover Page	
<b>29.</b>		<b>Price and price band</b>			
	(1)	The issuer may mention a price or a price band in the offer document (in case of a fixed price issue) and a floor price or a price band in the red herring prospectus (in case of a book built issue) and determine the price at a later date before filing the prospectus with the Registrar of Companies: Provided that the prospectus filed with the Registrar of Companies shall contain only one price or the specific coupon rate, as the case may be.	Noted for compliance to the extent applicable.	Cover Page, 497	The Price Band will be determined by the Company in consultation with the Book Running Lead Managers.  A statement to this effect has been included in the section titled “ <i>Terms of the Offer</i> ” of the DRHP.

		
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	(2)	The cap on the price band, and the coupon rate in case of convertible debt instruments, shall be less than or equal to one hundred and twenty per cent of the floor price.  Provided that the cap of the price band shall be at least one hundred and five percent of the floor price.	Not applicable,	-	
	(3)	The floor price or the final price shall not be less than the face value of the specified securities.	Noted for compliance.	-	
	(4)	Where the issuer opts not to make the disclosure of the floor price or price band in the red herring prospectus, the issuer shall announce the floor price or the price band at least two working days before the opening of the issue in the same newspapers in which the pre-issue advertisement was released or together with the pre-issue advertisement in the format prescribed under Part A of Schedule X.	Noted for compliance.	-	
	(5)	The announcement referred to in sub-regulation (4) shall contain relevant financial ratios computed for both upper and lower end of the price band and also a statement drawing attention of the investors to the section titled “basis of issue price” of the offer document.	Noted for compliance.	-	
	(6)	The announcement referred to in sub-regulation (4) and the relevant financial ratios referred to in sub-regulation (5) shall be disclosed on the websites of the stock exchange(s) and shall also be pre-filled in the application forms to be made available on the websites of the stock exchange(s).	Noted for compliance.	-	

		
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<b>30.</b>		<b>Differential pricing</b>	Noted for compliance to the extent applicable.	86-87, 498, 502-503, 519-520	The Offer may include a reservation of Equity Shares, aggregating up to such number of Equity Shares not exceeding 5% of the Company’s post-Offer paid-up equity share capital, as will be determined by the Company prior to filing of the red herring prospectus (“RHP”) with the Registrar of Companies. A discount may also be offered by the Company, in consultation with the BRLMs, to Eligible Employees, which shall be announced at least two Working Days prior to the Bid/ Offer Opening Date. Appropriate disclosures regarding this have been included in the sections titled “The Offer”, “Terms of the Offer”, “Offer Structure”, and “Offer Procedure” in the DRHP and will be suitably updated in the RHP, as applicable.
	(1)	The issuer may offer its specified securities at different prices, subject to the following:			
	a)	retail individual investors or retail individual shareholders or employees entitled for reservation made under regulation 33 may be offered specified securities at a price not lower than by more than ten per cent. of the price at which net offer is made to other categories of applicants, excluding anchor investors;			
	b)	in case of a book built issue, the price of the specified securities offered to the anchor investors shall not be lower than the price offered to other applicants;			
	c)	In case the issuer opts for the alternate method of book building in terms of Part D of Schedule XIII, the issuer may offer the specified securities to its employees at a price not lower than by more than ten per cent. of the floor price.			
	(2)	Discount, if any, shall be expressed in rupee terms in the offer document.			
		<b>PART VIII: ISSUANCE CONDITIONS AND PROCEDURE</b>			
<b>31.</b>		<b>Minimum offer to public</b>	Complied with and noted for compliance.	Cover Page, 480,	The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. A
		The minimum offer to the public shall be subject to the provisions of clause (b) of sub-rule (2) of rule 19 of Securities Contracts (Regulations) Rules, 1957.			

		
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				499-500, 505, 510	statement to this effect has been included in the DRHP.
<b>32.</b>		<b>Allocation in the net offer</b>			
	(1)	In an issue made through the book building process under sub-regulation (1) of regulation 6 the allocation in the net offer category shall be as follows:	Complied with and noted for compliance.	510	A statement to this effect has been included on the cover page and in the section titled “Offer Procedure” in the DRHP.
	(a)	not less than thirty five per cent. to retail individual investors;			
	(b)	not less than fifteen per cent. to non-institutional investors;			
	(c)	not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:			
		Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:  Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers			
	(2)	In an issue made through the book building process under sub-regulation (2) of regulation 6, the allocation in the net offer category shall be as follows:	Not applicable.	-	The Offer is being made through the book building process under Regulation 6(1) of the SEBI ICDR Regulations.
	(a)	not more than ten per cent to retail individual investors;			
	(b)	not more than fifteen per cent to non-institutional investors;			

		
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	(c)	not less than seventy five per cent to qualified institutional buyers, five per cent of which shall be allocated to mutual funds			
		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:  Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.			
	(3)	In an issue made through the book building process, the issuer may allocate up to sixty per cent of the portion available for allocation to qualified institutional buyers to anchor investors in accordance with the conditions specified in this regard in Schedule XIII	Noted for compliance.	510	A statement to this effect has been included on the cover page and in the section titled “Offer Procedure” in the DRHP.
	(3A)	In an issue made through book building process, the allocation in the non-institutional investors’ category shall be as follows: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees: Provided that the unsubscribed portion in either of the sub-categories	Noted for compliance.	510	

		
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		<p>specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.</p> <p>Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.</p>			
	(4)	In an issue made other than through the book building process, the allocation in the net offer category shall be made as follows:	Not applicable.	-	The Offer is being made through book building process.
	i)	minimum fifty per cent. to retail individual investors; and			
	ii)	remaining to:			
	a.	individual applicants other than retail individual investors; and			
	b.	other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;			
		<p>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.</p> <p><b>Explanation:</b> For the purpose of sub-regulation (4), if the retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage</p>			
<b>33.</b>		<b>Reservation on a competitive basis</b>			




		
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	(1)	The issuer may make reservations on a competitive basis out of the issue size excluding promoters' contribution in favour of the following categories of persons:			
	a)	employees;	Noted for compliance.	86-87, 498, 502-503, 519-520	The Offer may include a reservation of Equity Shares, aggregating up to such number of Equity Shares not exceeding 5% of the Company's post-Offer paid-up equity share capital, as will be determined by the Company prior to filing of the red herring prospectus with the Registrar of Companies.
	b)	shareholders (other than promoters and promoter group) of listed subsidiaries or listed promoter companies.  Provided that the issuer shall not make any reservation for the lead manager(s), registrar, syndicate member(s), their promoters, directors and employees and for the group or associate companies (as defined under the Companies Act, 2013) of the lead manager(s), registrar and syndicate member(s) and their promoters, directors and employees.	Not applicable.	-	
	(2)	The reservations on a competitive basis shall be subject to the following conditions:			
	a)	the aggregate of reservations for employees shall not exceed five per cent of the post-issue capital of the issuer and the value of allotment to any employee shall not exceed two lakhs rupees:	Noted for compliance.	7, 502	A statement to this effect has been included in the "Definitions and Abbreviations", and "Offer Structure" in the DRHP.




		
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		Provided that in the event of under-subscription in the employee reservation portion, the unsubscribed portion may be allotted on a proportionate basis, for a value in excess of two lakhs rupees, subject to the total allotment to an employee not exceeding five lakhs rupees.			
	b)	reservation for shareholders shall not exceed ten per cent. of the issue size;	Not applicable.	-	
	c)	no further application for subscription in the net offer can be made by persons (except an employee and retail individual shareholder) in favour of whom reservation on a competitive basis is made;	Noted for compliance.	-	
	d)	any unsubscribed portion in any reserved category may be added to any other reserved category and the unsubscribed portion, if any, after such inter-se adjustments among the reserved categories shall be added to the net offer category;	Noted for compliance.	-	
	e)	In case of under-subscription in the net offer category, spill-over to the extent of under-subscription shall be permitted from the reserved category to the net offer.	Noted for compliance.	-	
	(3)	An applicant in any reserved category may make an application for any number of specified securities, but not exceeding the reserved portion for that category.	Noted for compliance.	-	
<b>34.</b>		<b>Abridged prospectus</b>			



		
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	(1)	The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document	Noted for compliance.	-	
	(2)	Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus	Noted for compliance.	-	
<b>35.</b>		<b>ASBA</b>			
		The issuer shall accept bids using only the ASBA facility in the manner specified by the Board.	Noted for compliance.	Cover Page	
<b>36.</b>		<b>Availability of issue material</b>			
		The lead manager(s) shall ensure availability of the offer document and other issue material including application forms to stock exchanges, syndicate members, registrar to issue, registrar and share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, and self certified syndicate banks before the opening of the issue.	Noted for compliance.	-	
<b>37.</b>		<b>Prohibition on payment of incentives</b>			
		Any person connected with the issue 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 initial public offer, except for fees or commission for services rendered in relation to the issue.	Complied with and noted for compliance.	119	A distinct negative statement has been included in the section titled “ <i>Capital Structure</i> ” of the DRHP.
<b>38.</b>		<b>Security deposit</b>			

		
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	(1)	The issuer shall, before the opening of the subscription list, deposit with the designated stock exchange, an amount calculated at the rate of one per cent of the issue size available for subscription to the public in the manner specified by Board and/or stock exchange(s).	Noted for compliance.	-	
	(2)	The amount specified in sub-regulation (1) shall be refundable or forfeitable in the manner specified by the Board.	Noted for compliance.	-	
<b>39.</b>		<b>IPO grading</b>			
		The issuer may obtain grading for its initial public offer from one or more credit rating agencies registered with the Board.	Not applicable.	101	No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.
<b>40.</b>		<b>Underwriting</b>			
	(1)	If the issuer making an initial public offer, other than through the book building process, desires to have the issue underwritten, it shall prior to the filing of the prospectus, enter into an underwriting agreement with the merchant bankers or stock brokers, registered with the Board, to act as underwriters, indicating therein the maximum number of specified securities they shall subscribe to, either by themselves or by procuring subscription, at a predetermined price which shall not be less than the issue price, and shall disclose the fact of such underwriting agreement in the prospectus.	Not applicable.	-	The Offer will be made through a book building process.
	(2)	The issuer making an initial public offer, other than through the book building process, shall, prior to the filing of the	Not applicable.	-	

		
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		prospectus, enter into an underwriting agreement with the merchant bankers or stock brokers registered with the Board to act as underwriters, indicating therein the number of specified securities they shall subscribe to on account of rejection of applications, either by themselves or by procuring subscription, at a predetermined price which shall not be less than the issue price, and shall disclose the fact of such underwriting agreement in the prospectus.,			
	(3)	If the issuer makes a public issue through the book building process:	Noted for compliance.	103	After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer.
	a)	the issue shall be underwritten by lead manager(s) and syndicate member(s):  Provided that at least seventy five per cent. Of the net offer proposed to be compulsorily allotted to qualified institutional buyers for the purpose of compliance of the eligibility conditions specified in sub-regulation (2) of regulation 6, cannot be underwritten.	Noted for compliance.		
	b)	the issuer shall, prior to the filing of the prospectus, enter into an underwriting agreement with the lead manager(s) and syndicate member(s), indicating therein the number of specified securities they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the issue	Noted for compliance.		

		
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		price, and shall disclose the fact of such underwriting agreement in the prospectus.			
	c)	if the issuer desires to have the issue underwritten to cover under-subscription in the issue, it shall, prior to the filing of the red herring prospectus, enter into an underwriting agreement with the lead manager(s) and syndicate member(s) to act as underwriters, indicating therein the maximum number of specified securities they shall subscribe to, either by themselves or by procuring subscription, at a price which shall not be less than the issue price, and shall disclose the fact of such underwriting agreement in the red herring prospectus.	Noted for compliance to the extent applicable.		
	d)	if the syndicate member(s) fail to fulfil their underwriting obligations, the lead manager(s) shall fulfil the underwriting obligations.	Noted for compliance		
	e)	the lead manager(s) and syndicate member(s) shall not subscribe to the issue in any manner except for fulfilling their underwriting obligations.	Noted for compliance		
	f)	in case of every underwritten issue, the lead manager(s) shall undertake minimum underwriting obligations as specified in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.	Noted for compliance		
	g)	where the issue is required to be underwritten, the underwriting obligations should be at least to the extent of minimum subscription	Noted for compliance		

		
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<b>41.</b>		<b>Monitoring agency</b>			
	(1)	If the issue size, excluding the size of offer for sale by selling shareholders, exceeds one hundred crore rupees, the issuer shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with the Board:  Provided that nothing contained in this clause shall apply to an issue of specified securities made by a bank or public financial institution or an insurance company.	Complied with and noted for compliance.	100	The Company will appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus.  A statement to this effect has been included in the “ <i>General Information</i> ” section of the DRHP.
	(2)	The monitoring agency shall submit its report to the issuer in the format specified in Schedule XI on a quarterly basis, till hundred per cent. of the proceeds of the issue have been utilised.	Noted for compliance.		
	(3)	The board of directors and the management of the issuer shall provide their comments on the findings of the monitoring agency as specified in Schedule XI.	Noted for compliance.		
	(4)	The issuer shall, within forty five days from the end of each quarter, publicly disseminate the report of the monitoring agency by uploading the same on its website as well as submitting the same to the stock exchange(s) on which its equity shares are listed.	Noted for compliance.		
<b>42.</b>		<b>Public communications, publicity materials, advertisements and research reports</b>			

		
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		All public communication, publicity materials, advertisements and research reports shall comply with the provisions of Schedule IX.	Complied with and noted for compliance.	-	
<b>43.</b>		<b>Issue-related advertisements</b>			
	(1)	Subject to the provisions of the Companies Act, 2013, the issuer shall, after filing the red herring prospectus (in case of a book built issue) or prospectus (in case of fixed price issue) with the Registrar of Companies, make a pre-issue advertisement in one English national daily newspaper with wide circulation, Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated	Noted for compliance.	527	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
	(2)	The pre-issue advertisement shall be in the format and shall contain the disclosures specified in Part A of Schedule X.  Provided that the disclosures in relation to price band or floor price and financial ratios contained therein shall only be applicable where the issuer opts to announce the price band or floor price along with the pre-issue advertisement pursuant to sub-regulation (4) of regulation 29.	Noted for compliance.	527	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
	(3)	The issuer may release advertisements for issue opening and issue closing, which shall be in the formats specified in Parts B and C of Schedule X.	Noted for compliance.	-	




		
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	(4)	During the period the issue is open for subscription, no advertisement shall be released giving an impression that the issue has been fully subscribed or oversubscribed or indicating investors' response to the issue	Noted for compliance.	-	
<b>44.</b>		<b>Opening of the issue</b>			
	(1)	Subject to the compliance with the provisions of the Companies Act, 2013, a public issue may be opened within twelve months from the date of issuance of the observations by the Board under regulation 25	Noted for compliance.	-	
	(2)	An issue shall be opened after at least three working days from the date of filing, the red herring prospectus, in case of a book-built issue and the prospectus, in case of a fixed price issue, with the Registrar of Companies.			
<b>45.</b>		<b>Minimum subscription</b>			
	(1)	The minimum subscription to be received in the issue shall be at least ninety per cent of the offer through the offer document, except in case of an offer for sale of specified securities: Provided that the minimum subscription to be received shall be subject to the allotment of minimum number of specified securities, as prescribed under the Securities Contracts (Regulation) Rules, 1957.	Noted for compliance.	499-500	A statement to this effect has been included in the “ <i>Terms of the Offer</i> ” section of the DRHP.
	(2)	In the event of non-receipt of minimum subscription referred to in sub-regulation (1), all application monies received shall be	Noted for compliance to the extent applicable.	499	A statement to this effect has been included in the “ <i>Terms of the Offer</i> ” section of the DRHP.




		
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		refunded to the applicants forthwith, but not later than four days from the closure of the issue.			
<b>46.</b>		<b>Period of subscription</b>			
	(1)	Except as otherwise provided in these regulations, an initial public offer shall be kept open for at least three working days and not more than ten working days.	Noted for compliance.	Cover Page	
	(2)	In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1).	Noted for compliance.	508	A statement to this effect has been included in the “Offer Structure” section of the DRHP.
	(3)	In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (issue) period disclosed in the red herring prospectus (in case of a book built issue) or the issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the provisions of sub-regulation (1).	Noted for compliance to the extent applicable.	Cover page.	
<b>47.</b>		<b>Application and minimum application value</b>			
	(1)	A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of specified securities offered to the public.  Provided that the maximum application by non-institutional investors shall not exceed total number of specified securities	Noted for compliance.	-	






		
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		offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.			
	(2)	The issuer shall stipulate in the offer document the minimum application size in terms of number of specified securities which shall fall within the range of minimum application value of ten thousand rupees to fifteen thousand rupees	Noted for compliance.	-	
	(3)	The issuer shall invite applications in multiples of the minimum application value, an illustration whereof is given in Part B of Schedule XIV.	Noted for compliance.	-	
	(4)	<p>The minimum sum payable on application per specified security shall be at least twenty five per cent. of the issue price:</p> <p>Provided that in case of an offer for sale, the full issue price for each specified security shall be payable at the time of application.</p> <p><b>Explanation:</b> For the purpose of this regulation, “minimum application value” shall be with reference to the issue price of the specified securities and not with reference to the amount payable on application.</p>	Noted for compliance.	-	The entire Bid Amount will be payable at the time of submission of the Bid along with Bid cum Application Form.
<b>48.</b>		<b>Manner of calls</b>			

		
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		If the issuer proposes to receive subscription monies in calls, it shall ensure that the outstanding subscription money is called within twelve months from the date of allotment in the issue and if any applicant fails to pay the call money within the said twelve months, the equity shares on which there are calls in arrears along with the subscription money already paid on such shares shall be forfeited: Provided that it shall not be necessary to call the outstanding subscription money within twelve months, if the issuer has appointed a monitoring agency in terms of regulation 41.	Not applicable.	-	There is no proposal to receive the subscription money in calls. The entire Bid Amount shall be blocked at the time of submission of the Bid along with Bid cum Application Form.
<b>49.</b>		<b>Allotment procedure and basis of allotment</b>			
	(1)	The issuer shall not make an allotment pursuant to a public issue if the number of prospective allottees is less than one thousand.	Noted for compliance.	500	A statement to this effect has been included in the “ <i>Terms of the Offer</i> ” sections of the DRHP
	(2)	The issuer shall not make any allotment in excess of the specified securities offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the designated stock exchange.  Provided that in case of oversubscription, an allotment of not more than one per cent of the net offer to public may be made for the purpose of making allotment in minimum lots.	Noted for compliance.	526	A statement to this effect has been included in the “ <i>Offer Procedure</i> ” section of the DRHP.

		
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	(3)	<p>The allotment of specified securities to applicants other than to the retail individual investors, non-institutional investors and anchor investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed in the offer document:</p> <p>Provided that the value of specified securities allotted to any person, except in case of employees, in pursuance of reservation made under clause (a) of sub-regulation (1) or clause (a) of sub-regulation (2) of regulation 33, shall not exceed two lakhs rupees for retail investors or up to five lakhs rupees for eligible employees.</p>	Noted for compliance.	526	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
	(4)	The allotment of specified securities to each retail individual investor shall not be less than the minimum bid lot, subject to the availability of shares in retail individual investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.	Noted for compliance.	526	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
	(4A)	The allotment of specified securities to each non-institutional investor shall not be less than the minimum application size, subject to the availability of shares in non-institutional investors’ category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of these regulations.	Noted for compliance.	526	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.

		
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	(5)	The authorised employees of the designated stock exchange, along with the lead manager(s) and registrars to the issue, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure as specified in Part A of Schedule XIV	Noted for compliance.	526	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
<b>50.</b>		<b>Allotment, refund and payment of interest</b>			
	(1)	The issuer and lead manager(s) shall ensure that the specified securities are allotted and/or application monies are refunded or unblocked within such period as may be specified by the Board.	Noted for compliance.	495, 506	A statement to this effect has been included in the “Offer Procedure” section of the DRHP.
	(2)	The lead manager(s) shall ensure that the allotment, credit of dematerialised securities and refund or unblocking of application monies, as may be applicable, are done electronically.	Noted for compliance.	-	
	(3)	Where the specified securities are not allotted and/or application monies are not refunded or unblocked within the period stipulated in sub-regulation (1) above, the issuer shall undertake to pay interest at the rate of fifteen per cent per annum to the investors and within such time as disclosed in the offer document and the lead manager(s) shall ensure the same	Noted for compliance to the extent applicable.	-	
<b>51.</b>		<b>Post-issue advertisements</b>			
	(1)	The lead manager(s) shall ensure that an advertisement giving details relating to subscription, basis of allotment, number, value and percentage of all applications including ASBA,	Noted for compliance.	-	

		
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		number, value and percentage of successful allottees for all applications including ASBA, date of completion of despatch of refund orders, as applicable, or instructions to self-certified syndicate banks by the registrar, date of credit of specified securities and date of filing of listing application, etc. is released within ten days from the date of completion of the various activities in at least one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language daily newspaper with wide circulation at the place where registered office of the issuer is situated.			
	(2)	Details specified in sub regulation (1) shall also be placed on the websites of the stock exchange(s).	Noted for compliance.	-	
<b>52.</b>		<b>Post-issue responsibilities of the lead manager(s)</b>			
	(1)	The responsibility of the lead manager(s) shall continue until completion of the issue process and for any issue related matter thereafter.	Noted for compliance.	-	
	(2)	The lead manager(s) shall regularly monitor redressal of investor grievances arising from any issue related activities.	Noted for compliance.	-	
	(3)	The lead manager(s) shall continue to be responsible for post-issue activities till the applicants have received the securities certificates, credit to their demat account or refund of application monies and the listing agreement is entered into by	Noted for compliance.	-	

		
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		the issuer with the stock exchange and listing or trading permission is obtained.			
	(4)	The lead manager(s) shall be responsible for and co-ordinate with the registrars to the issue and with various intermediaries at regular intervals after the closure of the issue to monitor the flow of applications from syndicate member(s) or collecting bank branches and/ or self-certified syndicate banks, processing of the applications including application form for ASBA and other matters till the basis of allotment is finalised, credit of the specified securities to the demat accounts of the allottees and unblocking of ASBA accounts/ despatch of refund orders are completed and securities are listed, as applicable.	Noted for compliance.	-	
	(5)	Any act of omission or commission on the part of any of the intermediaries noticed by the lead manager(s) shall be duly reported by them to the Board.	Noted for compliance.	-	
	(6)	In case there is a devolvement on the underwriters, the lead manager(s) shall ensure that the notice for devolvement containing the obligation of the underwriters is issued within ten days from the date of closure of the issue.	Noted for compliance.	-	
	(7)	In the case of undersubscribed issues that are underwritten, the lead manager(s) shall furnish information in respect of underwriters who have failed to meet their underwriting devolvement to the Board, in the format specified in Schedule XVIII.	Noted for compliance.	-	


		
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<b>53.</b>		<b>Release of subscription money</b>			
	(1)	The lead manager(s) shall confirm to the bankers to the issue by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed and that the banker is free to release the money to the issuer or release the money for refund in case of failure of the issue.	Noted for compliance.	102	
	(2)	In case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchanges 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.	Noted for compliance.	501	A statement to this effect has been included in the “ <i>Terms of the Offer</i> ” section of the DRHP.
	(3)	The lead manager(s) shall ensure that the monies received in respect of the issue are released to the issuer in compliance with the provisions of Section 40 (3) of the Companies Act, 2013, as applicable.	Noted for compliance.	-	
<b>54.</b>		<b>Reporting of transactions of the promoters and promoter group</b>			




		
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		The issuer shall ensure that all transactions in securities by the promoter and promoter group between the date of filing of the draft offer document or offer document, as the case may be, and the date of closure of the issue shall be reported to the stock exchange(s), within twenty four hours of such transactions.	Noted for compliance to the extent applicable.	-	A statement to this effect has been included in the “ <i>Capital Structure</i> ” section of the DRHP.
<b>55.</b>		<b>Post-issue reports</b>			
		The lead manager(s) shall submit a final post-issue report as specified in Part A of Schedule XVII, along with a due diligence certificate as per the format specified in Form F of Schedule V, within seven days of the date of finalization of basis of allotment or within seven days of refund of money in case of failure of issue.	Noted for compliance.	-	
		<b>PART IX: MISCELLANEOUS</b>			
<b>56.</b>		<b>Restriction on further capital issues</b>			
		An issuer shall not make any further issue of specified securities in any manner whether by way of public issue, rights issue, preferential issue, qualified institutions placement, issue of bonus shares or otherwise, except pursuant to an employee stock option scheme, during the period between the date of filing the draft offer document and the listing of the specified securities offered through the offer document or refund of application monies, unless full disclosures regarding the total number of specified securities or amount proposed to be raised	Noted for compliance, to the extent applicable.	120	A distinct statement to this effect has been included in section titled “ <i>Capital Structure</i> ”.



		
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		from such further issue are made in such draft offer document or offer document, as the case may be.			
<b>57.</b>		<b>Price stabilisation through green shoe option</b>			
	(1)	An issuer may provide a green shoe option for stabilising the post listing price of its specified securities, subject to the following:	Not applicable.	101	The Offer does not contemplate a green shoe option. A negative statement to this effect has been included in the “ <i>General Information</i> ” section of the DRHP.
	a)	the issuer has been authorized, by a resolution passed in the general meeting of shareholders approving the public issue, to allot specified securities to the stabilising agent, if required, on the expiry of the stabilisation period;			
	b)	the issuer has appointed a lead manager as a stabilising agent, who shall be responsible for the price stabilisation process;			
	c)	prior to filing the draft offer document, the issuer and the stabilising agent have entered into an agreement, stating all the terms and conditions relating to the green shoe option including fees charged and expenses to be incurred by the stabilising agent for discharging its responsibilities;			
	d)	prior to filing the offer document, the stabilising agent has entered into an agreement with the promoters or pre-issue shareholders or both for borrowing specified securities from them in accordance with clause (g) of this sub-regulation, specifying therein the maximum number of specified securities that may be borrowed for the purpose of allotment or allocation of specified securities in excess of the issue size (hereinafter			

		
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		referred to as the “overallotment”), which shall not be in excess of fifteen per cent. of the issue size;			
	e)	subject to clause (d), the lead manager, in consultation with the stabilising agent, shall determine the amount of specified securities to be over-allotted in the public issue;			
	f)	the draft offer document and offer document shall contain all material disclosures about the green shoe option specified in this regard in Part A of Schedule VI;			
	g)	in case of an initial public offer pre-issue shareholders and promoters and in case of a further public offer pre-issue shareholders holding more than five per cent. specified securities and promoters, may lend specified securities to the extent of the proposed over-allotment;			
	h)	the specified securities borrowed shall be in dematerialised form and allocation of these securities shall be made pro-rata to all successful applicants.			
	(2)	For the purpose of stabilisation of post-listing price of the specified securities, the stabilising agent shall determine the relevant aspects including the timing of buying such securities, quantity to be bought and the price at which such securities are to be bought from the market.			
	(3)	The stabilisation process shall be available for a period not exceeding thirty days from the date on which trading			

		
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		permission is given by the stock exchanges in respect of the specified securities allotted in the public issue.			
	(4)	The stabilising agent shall open a special account, distinct from the issue account, with a bank for crediting the monies received from the applicants against the over-allotment and a special account with a depository participant for crediting specified securities to be bought from the market during the stabilisation period out of the monies credited in the special bank account.			
	(5)	The specified securities bought from the market and credited in the special account with the depository participant shall be returned to the promoters or pre-issue shareholders immediately, in any case not later than two working days after the end of the stabilization period.			
	(6)	On expiry of the stabilisation period, if the stabilising agent has not been able to buy specified securities from the market to the extent of such securities over-allotted, the issuer shall allot specified securities at issue price in dematerialised form to the extent of the shortfall to the special account with the depository participant, within five days of the closure of the stabilisation period and such specified securities shall be returned to the promoters or pre-issue shareholders by the stabilising agent in lieu of the specified securities borrowed from them and the account with the depository participant shall be closed thereafter.			

		
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	(7)	The issuer shall make a listing application in respect of the further specified securities allotted under sub-regulation (6), to all the stock exchanges where the specified securities allotted in the public issue are listed and the provisions of Chapter V of these Regulations shall not be applicable to such allotment.			
	(8)	The stabilising agent shall remit the monies with respect to the specified securities allotted under sub-regulation (6) to the issuer from the special bank account.			
	(9)	Any monies left in the special bank account after remittance of monies to the issuer under sub-regulation (8) and deduction of expenses incurred by the stabilising agent for the stabilisation process shall be transferred to the Investor Protection and Education Fund established by the Board and the special bank account shall be closed soon thereafter			
	(10)	The stabilising agent shall submit a report to the stock exchange on a daily basis during the stabilisation period and a final report to the Board in the format specified in Schedule XV.			
	(11)	The stabilising agent shall maintain a register for a period of at least three years from the date of the end of the stabilisation period and such register shall contain the following particulars:			
	(a)	The names of the promoters or pre-issue shareholders from whom the specified securities were borrowed and the number of specified securities borrowed from each of them;			

		
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	(b)	The price, date and time in respect of each transaction effected in the course of the stabilisation process; and			
	(c)	The details of allotment made by the issuer on expiry of the stabilisation process.			
<b>58.</b>		<b>Alteration of rights of holders of specified securities</b>			
		The issuer shall not alter the terms including the terms of issue of specified securities which may adversely affect the interests of the holders of that specified securities, except with the consent in writing of the holders of not less than three-fourths of the specified securities of that class or with the sanction of a special resolution passed at a meeting of the holders of the specified securities of that class.	Noted for compliance.	-	
<b>59.</b>		<b>Post-listing exit opportunity for dissenting shareholders</b>			
		The promoters, or shareholders in control of an issuer, shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013, in case of change in objects or variation in the terms of contract related to objects referred to in the offer document as per conditions and manner is provided in Schedule XX;  Provided that the exit offer shall not apply where there are neither any identifiable promoters nor any shareholders in control of the issuer.	Noted for compliance to the extent applicable.	-	

		
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<b>CHAPTER II A - INITIAL PUBLIC OFFER ON MAIN BOARD THROUGH PRE-FILING OF DRAFT OFFER DOCUMENT</b>					
<b>59A</b>		<b>Definitions</b>	Not applicable.	-	-
		In this Chapter, unless the context otherwise requires,—			
	(a)	pre-filed draft offer document” shall mean draft offer document filed with the Board under this Chapter;			
	(b)	pre-filed offer document” shall mean pre-filed draft offer document or updated draft red herring prospectus-I or updated draft red herring prospectus-II with the Board under this Chapter;			
	(c)	updated draft red herring prospectus-I” shall mean the updated pre-filed draft offer document filed with the Board after complying with the observations issued by the Board on such pre-filed draft offer document;			
	(d)	updated draft red herring prospectus-II” shall mean the updated draft red herring prospectus-I filed with the Board after incorporating the comments of the public received on such updated draft red herring prospectus-I.			
<b>59B</b>		<b>Application of this Chapter</b>	Not applicable.	-	-
	(1)	In lieu of an initial public offer of specified securities on the			


		
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<b>CHAPTER II A - INITIAL PUBLIC OFFER ON MAIN BOARD THROUGH PRE-FILING OF DRAFT OFFER DOCUMENT</b>					
		Main Board under Chapter-II of these regulations, the issuer may make an initial public offer of specified securities in accordance with the provisions of this Chapter.			
	(2)	Except for anything contrary provided in this Chapter, the provisions of Chapter-II shall <i>mutatis mutandis</i> apply in relation to the initial public offer made under the provisions of this Chapter: Provided that regulation 8 and regulation 15 of these regulations shall apply at the stage of filing of the updated draft red herring prospectus-I.			
59C		<b>Pre-filing of draft offer document with the Board and Stock Exchanges</b>	Not applicable.	-	-
	(1)	Prior to making an initial public offer, the issuer may file three copies of the draft offer document with the Board, in accordance with <b>Schedule IV</b> , along with fees as specified in <b>Schedule III</b> , through the lead manager(s)			
	(2)	The issuer shall also file the pre-filed draft offer document with the stock exchange(s) where the specified securities are proposed to be listed and submit to the stock exchange(s); the Permanent Account Number, bank account number and passport number of its promoters where they are individuals and the Permanent Account Number, bank account number,			




		
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<b>CHAPTER II A - INITIAL PUBLIC OFFER ON MAIN BOARD THROUGH PRE-FILING OF DRAFT OFFER DOCUMENT</b>					
		company registration number or equivalent and the address of the Registrar of Companies with which the promoter is registered; where the promoter is a body corporate.			
	(3)	The pre-filed draft offer document filed under sub-regulation (1) shall not be available in the public domain.			
	(4)	<p>The lead manager(s) shall submit the following to the Board along with the pre-filed draft offer document:</p> <p>(a) a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s);</p> <p>(b) a due diligence certificate as per <b>Form AA of Schedule V</b>;</p> <p>(c) in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per <b>Form B of Schedule V</b>;</p> <p>(d) an undertaking from the issuer and the lead manager that they shall not conduct marketing or advertisement for the intended issue, in the format as may be specified by the Board from time to time:</p>			



		
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<b>CHAPTER II A - INITIAL PUBLIC OFFER ON MAIN BOARD THROUGH PRE-FILING OF DRAFT OFFER DOCUMENT</b>				
		<p>Provided that all public communications issued or published in any media during the period commencing from the date of the meeting of the board of directors of the issuer in which the public issue is approved till the date of filing of updated draft red herring prospectus-I or withdrawal of pre-filed draft offer document shall be consistent with its past practices.</p>		
	(5)	<p>The issuer shall, within two days of pre-filing the draft offer document, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of pre-filing of the draft offer document without providing any other details in relation to the intended issue:</p> <p>Provided that the issuer shall state in the public announcement that the pre-filing of offer document shall not necessarily mean that the issuer shall undertake the initial public offering.</p>		
	(6)	<p>The Board may recommend changes or issue observations, if any, on the pre-filed draft offer document within thirty days from the later of the following dates:</p> <p>(a) the date of receipt of the pre-filed draft offer document under sub-regulation (1); or</p>		

		
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		(b) the date of receipt of satisfactory reply from the lead manager(s), where the Board has sought any clarification or additional information from them; or  (c) the date of receipt of clarification or information from any regulator or agency, where the Board has sought any clarification or information from such regulator or agency; or  (d) the date of receipt of a copy of in-principle approval letter issued by the stock exchange(s); or  (e) date of intimation of completion of interaction with the qualified institutional buyers in terms of regulation 59D of these regulations; or  (f) date of intimation to the Board about the conversion of outstanding convertible securities or exercise of any other right which would entitle any person with any option to receive equity shares in terms of regulation 59E of these regulations.			
	(7)	If the Board recommends any changes or issues observations on the pre-filed draft offer document, the issuer and the lead manager(s) shall carry out such changes in the pre-filed draft offer document and shall submit to the Board an updated draft			

		
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		<p>red herring prospectus-I complying with the observations issued by the Board:</p> <p>Provided that there shall be a minimum gap of seven working days between the date of intimation to the Board about the completion of interaction with the qualified institutional buyers in accordance with regulation 59D of these regulations and the date of filing of the updated draft red herring prospectus-I.</p> <p>Explanation: For the purpose of this regulation, an updated draft red herring prospectus-I shall be complete in all respects and shall be in compliance with the provisions of these regulations and to the other applicable laws as the case may be.</p>			
	(8)	<p>The lead manager(s) shall submit the following documents to the Board after issuance of observations by the Board:</p> <p>(a) a statement certifying that all changes, suggestions and observations made by the Board have been incorporated in the offer document;</p> <p>(b) a due diligence certificate as per <b>Form CA of Schedule V</b>, at the time of filing of the offer document;</p>		-	
	(9)	<p>The updated draft red herring prospectus-I shall be made public for comments, if any, for a period of at least twenty one days from the date of filing, by hosting it on the websites of the Board, the stock exchanges where the specified securities are</p>			

		
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		proposed to be listed and that of the lead manager(s) associated with the issue:  Provided that pursuant to the filing of the updated draft red herring prospectus-I, all public communication, publicity material, advertisements and research reports shall comply with the provisions of <b>Schedule IX</b> .			
	(10)	The issuer shall, within two days of filing the updated draft red herring prospectus-I, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of the updated draft red herring prospectus-I and inviting the public to provide their comments to the Board, the issuer or the lead manager(s) in respect of the disclosures made in the updated draft red herring prospectus-I.			
	(11)	The lead manager(s) shall, after expiry of the period stipulated in sub-regulation (9), file with the Board, the details of the comments received by them or the issuer from the public, on the updated draft red herring prospectus-I, during that period and the consequential changes, if any, that are required to be made in the updated draft red herring prospectus-I.			

		
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	(12)	The issuer and the lead manager(s) shall carry out such changes in the updated draft red herring prospectus-I and shall submit to the Board an updated draft red herring prospectus-II before filing the offer document with the Registrar of Companies or an appropriate authority, as applicable.			
	(13)	<p>The lead manager(s) shall submit the following documents to the Board before filing the offer document with the Registrar of Companies:</p> <p>(a) a statement certifying that all changes, suggestions and observations made by the Board have been incorporated in the offer document;</p> <p>(b) a due diligence certificate as per <b>Form CA of Schedule V</b>, at the time of filing of the offer document;</p> <p>(c) a copy of the resolution passed by the board of directors of the issuer for allotting specified securities to promoter(s) towards amount received against promoters' contribution, before opening of the issue;</p>			

		
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		<p>(d) a certificate from a statutory auditor, before opening of the issue, certifying that promoters' contribution has been received in accordance with these regulations, accompanying therewith the names and addresses of the promoters who have contributed to the promoters' contribution and the amount paid and credited to the issuer's bank account by each of them towards such contribution;</p> <p>(e) a due diligence certificate as per <b>Form DA of Schedule V</b>, in the event the issuer has made a disclosure of any material development by issuing a public notice pursuant to para 4 of <b>Schedule IX</b>.</p>			
	(14)	The copy of the offer document shall also be filed promptly with the Board and the stock exchange(s) through the lead manager(s) after filing the offer documents with the Registrar of Companies.			
	(15)	The pre-filed draft offer document and the offer document shall also be furnished to the Board in a soft copy.			
	(16)	The issuer and the lead manager(s) shall ensure that the offer			


		
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		documents are hosted on the websites as required under these regulations and that its contents are the same as the versions filed with the Registrar of Companies, the Board and the stock exchanges, as may be applicable.			
	(17)	The lead manager(s) and the stock exchanges shall provide the copies of the offer document to the public as and when requested and may charge a reasonable sum for providing the same.			
59D		<b>Interaction with qualified institutional buyers</b>	Not applicable.	-	-
	(1)	Notwithstanding anything to the contrary contained in the provisions of this Chapter, an issuer may interact with the qualified institutional buyers for limited marketing of the intended issue from the time of pre-filing the draft offer document till the Board issues any observations on such pre-filed draft offer document.			
	(2)	The interaction specified under sub-regulation (1) shall be restricted to the information contained in the pre-filed draft offer document.			
	(3)	In case the issuer interacts with the qualified institutional buyers in terms of sub-regulation (1) and sub-regulation (2) above, the issuer and lead manager(s) shall prepare a list of the qualified institutional buyers who have participated in such interaction(s).			

		
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	(4)	The issuer and the lead manager(s) shall submit to the Board confirmation of closure of interaction(s) with the qualified institutional buyers.			
59E		<b>General Conditions</b>	Not applicable.	-	-
	(1)	Notwithstanding anything contained in any other provisions of these regulations, subject to intimation to the Board and the stock exchanges, an issuer opting for initial public offer through pre-filing the draft offer document in terms of the provisions of this Chapter shall, till the Board recommends any changes or issues observations on the pre-filed draft offer document, be permitted the following: (a) Existence of outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer:  Provided that the issuer shall mandatorily convert such outstanding convertible securities or exercise any other right which would entitle any person with any option to receive equity shares of the issuer and intimate such act of conversion to the Board before the Board recommends any changes or issues observations on the pre-filed draft offer document: Provided further that the following shall be permitted even after the issuance of observations by the Board on the pre-filed draft offer document:  (i) Existence of outstanding options granted to			



		
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		<p>employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard;</p> <p>(ii) Existence of fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be;</p> <p>(b) Issue of specified securities;</p> <p>(c) Issue such convertible securities that are mandatorily and compulsorily convertible into equity shares at the time of filing of offer document, provided the details for such securities are given in the updated draft red herring prospectus-I in relation to the maximum number of shares in which such convertible securities shall be converted.</p>			

		
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	(2)	<p>If there are any changes in the pre-filed draft offer document after the Board recommends any changes or issues observations on such pre-filed draft offer document in relation to the matters specified in <b>Schedule XVI-A</b>, an updated pre-filed draft offer document or a fresh pre-filed draft offer document, as the case may be, shall be filed with the Board along with fees specified in <b>Schedule III</b>.</p> <p>Explanation: For the purpose of this regulation, changes made in the pre-filed draft offer document in relation to the matters specified in clause (1) of <b>Schedule XVIIA</b> before the Board recommends any changes or issues observations on the pre-filed draft offer document shall not require fresh filing of such pre-filed draft offer document.</p>		
	(3)	<p>If there are any changes in the updated draft red herring prospectus-I in relation to the matters specified in <b>Schedule XVI</b>, an updated pre-filed offer document or a fresh draft offer document under Chapter II or fresh pre-filed draft offer document, as the case may be, shall be filed with the Board along with fees specified in <b>Schedule III</b>.</p>		
	(4)	<p>(1) Subject to the compliance with the provisions of the Companies Act, 2013, a public issue may be opened within eighteen months from the date of issuance of the</p>		

		
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CHAPTER II A - INITIAL PUBLIC OFFER ON MAIN BOARD THROUGH PRE-FILING OF DRAFT OFFER DOCUMENT					
		<p>observations by the Board under regulation 59C of these regulations:</p> <p>Provided that the issuer shall file updated draft red herring prospectus-I with the Board and the stock exchanges in terms of regulation 59C of these regulations within sixteen months from the date of issuance of the observations by the Board.</p>			

		
<b>ICICI Securities Limited</b> ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India <b>Telephone:</b> +91 22 6807 7100 <b>E-mail:</b> alliedblenders.ipo@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>Investor Grievance ID:</b> customercare@icicisecurities.com <b>Contact person:</b> Harsh Thakkar/ Rupesh Khant <b>SEBI Registration No.:</b> INM000011179	<b>Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)</b> 801 – 804, Wing A, Building No 3 Inspire BKC, G Block, Bandra Kurla Complex East Mumbai 400 051, Maharashtra, India <b>Telephone:</b> +91 22 4009 4400 <b>E-mail:</b> Allied@nuvama.com <b>Website:</b> www.nuvama.com <b>Investor Grievance E-mail:</b> customerservice.mb@nuvama.com <b>Contact Person:</b> Lokesh Shah <b>SEBI Registration No.:</b> INM000013004	<b>ITI Capital Limited (a part of The Investment Trust of India Limited Group)</b> ITI House, Dr R. K. Shirodkar Marg, Parel, Mumbai – 400 012 Maharashtra, India <b>Telephone:</b> + 91 22 6911 3300 <b>E-mail:</b> ipo.alliedblenders@iticapital.in <b>Website:</b> iticapital.in <b>Investor Grievance E-mail:</b> investorgrievance@iticapital.in <b>Contact Person:</b> Pallavi Shinde <b>SEBI Registration No.:</b> INM000010924




<b>SCHEDULE VI - DISCLOSURES IN THE OFFER DOCUMENT, ABRIDGED PROSPECTUS AND ABRIDGED LETTER OF OFFER</b>					
Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments
Part A – Disclosures in offer document/letter of offer					
All disclosures specified under this Part shall be made in the draft offer document or the draft letter of offer and the offer document or the letter of offer, as applicable					
<b>Instructions:</b> (a) All information shall be relevant and updated. The source and basis of all statements and claims shall be disclosed. Terms such as “market leader”, “leading player”, etc. shall be used only if these can be substantiated by citing a proper source. (b) All blank spaces in the draft offer document shall be filled up with appropriate data before filing the offer document, as applicable, with the Registrar of Companies or filing the same with the recognised stock exchanges. (c) Simple English shall be used to enable easy understanding of the contents. Technical terms, if any, used in explaining the business of the issuer shall be clarified in simple terms. (d) Wherever it is mentioned that details are given elsewhere in the document, the same shall be adequately cross-referenced by indicating the paragraph heading and page number. (e) There shall be no forward-looking statements that cannot be substantiated. (f) Consistency shall be ensured in the style of disclosures. If first person is used, the same may be used throughout. Sentences that contain a combination of first and third persons may be avoided. (g) For currency of presentation, only one standard financial unit shall be used.			Complied with and noted for compliance.  Noted for compliance.  Complied with and noted for compliance. Complied with and noted for compliance. Complied with and noted for compliance. Complied with and noted for compliance. Complied with and noted for compliance.	-	
<b>Applicability</b> An issuer making a public issue or a rights issue of specified securities shall make disclosures specified in this Schedule. Provided that:			Complied with to the extent applicable.	-	The Offer is an initial public offering of equity shares

		
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Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments
	(a)	an issuer making a fast track public issue may not make the disclosures specified in Part D of this Schedule.			
	(b)	an issuer making a further public offer of specified securities may not make the disclosures specified in Part C of this Schedule if it satisfies the conditions specified in paragraph 2 of that Part.			
	(c)	an issuer making a rights issue may only make the disclosures specified in Part B of this Schedule if it satisfies the conditions specified in paragraph 1 of such Part.			
1.		Cover pages:			
		The cover pages shall be of adequate thickness (minimum hundred GSM quality) and shall be white in colour with no patterns.			
	(a)	Front cover pages:	Complied with.	-	
	(1)	Front outside cover page shall contain issue and issuer details, details of selling shareholders in tabular format along with their average cost of acquisition and offer for sale details, and other details as may be specified by the Board from time to time.			
	(2)	Front inside cover page shall contain only the following issue details:	Complied with.	Front Outside Cover page	
	a)	The type of the offer document (“Draft Red Herring Prospectus”/”Draft Letter of Offer”, “Red Herring Prospectus”, “Shelf Prospectus”, “Prospectus”, “Letter of Offer”, as applicable).			

		
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Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments
	b)	Date of the draft offer document or offer document.	Complied with.	Front Inside Cover page	
	c)	Type of issuance (“book built” or “fixed price”).	Complied with.	Front Inside Cover page	
	d)	In case of a public issue, the following clause shall be incorporated in a prominent manner, below the title of the offer document:  “Please read Section 32 of the Companies Act, 2013”	Complied with.	Front Inside Cover page	
	e)	Name of the issuer, its logo, date and place of its incorporation, corporate identity number, address of its registered and corporate offices, telephone number, contact person, website address and e-mail address (where there has been any change in the address of the registered office or the name of the issuer, reference to the page of the offer document where details thereof are given).	Complied with.	Front Inside Cover page	
	f)	Names of the promoter(s) of the issuer.	Complied with.	Front Inside Cover page	


		
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Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments
	g)	Nature, number and price of specified securities offered and issue size, as may be applicable, including any offer for sale by promoters or members of the promoter group or other shareholders.	Complied with.	Front Inside Cover page	
	h)	Aggregate amount proposed to be raised through all the stages of offers made through a shelf prospectus.	Complied with to the extent applicable and noted for compliance.	Front Inside Cover page	
	i)	In the case of the first issue of the issuer, the following clause on ‘Risks in relation to the First Issue’ shall be incorporated in a box format:  "This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is (___). The issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer nor regarding the price at which the equity shares will be traded after listing."	Not applicable.	-	The offer is not being made in reliance of a shelf prospectus.
	j)	The following clause on ‘General Risk’ shall be incorporated in a box format:  "Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this 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 this	Complied with.	Front Inside Cover page	




		
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		offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘Risk factors’ given on page number .... under the section ‘General Risks’."			
	k)	The following clause on ‘Issuer’s Absolute Responsibility’ shall be incorporated in a box format:  "The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The selling shareholders accept responsibility for and confirm the statements made by them in this offer document to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect"	Complied with.	Front Inside Cover page	
	l)	Names, logos and addresses of all the lead manager(s) with their titles who have signed the due diligence certificate and filed the offer document with	Complied with.	Front Inside	






		
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Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments
		the Board, along with their telephone numbers, website addresses and e-mail addresses. (Where any of the lead manager(s) is an associate of the issuer, it shall disclose itself as an associate of the issuer and that its role is limited to marketing of the issue.)		Cover page	
	m)	Name, logo and address of the registrar to the issue, along with its telephone number, website address and e-mail address	Complied with.	Front Inside Cover page	
	n)	Issue schedule: (i) Anchor bid period, if any (ii) Date of opening of the issue (iii) Date of closing of the issue (iv) Date of earliest closing of the issue, if any	Complied with to the extent applicable and noted for compliance.	Front Inside Cover page	The Bid/Issue Opening Date and the Bid/Issue Closing Date will be disclosed at the time of filing of Red Herring Prospectus with the Registrar of Companies.
	o)	Credit rating, if applicable.	Not applicable.	101	As this is an issue of Equity Shares, no credit rating is required or contemplated for the Offer.  There is a negative statement to this effect in the “General Information” section of the DRHP.

		
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	p)	IPO grading, if any	Not applicable.	101	The Company does not intend to obtain any IPO grading for the Offer. There is a negative statement to this effect in the “ <i>General Information</i> ” section of the DRHP.
	q)	Name(s) of the stock exchanges where the specified securities are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s).	Complied with and noted for compliance.	Front Inside Cover page	The Company proposes to list its Equity Shares on BSE Limited and National Stock Exchange of India Limited.
	(b)	Back cover pages: The back inside cover page and back outside cover page shall be kept blank.	Complied with.	Back cover page	
2.		Table of Contents: The table of contents shall appear immediately after the front inside cover page.	Complied with.	-	
3.		Definitions and abbreviations:	Complied with.		
	(A)	Conventional or general terms	Complied with.	12-15	
	(B)	Issue related terms	Complied with.	3-11	

		
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	(C)	Issuer and industry related terms	Complied with.	11-12	
	(D)	Abbreviations		12-15	
4.		Offer Document Summary This section shall contain summary of the following information, as applicable:	Complied with.		
	(A)	Primary business of the Issuer and the industry in which it operates, in not more than 100 words each;	Complied with.	16	
	(B)	Names of the promoters;	Complied with.	16	
	(C)	Size of the issue disclosing separately size of the fresh issue and offer for sale;	Complied with.	16-17	
	(D)	Objects of the issue in a tabular format;	Complied with.	17	
	(E)	Aggregate pre-issue shareholding of the promoter and promoter group, selling shareholder(s) as a percentage of the paid-up share capital of the issuer;	Complied with.	17-18	
	(F)	Following details as per the restated consolidated financial statements for past 3 years and stub period in tabular format: a. Share capital; b. Net Worth; c. Revenue; d. Profit after tax; e. Earnings per share; f. Net Asset Value per equity share; and g. Total borrowings (as per balance sheet).	Complied with.	18	

		
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	(G)	Auditor qualifications which have not been given effect to in the restated financial statements.	Not applicable.	19	A negative statement to this effect has been included in the DRHP.
	(H)	Summary table of outstanding litigations and a cross-reference to the section titled ' <i>Outstanding Litigation and Material Developments</i> '.	Complied with.	19	
	(I)	Cross-reference to the section titled ' <i>Risk Factors</i> '.	Complied with.	19	
	(J)	Summary table of contingent liabilities and a cross-reference to contingent liabilities of the issuer as disclosed in restated financial statements.	Complied with.	19-20	
	(K)	Summary of related party transactions for last 3 years and cross-reference to related party transactions as disclosed in restated financial statements.	Complied with.	20-24	
	(L)	Details of all financing arrangements whereby the promoters, members of the promoter group, the directors of the company which is a promoter of the issuer, 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 the draft offer document/offer document.	Not applicable.	25	A negative statement to this effect has been included in the DRHP.
	(M)	Weighted average price at which specified security was acquired by each of the promoters and selling shareholders in the last one year.	Complied with.	25-26	
	(N)	Average cost of acquisition of shares for promoter and selling shareholders.	Complied with.	26-27	

		
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	(O)	Size of the pre-IPO placement and allottees, upon completion of the placement.	Complied with to the extent applicable and noted for compliance.	26	
	(P)	Any issuances of equity shares made in the last one year for consideration other than cash.	Complied with.	27	
	(Q)	Any split/consolidation of equity shares in the last one year.	Complied with.	27	
	(R)	Exemption from complying with any provisions of securities laws, if any, granted by SEBI shall be disclosed.	Not applicable.	27	A negative statement to this effect has been included in the DRHP.
5.		Risk Factors:			
	(A)	Risk factors shall be printed in a clear readable font (preferably of minimum point ten size).	Complied with.	-	
	(B)	Risk factors shall be classified as those which are specific to the project and internal to the issuer and those which are external and beyond the control of the issuer.	Complied with.	-	
	(C)	Risk factors shall be determined on the basis of their materiality. In doing so, the following shall be considered: 1) Some risks may not be material individually but may be material when considered collectively. 2) Some risks may have an impact which is qualitative though not quantitative. 3) Some risks may not be material at present but may have a material impact in the future.	Complied with to the extent applicable.	-	

		
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	(D)	Each risk factor shall appear in the following manner: 1) The risk as envisaged by the issuer. 2) Proposals, if any, to address the risk	Complied with to the extent applicable.	-	
	(E)	Proposals to address the risks shall not contain any speculative statement on the positive outcome of any matter or litigation, etc. and shall not be given for any matter that is sub-judice before any court/tribunal	Complied with to the extent applicable and noted for compliance.	-	
	(F)	Risk factors shall be disclosed in the descending order of materiality. Wherever risks about material impact are stated, likely or potential implications, including financial implication, wherever quantifiable shall be disclosed. If it cannot be quantified, a distinct statement about the fact that the implications cannot be quantified shall be made.	Complied with to the extent applicable.	-	
	(G)	Risk factors covering the following subjects, shall necessarily be disclosed wherever applicable:			
	1.	Material statutory clearances and approval that are yet to be received by the issuer;	Complied with to the extent applicable.	66-68	A disclosure to this effect has been made in "Risk Factors - 46. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, cash flows and results of operations."




		
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	2.	Seasonality of the business of the issuer;	Complied with.	72	A disclosure to this effect has been made in "Risk Factors - 56. Seasonal fluctuations in consumer demand could adversely affect our business, financial condition, results of operations and prospects."
	3.	Any issue of the specified securities by the issuer within the last twelve months at a price lower than the issue price (other than bonus issues);	Not applicable.	-	
	4.	Where an object of the issue is to finance acquisitions and the acquisition targets have not been identified, details of interim use of funds and the probable date of completing the acquisitions;	Not applicable.	-	
	5.	Risk associated with orders not having been placed for plant and machinery in relation to the objects of the issue, indicating the percentage and value terms of the plant and machinery for which orders are yet to be placed	Not applicable.	-	
	6.	Lack of significant experience of the issuer or its promoters in the industry segment for which the issue is being made;	Not applicable.	-	
	7.	If the issuer has incurred losses in the last three financial years;	Not applicable.	-	
	8.	Dependence of the issuer or any of its business segments upon a single customer or a few customers, the loss of any one or more may have a material adverse effect on the issuer.	Complied with.	40-41	A disclosure to this effect has been made in "Risk Factors - 6. Our business is




		
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					dependent on the sale of our products to our key customers and the loss of one or more such customers or a reduction for our products could adversely affect our business, result of operations, financial condition and cash flows."
	9.	Refusal of listing of any securities of the issuer or any of its subsidiaries during last ten years by any of the stock exchanges in India or abroad.	Not applicable.	-	
	10.	Failure of the issuer or any of its subsidiary to meet the listing requirements of any stock exchange in India or abroad and the details of penalty, if any, including suspension of trading, imposed by such stock exchanges.	Not applicable.	-	
	11.	Limited or sporadic trading of any specified securities of the issuer on the stock exchanges	Not applicable.	-	
	12.	In case of outstanding debt instruments, any default in compliance with the material covenants such as in creation of full security as per terms of issue, default in payment of interest, default in redemption, non-creation of debenture redemption reserve, default in payment of penal interest wherever applicable, non-availability or non-maintenance of asset cover, interest cover, debt-service cover, etc.	Complied with to the extent applicable.	41-42	A disclosure to this effect has been made in "Risk Factors - 7. We have incurred indebtedness and have also breached certain covenants in our financing agreement. An inability to comply with repayment and






		
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					other covenants or any future breaches in our financing agreements could adversely affect our business and financial condition. In addition, certain of our financing agreements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition."
	13.	Unsecured loans, if any, taken by the issuer and its subsidiaries that can be recalled at any time.	Complied with.	62	A disclosure to this effect has been made in "Risk Factors - 38. Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all."
	14.	Default in repayment of deposits or payment of interest thereon by the issuer and subsidiaries, and the roll over of liability, if any.	Not applicable.	-	

		
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	15.	Potential conflict of interest of the promoters or directors of the issuer if involved with one or more ventures which are in the same line of activity or business as that of the issuer.	Complied with.	77	A disclosure to this effect has been made in "Risk Factors - 69. Our Promoters, Promoter Group, Directors, Subsidiaries and Group Companies are in businesses similar to ours and have interests in certain companies, which are in similar businesses to ours, and this may result in potential conflict of interest with us."
	16.	Shortfall in performance vis-à-vis the objects stated in any of the issues made by the listed issuer or listed subsidiaries in the last ten years, as disclosed under the heading "Performance vis-à-vis Objects" in the section "Other Regulatory and Statutory Disclosures", quantifying such shortfalls or delays.	Not applicable.	-	
	17.	Shortfall in performance vis-à-vis the objects stated in the issues made by any of its listed subsidiaries or listed promoter(s) in the previous five years, as disclosed under the heading "Performance vis-à-vis Objects" in the section "Other Regulatory and Statutory Disclosures", quantifying such shortfalls or delays.	Not applicable.	-	

		
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	18.	Interests of the promoters, directors, key management personnel or senior management of the issuer, other than reimbursement of expenses incurred or normal remuneration or benefits.	Complied with.	76-77	A disclosure to this effect has been made in "Risk Factors - 68. Our Promoters, Promoter Group, Directors, Key Managerial Personnel and Senior Managerial Personnel are interested in the Company's performance in addition to their normal remuneration and reimbursement of expenses
	19.	Any portion of the issue proceeds that is proposed to be paid by the issuer to the promoter, directors, key managerial personnel or senior management of the issuer.	Not applicable.	-	There is an offer for sale by the two of our Promoters and a member of the Promoter Group. Except to the extent of the proceeds received pursuant to the Offer for Sale, no part of the Net Proceeds will be paid by our Company to our Promoters, Promoter Group, our Directors, our Key Managerial Personnel,

		
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					our Senior Management, or our Group Companies.
	20.	Relationship of the promoter or directors of the issuer with the entities from whom the issuer has acquired or proposes to acquire land in the last 5 years, along with the relevant details.	Complied with to the extent applicable.	71	
	21.	Excessive dependence on any key managerial personnel or senior management for the project for which the issue is being made.	Not applicable.	-	
	22.	Any material investment in debt instruments by the issuer which are unsecured.	Not applicable.	-	
	23.	Non-provision for decline in the value of investments.	Not applicable.	-	
	24.	Summary of all outstanding litigations and other matters disclosed in the section titled 'Outstanding Litigation and Material Developments' in a tabular format along with amount involved, where quantifiable. Issuer shall also separately highlight any criminal, regulatory or taxation matters which may have any material adverse effect on the issuer.	Complied with.	68	A disclosure to this effect has been made in "Risk Factors - 47. Our Company, Subsidiaries, Directors, and Promoters are or may be involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations."

		
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	25.	The delay, if any, in the schedule of the implementation of the project for which the funds are being raised in the public issue.	Not applicable.	-	
	26.	If monitoring agency is not required to be appointed as per these Regulations, the statement that deployment of the issue proceeds is entirely at the discretion of the issuer.	Not applicable.	-	
	27.	Negative cash flow from operating activities in the last three financial years.	Not applicable.	-	
	28.	If the land proposed to be acquired from proceeds of the issue is not registered in the name of the issuer.	Not applicable.	-	
	29.	Any restrictive covenants as regards the interests of the equity shareholders in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long term borrowings.	Complied with.	41-42	A disclosure to this effect has been made in "Risk Factors - 7. We have incurred indebtedness and have also breached certain covenants in our financing agreement. An inability to comply with repayment and other covenants or any future breaches in our financing agreements could adversely affect our business and financial condition. In addition, certain of our financing agreements involve

		
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					variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition."
	30.	Existence of a large number of pending investor grievances against the issuer and listed subsidiaries.	Not applicable	-	
	31.	In case of issue of secured convertible debt instruments, risks associated with second or residual charge or subordinated obligation created on the asset cover.	Not applicable.	-	
	32.	In case the proforma financial statements / restated consolidated financial statements has been provided by a peer reviewed Chartered Accountants who is not statutory auditor of the Company, the Issuer Company shall put this as a Top 10 Risk Factor in its offer document (DRHP/RHP/Prospectus).	Not applicable.	-	
6.		Introduction:			
	(A)	Issue details in brief.	Complied with.	86-87	
	(B)	Summary of consolidated financial information	Complied with.	88-93	
7.		General information:			
	(A)	Name and address of the registered and corporate offices, the registration number of the issuer, and the address of the Registrar of Companies where the issuer is registered.	Complied with.	94	




		
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	(B)	Name, designation, address and DIN of each member of the board of directors of the issuer.	Complied with.	94-95	
	(C)	Names, addresses, telephone numbers and e-mail addresses of the Company Secretary, legal advisor and bankers to the issuer.	Complied with.	95	
	(D)	Name, address, telephone number and e-mail address of the compliance officer.	Complied with.	95	
	(E)	Names, addresses, telephone numbers, contact person, website addresses and e-mail addresses of the lead manager(s), registrars to the issue, bankers to the issue, brokers to the issue and syndicate member(s); URL of SEBI website listing out the details of self certified syndicate banks, registrar to the issue and share transfer agents, depository participants, etc.	Complied with to the extent applicable and noted for compliance.	96-99	Details of intermediaries appointed prior to filing of the DRHP have been disclosed.
	(F)	Names, addresses, telephone numbers, peer review number, firm registration number and e-mail addresses of the auditors of the issuer.	Complied with.	97	
	(G)	Statement of inter-se allocation of responsibilities among lead manager(s).	Complied with.	100-101	
	(H)	Following details of credit rating in case of a public issue of convertible debt instruments: a) The names of all the credit rating agencies from which credit rating including unaccepted rating has been obtained for the issue of convertible debt instruments. b) Details of all credit ratings, including unaccepted ratings, obtained for the public issue of convertible debt instruments. c) All credit ratings obtained during the preceding three years prior to the filing the draft offer document/offer document for any of	Not applicable.	-	This Offer is an initial public offering of Equity Shares.

		
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		the issuer’s listed convertible debt instruments at the time of accessing the market through a convertible debt instrument.			
	(I)	Following details of IPO grading, if obtained: a) Names of all credit rating agencies from which IPO grading has been obtained. b) Details of all grades obtained from such credit rating agencies. c) Rationale or description of the grading(s), as furnished by the credit rating agencies.	Not applicable.	101	The Company does not intend to obtain any IPO grading for the Offer. A distinct negative statement to this effect has been included in the “General Information” section of the DRHP.
	(J)	Name, address, telephone number, website address and e-mail address of the debenture trustee, in case of a public issue of convertible debt instruments.	Not applicable.	-	This Offer is an initial public offering of Equity Shares.
	(K)	Name, address, telephone number and e-mail address of the monitoring agency, if appointed, and disclosure as to whether such appointment is pursuant to these regulations.	Noted for compliance.	100	To be appointed prior to the filing of the Red Herring Prospectus with the RoC.
	(L)	Name, address, telephone number and e-mail address of the appraising entity in case the project has been appraised.	Not applicable.	100	A negative statement to this effect has been included in the DRHP.



		
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	(M)	Filing the draft offer document/draft letter of offer/offer document: a) Under this head, the office of the Board where the draft offer document/draft letter of offer/offer document has been filed. b) Address of the Registrar of Companies, where copy of the offer document, having attached thereto the material contracts and documents referred to elsewhere in the offer document, has been filed.	Complied with to the extent applicable and noted for compliance.	102	
	(N)	Where the issue is being made through the book building process, the brief explanation of the book building process.	Complied with.	102-103	
	(O)	Details of underwriting: a) Names, addresses, telephone numbers, and e-mail addresses of the underwriters and the amount underwritten by each of them. b) Declaration by the board of directors of the issuer that the underwriters have sufficient resources to discharge their respective obligations c) In case of partial underwriting of the issue, the extent of such underwriting. d) Details of the final underwriting arrangement indicating actual number of specified securities underwritten, to be provided in the prospectus before it is filed with the Registrar of Companies	Complied with and noted for compliance.	103	The Company will enter into an underwriting agreement with the BRLMs and syndicate members prior to registration of the Prospectus with the Registrar of Companies.
	(P)	Changes in the auditors during the last three years along with name, address, email address, peer review number and firm registration number of auditors and reasons thereof	Complied with.	97	
	(Q)	Green Shoe Option, if applicable:	Not applicable.	101	

		
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		a) Name of the stabilising agent. b) Maximum number of equity shares in number and as a percentage of the proposed issue size, proposed to be over-allotted by the issuer. c) Maximum period for which the issuer proposes to avail of the stabilisation mechanism. d) the stabilising agent shall disclose if it proposes to close the stabilisation mechanism prior to the maximum period. e) Maximum increase in the equity share capital of the issuer and the post-issue shareholding pattern, in case the issuer is required to allot further equity shares to the extent of over-allotment in the issue. f) Maximum amount of funds to be received by the issuer in case of further allotment and the use of these additional funds. g) Details of the agreement or arrangement entered into by the stabilising agent with the promoters or shareholders to borrow equity shares from the latter. The details shall, inter-alia, include the name of the promoters or shareholders, their existing shareholding in the issuer, the number and percentage of equity shares to be lent by them and other important terms and conditions including rights and obligations of each party. h) Exact number of equity shares to be allotted/transferred pursuant to the public issue, stating separately the number of equity shares to be borrowed from the promoters or shareholders and over-allotted by the stabilising agent and the percentage of such equity shares in relation to the total issue size.			No green shoe option is contemplated in the Offer.

		
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8.		Capital structure:			
	(A)	The capital structure in the following order in a tabular form: a) Authorised, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value). b) Size of the present issue, giving separately the promoters' contribution, if any, reservation for specified categories, if any, and net offer (number of securities, description, aggregate nominal value and issue amount (to be disclosed in that order) and applicable percentages in case of a book built issue. c) Paid-up capital: (i) After the issue. (ii) After conversion of convertible instruments (if applicable). d) Share premium account (before and after the issue).	Complied with.  Complied with, to the extent applicable.  Complied with to the extent applicable.  Complied with to the extent applicable.	104	
	(B)	The following tables/notes shall be included after the table of the capital structure:			
	(a)	Details of the existing share capital of the issuer in a tabular form, indicating therein with regard to each allotment, the date of allotment, the name of allottee, nature of allotment, the number of shares allotted, the face value of the shares, the issue price and the form of consideration.	Complied with.	105-111	

		
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	(b)	Where shares have been issued for consideration other than cash or out of revaluation reserves at any point of time, details in a separate table, indicating the date of issue, date of revaluation of assets, persons to whom issued, price, reasons for the issue and whether any benefits have accrued to the issuer out of the issue	Complied with.	110-111	
	(c)	If shares have been allotted in terms of any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable, the details of such shares allotted, along with the page numbers where details of such scheme is given.	Complied with.	110-111	
	(d)	Where the issuer has issued equity shares under one or more employee stock option schemes, particulars of equity shares issued under the employee stock option schemes may be aggregated quarter-wise, indicating the aggregate number of equity shares issued and the price range within which equity shares have been issued in each quarter	Not applicable.	-	
	(e)	If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding one year, specific details of the names of the persons to whom such specified securities have been issued, whether they are part of the promoter group, reasons for such issue and the price	Not applicable.	-	
	(f)	Shareholding pattern of the issuer in the format as prescribed under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:	Complied with.	112	

		
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	(i)	Following details regarding major shareholders: Names of the shareholders of the issuer holding 1% or more of the paid-up capital of the issuer as on the date of filing of the draft offer document/ or end of last week from the date of draft letter of offer and the offer document, as the case may be. Provided that details of shareholding aggregating at least 80% of capital of company shall be disclosed.	Complied with.	113	
	(ii)	Number of equity shares held by the shareholders specified in clause (i) including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert a debenture, loan or other instrument.	Not applicable	-	
	(iii)	Particulars specified in items (i) and (ii) as on a date two years prior to the date of filing of the draft offer document/ draft letter of offer and the offer document, as the case may be.	Complied with.	113	
	(iv)	Particulars specified in items (i) and (ii) as on a date one year prior to the date of filing of the draft offer document/ draft letter of offer and the offer document, as the case may be	Complied with.	113	
	(v)	The particulars specified in items (i) and (ii) as on a date ten days prior to the date of date of filing of the draft offer document/ draft letter of offer and the offer document, as the case may be.	Complied with.	113	
	(vi)	If the issuer has made an initial public offer of specified securities in the preceding two years, the particulars specified in items (i), (ii), (iii) and (iv) shall be disclosed to indicate separately the names of the persons who acquired equity shares by subscription to the public issue and those who	Not applicable.	-	The Offer is an initial public offering of Equity Shares.

		
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		acquired the equity shares by allotment on a firm basis or through private placement.			
	(g)	Proposal or intention, negotiations and consideration of the issuer to alter 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 offer of specified securities, within a period of six months from the date of opening of the issue.	Not applicable.	-	
	(h)	Total shareholding of each of the promoters in a tabular form, with the name of the promoter, nature of issue, date of allotment/transfer, number of shares, face value, issue price/ consideration, date when the shares were made fully paid-up, percentage of the total pre and post-issue capital, if any and the number and percentage of pledged shares, if any, held by each promoter.	Complied with to the extent applicable.	113-116	
	(i)	The number of members/shareholders of the issuer.	Complied with.	112	
	(j)	Details of:			
	(i)	the aggregate shareholding of the promoter group and of the directors of the promoters, where the promoter is a body corporate.	Complied with.	116	
	(ii)	the aggregate number of specified securities purchased or sold by the promoter group and/or by the directors of the company which is a promoter of the issuer and/or by the directors of the issuer and their relatives in the preceding six months.	Not applicable.	119	A negative statement to this effect has been included in the DRHP under “Capital Structure.”


		
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	(iii)	all financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, 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 in the six months immediately preceding the date of filing of the draft offer document/offer document.	Not applicable.	119	A negative statement to this effect has been included in the DRHP under “Capital Structure.”.
	(iv)	In case it is not possible to obtain information regarding sales and purchases of specified securities by any relatives of the promoter, details on the basis of the transfers as recorded in the books of the issuer and/or the depository, as applicable and a statement to such effect.	Not applicable.	-	
		Promoters’ contribution:			
	(i)	Details of promoters’ contribution and lock-in period in a tabular form, separately in respect of each promoter by name, with the date of allotment of specified securities, the date when fully paid-up, the nature of allotment (rights, bonus, preferential etc.), the number, face value and issue price, the percentage of promoters’ contribution to total issued capital and the date up to which the specified securities are subject to lock-in.	Complied with.	117	
	(ii)	In the case of an initial public offer, details of all individual allotments from the date of incorporation of the issuer and in case of a further public offer by a listed issuer, such details for the preceding five years.	Complied with as to the extent applicable.	105-111	
	(iii)	In case of further public offers or rights issues, shares acquired by the promoters through a public issue, rights issue, preferential issue, bonus issue, conversion of depository receipts or under any employee stock option scheme or employee stock purchase scheme to be shown separately	Not applicable.	-	The Offer is an initial public offering of Equity Shares.

		
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		from the shares acquired in the secondary market and its aggregate cost of shares acquired in the secondary market, if available.			
	(iv)	Details of compliance with applicable provisions of these regulations with respect to promoters' contribution and lock-in requirements.	Complied with.	117	
	(v)	If the issuer is exempt from the requirements of promoters' contribution, the relevant provisions under which it is so exempt	Not applicable	-	
	(vi)	A statement that the promoter undertakes to accept full conversion, if the promoters' contribution is in terms of the same optionally convertible debt instrument as is being offered to the public.	Not applicable.	-	The Offer is an initial public offering of Equity Shares.
	(l)	A statement that the issuer, its directors or the lead manager(s) have not entered into any buy-back arrangements for purchase of the specified securities of the issuer.	Complied with.	119	A statement to this effect has been included in the DRHP under "Capital Structure".
	(m)	A statement that all securities offered through the issue shall be made fully paid-up, if applicable, or may be forfeited for non-payment of calls within twelve months from the date of allotment of securities.	Complied with.	119	All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of allotment and there are no partly paid-up Equity Shares as on the date of this DRHP.
	(n)	Details of shareholding, if any, of the lead manager(s) and their associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) in the issuer.	Not applicable.	119	A negative statement to this effect has been included in the DRHP.



		
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	(o)	Details of options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the offer document.	Not applicable.	-	
	(p)	The following details in cases where options granted to employees in pursuance of any employee stock option scheme existing prior to the initial public offer, are outstanding at the time of the initial public offer: <ul style="list-style-type: none"> <li>(i) options granted;</li> <li>(ii) options vested;</li> <li>(iii) options exercised;</li> <li>(iv) the exercise price;</li> <li>(v) the total number of shares arising as a result of exercise of option;</li> <li>(vi) options lapsed;</li> <li>(vii) variation of terms of options;</li> <li>(viii) money realised by exercise of options;</li> <li>(ix) total number of options in force;</li> <li>(x) employee-wise details of options granted to:               <ul style="list-style-type: none"> <li>· key managerial personnel and senior management;</li> <li>· any other employee who receives a grant in any one year of options amounting to five per cent. or more of options granted during that year;</li> <li>· identified employees who were granted options, during any one year, equal to or exceeding one per cent. of the</li> </ul> </li> </ul>	Not applicable.	-	

		
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		<p>issued capital (excluding outstanding warrants and conversions) of the issuer at the time of grant;</p> <p>(xi) diluted Earnings Per Share pursuant to the issue of equity shares on exercise of options calculated in accordance with applicable accounting standard on ‘Earnings Per Share’.</p> <p>(xii) where the issuer has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options and the impact of this difference on profits and on the Earnings Per Share of the issuer.</p> <p>(xiii) description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option.</p> <p>(xiv) impact on the profits and on the Earnings Per Share of the last three years if the issuer had followed the accounting policies specified in Securities and Exchange Board of India (Share Based Employee and Sweat Equity Benefits) Regulations, 2021, in respect of options granted in the last three years.</p> <p>(xv) intention of the key managerial personnel, senior management and whole-time directors who are holders of equity shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, to sell their equity shares within three months after the date of listing of the equity shares in the initial public offer (aggregate number of equity shares intended to be sold by the holders of options), if any. In case of an employee stock option</p>			
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		<p>scheme, this information same shall be disclosed regardless of whether the equity shares arise out of options exercised before or after the initial public offer.</p> <p>(xvi) specific disclosures about the intention to sell equity shares arising out of an employee stock option scheme or allotted under an employee stock purchase scheme within three months after the date of listing, by directors, key managerial personnel, senior management and employees having equity shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than one per cent. of the issued capital (excluding outstanding warrants and conversions), which inter-alia shall include name, designation and quantum of the equity shares issued under an employee stock option scheme or employee stock purchase scheme and the quantum they intend to sell within three months.</p> <p>(xvii) details of the number of shares issued in employee share purchase scheme, the price at which such shares are issued, employee-wise details of the shares issued to</p> <ul style="list-style-type: none"> <li>· key managerial personnel and senior management</li> <li>· any other employee who is issued shares in any one year amounting to 5 per cent. or more shares issued during that year;</li> <li>· identified employees who were issued shares during any one year equal to or exceeding 1 per cent. of the issued capital of the company at the time of issuance;</li> </ul> <p>(xviii) diluted Earnings Per Share (EPS) pursuant to issuance of shares under employee share purchase scheme; and consideration received against the issuance of shares.</p>			
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	(q)	In case of a further public offer by a listed issuer, which has earlier (after being a listed issuer) made any preferential allotment or bonus issue or qualified institutions placement of specified securities in the ten years preceding the date of the draft offer document/offer document, a confirmation that the relevant provisions of the regulations have been complied with.	Not applicable.	-	The Offer is an initial public offering of the Equity Shares.
9.		Particulars of the issue:			
	(A)	Objects of the issue.			
	(1)	Objects of the issue	Complied with.	121-131	
	(2)	If one of the objects of the issue is loan repayment:			
	(a)	details of loan proposed to be repaid such as name of the lender, brief terms and conditions and amount outstanding;	Complied with.	122-127	
	(b)	certificate from the statutory auditor certifying the utilization of loan for the purposed availed.			

		
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	(3)	If one of the objects is investment in a joint venture or a subsidiary or an acquisition, following additional disclosures: (a) details of the form of investment, i.e., equity, debt or any other instrument; (b) If the form of investment has not been decided, a statement to that effect; (c) If the investment is in debt instruments, complete details regarding rate of interest, nature of security, terms of repayment, subordination, etc.; (d) Nature of benefit expected to accrue to the issuer as a result of the investment	Not applicable.	-	
	(4)	If one of the objects of the issue is to grant a loan to an entity other than a subsidiary, details of the loan agreements, including the rate of interest, whether secured or unsecured, duration, nature of security, terms of repayment, subordination etc. and the nature of benefit expected to accrue to the issuer as a result of the investment. If such a loan is to be granted to any of the group companies, details of the same.	Not applicable.	-	
	(5)	If one of the objects of the issue is utilisation of the issue proceeds for long term working capital, the following additional disclosures on a standalone basis: (a) Basis of estimation of working capital requirement along with the relevant assumptions. (b) Reasons for raising additional working capital substantiating the same with relevant facts and figures. (c) Details of the projected working capital requirement, including detailed assessment of working capital after implementation of	Not applicable.	-	

		
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		the project or achievement of objects of the issue, as the case may be, capacity utilisation assumptions, break up of expected current assets into raw materials, finished goods, work in progress, sundry debtors etc., with assumption about the holding norms for each type of current asset, total current liabilities, net current assets and envisaged sources of finance for net current assets, i.e., bank finance, institutional finance, own funds, etc. (d) Total envisaged working capital requirement in a tabular form, the margin money thereof and the portion to be financed by any bank(s) or otherwise. (e) Details of the existing working capital available to the issuer with a break up for total current assets into raw materials, finished goods, work in progress, sundry debtors, etc., total current liabilities, net current assets and sources of finance for net current assets i.e. bank finance, institutional finance, own funds etc. (f) If no working capital is shown as a part of project for which the issue is being made, the reasons for the same.			
	(6)	<b>Land:</b> (a) Names of the entities from whom land has been acquired/ proposed to be acquired along with the cost of acquisition, and the relationship, if any, of such entities to any promoter or	Not applicable.	-	


		
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		<p>director of the issuer, in case the proceeds of the issue are being utilised for acquisition of land.</p> <p>(b) Details of whether the land acquired by the issuer is free from all encumbrances and has a clear title and whether it is registered in the name of the issuer.</p> <p>(c) Details of whether the issuer has applied/ received all the approvals pertaining to land. If no such approvals are required to be taken by the issuer, then this fact may be indicated by way of an affirmative statement.</p> <p>(d) Figures appearing under this section shall be consistent with the figures appearing under the section "Cost of the Project".</p>			
	(7)	<p><b>Project:</b>  If one of the objects of the issue is to fund a project, details of:</p> <p>(a) location of the project;</p> <p>(b) plant and machinery, technology, process, etc.;</p> <p>i) Details shall be given in a tabular form, which shall include the details of the machines required to be bought by the issuer, cost of the machines, name of the</p>	Not applicable.	-	

		
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		suppliers, date of placement of order and the date or expected date of supply, etc. ii) In case machines are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned. iii) The percentage and value terms of the plant and machinery for which orders are yet to be placed shall be stated. (c) The details of the second hand machinery bought or proposed to be bought, if any, including the age of the machines, balance estimated life, etc. shall also be given. collaboration, performance guarantee if any, or assistance in marketing by the collaborators. The following information regarding persons or entities with whom technical and financial agreements have been entered into shall be given: i) place of registration and year of incorporation. ii) paid up share capital. iii) turnover of the last financial year of operation. iv) general information regarding such persons relevant to the issuer. (d) infrastructure facilities for raw materials and utilities like water, electricity, etc.			






		
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	(8)	<b>Property:</b> If one of the object of the issue is to purchase any property, where arrangements have been made, details of: (a) names address, descriptions and occupations of the vendors; (b) the amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the issuer is a sub purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill; (c) nature of the title or interest in such property acquired or to be acquired by the issuer; (d) short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the issuer or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the issuer had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction. (e) The property to which sub-clauses (a) to (d) applies is a property purchased or acquired by the issuer or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue or the purchase or acquisition of which has not been completed as of the date of the draft offer document or offer document, as the case may be	Not applicable.	-	

		
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	(9)	Plant/ Equipment/ Technology/ Process: If one of the objects of the issue is to purchase any plant, machinery, technology, process, etc. (i) Details in a tabular form, which shall include the details of the equipment required to be bought by the issuer, cost of the equipment, name of the suppliers, date of placement of order and the date or expected date of supply, etc. (ii) In case the order for the equipment is yet to be placed, the date of quotations relied upon for the cost estimates given. (iii) The percentage and value terms of the equipment for which orders are yet to be placed. (iv) The details of the second hand equipment bought or proposed to be bought, if any, including the age of the machines, balance estimated life, etc.	Not applicable.	-	
	(10)	In case of a public issue of secured convertible debt instruments: description of the assets on which the security shall be created/asset cover, if required, shall be created, the basis for computation of the security cover, the valuation methods, the periodicity of such valuation and the ranking of the charge(s).	Not applicable.	-	The Offer is an initial public offering of the Equity Shares.
	(11)	If warrants are issued, the objects for which the funds from conversions of warrants are proposed to be used.	Not applicable.	-	The Offer is an initial public offering of the Equity Shares.
	(B)	Requirement of funds:			

		
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	(1)	Where the issuer proposes to undertake more than one activity or project, such as diversification, modernisation, expansion, etc., the total project cost activity-wise or project wise, as the case may be.	Not applicable.	-	
	(2)	Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phase, if any, which has already been implemented, shall be separately given.	Not applicable.	-	
	(3)	Details of all material existing or anticipated transactions in relation to utilisation of the issue proceeds or project cost with promoters, promoter group, directors, key managerial personnel, senior management and group companies. The relevant documents shall be included in the list of material documents for inspection.	Not applicable.	311	
	(C)	Funding plan (means of finance):			
	(1)	An undertaking by the issuer confirming that firm arrangements of finance have been made through verifiable means towards seventy five per cent. of the stated means of finance for the project proposed to be funded from issue proceeds, excluding the amount to be raised through proposed issue and existing identifiable internal accruals.	Not applicable.	481	A negative statement to this effect has been included. The fund requirements for the Objects set out above are proposed to be funded entirely from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance,

		
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					excluding the amount to be raised through the Fresh Issue and existing internal accruals, as prescribed under Regulation 7(1)(e) of the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations.
	(2)	Balance portion of the means of finance for which no firm arrangement has been made without specification	Not applicable.	-	
	(3)	Details of funds tied up and the avenues for deployment of excess proceeds, if any.	Not applicable.	-	
	(D)	Appraisal			
	(1)	Scope and purpose of the appraisal, if any, along with the date of appraisal.	Not applicable.	-	
	(2)	Cost of the project and means of finance shall be as per the appraisal report.			
	(3)	Explanation of revision, if any, in the project cost and the means of finance after the date of issue of the appraisal report.			
	(4)	Weaknesses and threats, if any, given in the appraisal report, by way of risk factors.			
	(5)	Disclaimer clauses of the appraisal report, as applicable.			

		
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	(E)	Schedule of Implementation			
		Schedule of implementation of the project in a tabular form and the progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, trial production, date of commercial production and reasons for delay, if any.	Not applicable.	-	
	(F)	Deployment of Funds:			
	(1)	Details of the sources of funds and the deployment of these funds on the project (where the issuer is raising capital for a project), up to a date not earlier than two months from the date of filing of the offer document, as certified by a statutory auditor of the issuer and the date of the certificate	Not applicable.	-	
	(2)	Where the promoters' contribution has been brought prior to the public issue, which is utilised towards means of finance for the stated objects and has already been deployed by the issuer, a cash flow statement from the statutory auditor, disclosing the use of such funds received as promoters' contribution.	Not applicable.	-	
	(G)	Sources of Financing of Funds Already Deployed:			
		Means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue.	Not applicable.	128	A negative statement to this effect is included in the chapter titled "Objects of the Offer" of DRHP.
	(H)	Deployment of Balance Funds:			
		Year-wise break-up of the expenditure proposed to be incurred on the project.	Not applicable.	-	

		
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	(I)	Interim Use of Funds:			
		A statement that net issue proceeds pending utilization (for the stated objects) shall be deposited only in the scheduled commercial banks.	Not applicable.	128	A statement to that effect is there in “ <i>Objects of the Offer</i> ”.
	(J)	Expenses of the Issue:			
		Expenses of the issue along with a break up for each item of expense, including details of the fees payable to separately as under (in terms of amount, as a percentage of total issue expenses and as a percentage of total issue size):  (1) Lead manager(s) fees including underwriting commission (2) Brokerage, selling commission and upload fees (3) Registrars to the issue (4) Legal Advisors (5) Advertising and marketing expenses (6) Regulators including stock exchanges (7) Printing and distribution of issue stationary (8) Others, if any (to be specified).	Complied with to the extent applicable and noted for compliance.	128-130	
	(K)	Basis for Issue Price			
	(1)	The basis for issue price, floor price or price band, as the case may be, on a consolidated basis, after giving effect to any bonus or split of shares undertaken after the last balance sheet date:	Complied with to the extent applicable and noted for compliance.	133-134	The details of basis for offer price have been provided in the “ <i>Basis for Offer Price</i> ” section of DRHP.

		
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		(a) Earnings Per Share and Diluted Earnings Per Share, pre-issue, for the last three years (as adjusted for changes in capital). (b) Price to Earnings ratio pre-issue. (c) Average Return on Net Worth in the last three years. (d) Net Asset Value per share based on the last balance sheet. (e) Net Asset Value per share after the issue and comparison thereof with the issue price. (f) An illustrative format of disclosure in respect of the basis for issue price is given hereunder:			

		
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 75%;"><b>Adjusted Earnings Per Share (EPS) and Adjusted Diluted EPS</b></td> <td style="width: 20%;"></td> </tr> <tr> <td>(a)</td> <td>Financial Year 1</td> <td align="right">` 0.41</td> </tr> <tr> <td>(b)</td> <td>Financial Year 2</td> <td align="right">` 8.39</td> </tr> <tr> <td>(c)</td> <td>Financial Year 3</td> <td align="right">` 13.82</td> </tr> <tr> <td>(d)</td> <td>Weighted Average</td> <td align="right">` 10.94</td> </tr> <tr> <td>(2)</td> <td><b>Price to Earnings Ratio (P/E) in relation to Issue Price</b></td> <td></td> </tr> <tr> <td>(a)</td> <td>Based on Financial Year 3 EPS</td> <td align="right">37.63</td> </tr> <tr> <td>(b)</td> <td>Industry P/E</td> <td></td> </tr> <tr> <td>(i)</td> <td>Highest</td> <td align="right">61.2</td> </tr> <tr> <td>(ii)</td> <td>Lowest</td> <td align="right">0.8</td> </tr> <tr> <td>(iii)</td> <td>Average</td> <td align="right">25.3</td> </tr> <tr> <td></td> <td>(*Indicate relevant source)</td> <td></td> </tr> <tr> <td>(3)</td> <td><b>Return on Net Worth</b></td> <td></td> </tr> <tr> <td>(a)</td> <td>Financial Year 1</td> <td align="right">27.36 per cent.</td> </tr> <tr> <td>(b)</td> <td>Financial Year 2</td> <td align="right">28.77 per cent.</td> </tr> <tr> <td>(c)</td> <td>Financial Year 3</td> <td align="right">33.45 per cent.</td> </tr> <tr> <td>(d)</td> <td>Weighted Average</td> <td align="right">30.88 per cent.</td> </tr> <tr> <td>(4)</td> <td><b>Net Asset Value</b></td> <td></td> </tr> <tr> <td>(a)</td> <td>As at last day of Financial Year 3</td> <td align="right">` 46.40</td> </tr> <tr> <td>(b)</td> <td>After issue</td> <td align="right">` 94.29</td> </tr> <tr> <td>(c)</td> <td>Issue price</td> <td align="right">` 520.00</td> </tr> </table> <p><i>* Formula or basis for calculation of these financial ratios to also be disclosed.</i></p> <p>(g) Comparison of accounting ratios of the issuer as mentioned in items (a) to (f) above with the industry average and with the accounting ratios of the peer group (i.e. companies of comparable size in the same industry), indicating the source from which industry average and accounting ratios of the peer group has been taken. In this regard, the following shall be ensured:</p> <ul style="list-style-type: none"> <li>Consistency in comparison of financial ratios of issuer with companies in the peer group, i.e., ratios on</li> </ul>	(1)	<b>Adjusted Earnings Per Share (EPS) and Adjusted Diluted EPS</b>		(a)	Financial Year 1	` 0.41	(b)	Financial Year 2	` 8.39	(c)	Financial Year 3	` 13.82	(d)	Weighted Average	` 10.94	(2)	<b>Price to Earnings Ratio (P/E) in relation to Issue Price</b>		(a)	Based on Financial Year 3 EPS	37.63	(b)	Industry P/E		(i)	Highest	61.2	(ii)	Lowest	0.8	(iii)	Average	25.3		(*Indicate relevant source)		(3)	<b>Return on Net Worth</b>		(a)	Financial Year 1	27.36 per cent.	(b)	Financial Year 2	28.77 per cent.	(c)	Financial Year 3	33.45 per cent.	(d)	Weighted Average	30.88 per cent.	(4)	<b>Net Asset Value</b>		(a)	As at last day of Financial Year 3	` 46.40	(b)	After issue	` 94.29	(c)	Issue price	` 520.00			
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(ii)	Lowest	0.8																																																																		
(iii)	Average	25.3																																																																		
	(*Indicate relevant source)																																																																			
(3)	<b>Return on Net Worth</b>																																																																			
(a)	Financial Year 1	27.36 per cent.																																																																		
(b)	Financial Year 2	28.77 per cent.																																																																		
(c)	Financial Year 3	33.45 per cent.																																																																		
(d)	Weighted Average	30.88 per cent.																																																																		
(4)	<b>Net Asset Value</b>																																																																			
(a)	As at last day of Financial Year 3	` 46.40																																																																		
(b)	After issue	` 94.29																																																																		
(c)	Issue price	` 520.00																																																																		



		
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		<p>consolidated basis (wherever applicable) of issuer shall be compared with ratios on consolidated basis (wherever applicable) of peer group, respectively.</p> <ul style="list-style-type: none"> <li>• Financial information relating to companies in the peer group shall be extracted from the regulatory filings made by such companies to compute the corresponding financial ratios.</li> </ul> <p>(h) The fact of dilution of financial ratios consequent upon issue of bonus shares, if any, and justification of the issue price after taking into account the diluted ratios with reference to the expanded capital.</p> <p>(i) The following statement in case of a book built issue :            “The price band/floor price/issue price has been determined by the issuer in consultation with the lead manager(s), on the basis of book-building.”</p> <p>(j) The following statement In case of a fixed price issue :            “The issue price has been determined by the issuer in consultation with the lead manager(s) and justified by the issuer in consultation with the lead manager(s) on the basis of the above information.”</p> <p>(k) Accounting ratios in support of basis of the issue price shall be calculated after giving effect to the consequent increase in capital on account of compulsory conversions outstanding, as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.</p>			

		
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	(2)	Issue of debt instruments bearing interest less than the bank rate: Whenever fully convertible debt instruments are issued bearing interest at a rate less than the bank rate, disclosures about the price that would work out to the investor, taking into account the notional interest loss on the investment from the date of allotment of fully convertible debt instruments to the date(s) of conversions).	Not applicable.	-	The Offer is an initial public offering of the Equity Shares.
	(3)	<p>For all the Key Performance Indicators (KPIs) disclosed in the offer document, the Issuer Company and the lead merchant bankers (LMs) shall ensure the following:</p> <p>(a) KPIs disclosed in the offer document and the terms used in KPIs shall be defined consistently and precisely in the — Definitions and Abbreviations” section of the offer document using simple English terms /phrases so as to enable easy understanding of the contents. Technical terms, if any, used in explaining the KPIs shall be further clarified in simple terms.</p> <p>(b) KPIs disclosed in the offer document shall be approved by the Audit Committee of the Issuer Company.</p> <p>(c) KPIs disclosed in the offer document shall be certified by the statutory auditor(s) or Chartered Accountants or firm of Chartered Accountants, holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India or by Cost Accountants, holding a valid certificate</p>	Complied with, to the extent applicable and noted for compliance.	135-139	

		
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		<p>issued by the Peer Review Board of the Institute of Cost Accountants of India.</p> <p>(d) Certificate issued with respect to KPIs shall be included in the list of material documents for inspection.</p> <p>(e) For each KPI being disclosed in the offer document, the details thereof shall be provided for period which will be co-terminus with the period for which the restated financial information is disclosed in the offer document.</p> <p>(f) KPIs disclosed in the offer document should be comprehensive and explanation shall be provided on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Issuer Company.</p> <p>(g) Comparison of KPIs over time shall be explained based on additions or dispositions to the business, if any. For e.g. in case the Issuer Company has undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs, the KPIs shall reflect and explain the same.</p> <p>(h) For ‘Basis for Issue Price’ section, the following disclosures shall be made:</p>			

		
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		(i) Disclosure of all the KPIs pertaining to the Issuer Company that have been disclosed to its investors at any point of time during the three years preceding to the date of filing of the DRHP / RHP.  (ii) Confirmation by the Audit Committee of the Issuer Company that verified and audited details for all the KPIs pertaining to the Issuer Company that have been disclosed to the earlier investors at any point of time during the three years period prior to the date of filing of the DRHP / RHP are disclosed under ‘Basis for Issue Price’ section of the offer document.  (iii) Issuer Company in consultation with the lead merchant banker may make disclosure of any other relevant and material KPIs of the business of the Issuer Company as it deems appropriate that have a bearing for arriving at the basis for issue price.  (iv) Cross reference of KPIs disclosed in other sections of the offer document to be provided in the ‘Basis for Issue Price’ section of the offer			

		
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		<p>document.</p> <p>(v) For the KPIs disclosed under the ‘Basis for Issue Price’ section, disclosure of the comparison with Indian listed peer companies and/ or global listed peer companies, as the case may be (wherever available). The set of peer companies shall include companies of comparable size, from the same industry and with similar business model (if one to one comparison is not possible, appropriate notes to explain the differences may be included).</p> <p>(i) The Issuer Company shall continue to disclose the KPIs which were disclosed in the ‘Basis for Issue Price’ section of the offer document, on a periodic basis, at least once in a year (or for any lesser period as determined by the Issuer Company), for a duration that is at least the later of (i) one year after the listing date or period specified by the Board; or (ii) till the utilization of the issue proceeds as per the disclosure made in the objects of the issue section of the prospectus. Any change in these KPIs, during the aforementioned period, shall be explained by the Issuer Company. The ongoing KPIs shall continue to be certified by a member of an expert body as per</p>			

		
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		clause 3(c).			
	(4)	For issue price, floor price or price band, as the case may be, disclosed in the offer document, the Issuer Company and the lead merchant banker (LMs) shall disclose the details with respect to the following: <ul style="list-style-type: none"> <li>(a) Price per share of Issuer Company based on 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 filing of the DRHP / RHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and</li> <li>(b) Price per share of Issuer Company based on secondary sale / acquisition of shares (equity/convertible securities), where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer</li> </ul>	Complied with, to the extent applicable and noted for compliance.	139-142	




		
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		<p>Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the DRHP / RHP, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days .</p> <p>Note: 1. In case there are no such transactions to report under (a) and (b), then the information shall be disclosed for price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the DRHP / RHP, irrespective of the size of transactions.</p> <p>2. Price per share disclosed, shall be adjusted for corporate actions e.g. split, bonus etc. done by the Issuer Company.</p> <p>(c) Floor price and cap price being [*] times the weighted average cost of acquisition (WACA) based on primary/ secondary</p>			




		
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Regulation	Sub-Regulation	Contents	Status of compliance	Page No.	Comments												
		<p>transaction(s) as disclosed in terms of clause (a) and (b) or Note 1 above, shall be disclosed in the following manner:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Past Transactions</th> <th style="text-align: center;">WACA (in Rs.)</th> <th style="text-align: center;">IPO Floor Price in Rs. [•]</th> <th style="text-align: center;">IPO Cap Price in Rs. [•]</th> </tr> </thead> <tbody> <tr> <td>WACA of Primary issuance</td> <td></td> <td style="text-align: center;">[•] times</td> <td style="text-align: center;">[•] times</td> </tr> <tr> <td>WACA of Secondary transactions</td> <td></td> <td style="text-align: center;">[•] times</td> <td style="text-align: center;">[•] times</td> </tr> </tbody> </table> <p>(d) (Detailed explanation for offer price / cap price being [•] times of WACA of Primary issuance price / Secondary transaction price, along with comparison of Issuer Company’s KPIs and financials ratios for the last three full financial years and stub period (if any) included in the offer document.</p> <p>(e) Explanation for offer price / cap price being [•] times of WACA of Primary issuance price / Secondary transaction price in view of the external factors which may have influenced the pricing of the issue, if any.</p>	Past Transactions	WACA (in Rs.)	IPO Floor Price in Rs. [•]	IPO Cap Price in Rs. [•]	WACA of Primary issuance		[•] times	[•] times	WACA of Secondary transactions		[•] times	[•] times			
Past Transactions	WACA (in Rs.)	IPO Floor Price in Rs. [•]	IPO Cap Price in Rs. [•]														
WACA of Primary issuance		[•] times	[•] times														
WACA of Secondary transactions		[•] times	[•] times														






		
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		Table at para vis-à-vis above shall be disclosed in the Price Band Advertisement under ‘Risks to Investors’ section. Recommendation of a Committee of Independent Directors to be included in the price band advertisement stating that the price band is justified based on quantitative factors / KPIs disclosed in ‘Basis for Issue Price’ section vis-à-vis the WACA of primary issuance / secondary transaction(s) disclosed in ‘Basis for Issue Price’ section.			
	(L)	Tax Benefits:			
		Any special tax benefits (under direct and indirect tax laws) for the issuer and its shareholders and its material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Complied with.	143-152	
10.		About the Issuer			
	A.	Industry Overview If extract of any industry report is disclosed in the offer document, the complete industry report shall be provided as part of the material documents.	Complied with.	153-203	
	B.	Business Overview			
	(1)	Details of the business of the issuer (a) Primary business of the Issuer; (b) Plant, machinery, technology, process, etc. (c) Description of subsisting collaborations, any performance guarantee or assistance in marketing by the collaborators,	Complied with to the extent applicable.	204-207	

		
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		infrastructure facilities for raw materials and utilities like water, electricity, etc. (d) Products or services of the issuer: (i) Nature of the product(s)/services, and the end users. (ii) Approach to marketing of products and services			
	(2)	Business Strategy: Description of the business strategy of the issuer, without any forecast of projections relating to the financial performance of the issuer	Complied with.	213-215	
	(3)	Capacity and Capacity Utilisation: A table shall be incorporated giving the existing installed capacities for each product, capacity utilisation for such products in the previous three years.	Complied with.	224-226	
	(4)	<b>Intellectual Property Rights:</b> (a) If the issuer is entitled to certain intellectual property rights such as trademarks, brand names, etc. whether the same are legally held by the issuer and whether all formalities in this regard have been complied with. (b) In case any of the material intellectual property rights are not registered in the name of the issuer, the name of the entity with which these are registered. (c) In case the intellectual property rights are registered in the name of an entity in which the promoters are interested, the salient features of the agreement entered into for the use of the intellectual property rights by the issuer.	Complied with to the extent applicable.	235	
	(5)	Property: Details of its material properties	Complied with to the extent applicable.	237	

		
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	(C)	Key Industry-Regulations (if applicable):	Complied with.	238-250	
	(D)	History and Corporate Structure of the issuer:			
	(1)	History including the following details:			
	(a)	Details of the issuer such as the date of incorporation, date of commencement of business, date of conversion of partnership into limited company or private limited company to public limited company, as applicable, dates on which names have been changed, if applicable, reasons for change of name, changes in registered offices of the issuer and reasons thereof.	Complied with to the extent applicable.	251	
	(b)	Details of the major events in the history of the issuer, such as: (i) Significant financial or strategic partnerships (ii) Time/cost overrun in setting up projects (iii) Capacity/facility creation, location of plants (iv) launch of key products or services, entry in new geographies or exit from existing markets (v) Key awards, accreditations or recognition (vi) Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks	Complied with to the extent applicable.	252-253	
	(c)	Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc., if any, in the last ten years	Complied with.	255-256	
	(2)	Main objects as set out in the Memorandum of Association of the issuer and dates on which the Memorandum of Association of the issuer has been amended citing the details of such amendments in the last ten years	Complied with.	251	

		
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	(3)	Details regarding holding company, subsidiary/subsidiaries and joint venture(s), if applicable, of the issuer including: (a) Name of the holding company/subsidiary/joint venture; (b) nature of business; (c) capital structure; (d) shareholding of the issuer; (e) amount of accumulated profits or losses of the subsidiary(ies) not accounted for by the issuer	Complied with to the extent applicable.	254-255	
	(E)	Shareholders' agreements and other agreements:			
	(a)	Key terms of all subsisting shareholders' agreements, if any (to be provided even if the issuer is not a party to such an agreement, but is aware of such an agreement).	Not applicable.	257-258	A negative statement to this effect has been included in the DRHP.
	(b)	Any agreement entered into by a key managerial personnel or senior management or director or promoter or any other employee of the issuer, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the issuer	Not applicable.	257	A negative statement to this effect has been included in the DRHP.
	(c)	Guarantees, if any, given to third parties by the promoter offering its shares in the proposed offer for sale, stating reasons, amount, obligations on the issuer, period of guarantee, financial implications in case of default, security available, consideration etc.	Not applicable.	259	A negative statement to this effect has been included in the DRHP.
	(d)	Key terms, dates, parties to and general nature of any other subsisting material agreements including with strategic partners, joint venture	Complied with.	256	

		
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		partners and/or financial partners, entered into, other than in the ordinary course of business of the issuer.			
	(e)	All such shareholders' agreements and other agreements shall be included in the list of material contracts as required under sub-item (1) of Item (18).	Complied with to the extent applicable.	604-607	
	(F)	Management			
	(a)	Board of Directors			
	(i)	Name, Director Identification Number, date of birth, age, qualifications, experience, address, occupation and date of expiration of the current term of office of manager, managing director, and other directors (including nominee directors and, whole-time directors), period of directorship, and their directorships in other companies.	Complied with to the extent applicable.	267-272	
	(ii)	For each person, details of current and past directorship(s) in listed companies whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, as follows: (a) Name of the Company: (b) Listed on (give names of the stock exchange(s)): (c) Date of suspension on the stock exchanges: (d) If trading suspended for more than three months, reasons for suspension and period of suspension. (e) If the suspension of trading revoked, the date of revocation of suspension. (f) Term (along with relevant dates) of the director in the above company(ies).	Not applicable.	273	A negative statement to this effect has been included in section “Our Management” of the DRHP.

		
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		(The above details shall be given for the preceding five years. In case of fast track issues filed under the provisions of these regulations, the period of five years shall be reckoned on the date of filing of the offer document.)			
	(iii)	For each person, details of current and past directorship(s) in listed companies which have been/were delisted from the stock exchange(s), during his/her tenure, as follows: <ul style="list-style-type: none"> <li>· Name of the Company:</li> <li>· Listed on [give name of the stock exchange(s)]:</li> <li>· Date of delisting on the stock exchange(s):</li> <li>· Compulsory or voluntary delisting:</li> <li>· Reasons for delisting:</li> <li>· If relisted, date of relisting on [give name of the stock exchange(s)]</li> <li>· Term (along with relevant dates) of the director in the above company/companies.</li> </ul>	Not applicable.	273	The disclosure in relation to the same is provided in section “Our Management” of the DRHP.
	(iv)	Nature of any family relationship between any of the directors or any of the directors and key managerial personnel or senior management.	Complied with	273	Kishore Rajaram Chhabria, our Chairman and Non-Executive Director, and Bina Kishore Chhabria, our Non-Executive Director and Co-Chairperson, are husband and wife; Resham Chhabria Jeetendra Hemdev, our Whole-Time Director (Vice Chairperson), is the




		
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					daughter of Kishore Rajaram Chhabria, our Chairman and Non-Executive Director, and Bina Kishore Chhabria, our Non-Executive Director and Co-Chairperson; Apart from this, none of the Directors of the Company are related to each other or to any of the Key Managerial Personnel.
	(v)	Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the directors was selected as a director or member of senior management	Not applicable.	273	A negative statement to this effect has been included in section “ <i>Our Management</i> ” of the DRHP.
	(vi)	Details of service contracts entered into by the directors with the issuer providing for benefits upon termination of employment and a distinct negative statement in the absence of any such contract.	Complied with to the extent possible.	273	A negative statement to this effect has been included in section “ <i>Our Management</i> ” of the DRHP.
	(vii)	Details of borrowing powers.	Complied with.	276	
	(b)	Compensation of Managing Directors and/or Whole-time Directors:	Complied with.	274-275	




		
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	(i)	The dates, parties to, and general nature of every contract appointing or fixing the remuneration of a Director, Whole-time Director, Managing Director or Manager entered into in the preceding two years. During the last financial year, the amount of compensation paid, and benefits in kind granted on an individual basis to all such persons, by the issuer for services in all capacities to the issuer and remuneration paid or payable by subsidiary or associate company (as defined under the Companies Act, 2013). The disclosure shall also cover contingent or deferred compensation accrued for the year, even if the compensation is payable at a later date.	Complied with to the extent applicable.	274	
	(ii)	If any portion of the compensation was paid pursuant to a bonus or profit-sharing plan, a brief description of the plan and the basis upon which the directors participate in the plan.	Complied with to the extent applicable.	276	
	(iii)	All such contracts shall be included in the list of material contracts required under sub-item (1) of Item (18).	Complied with to the extent applicable and noted for compliance.	604-607	
	(c)	Shareholding of directors, including details of qualification shares held by them, if applicable.	Complied with to the extent applicable.	276	The Company's Articles of Association do not require our Directors to hold any qualification shares.
	(d)	Interest of Directors:			
	(i)	Nature and extent of interest, if any, of every director in the issuer, including in any property acquired or proposed to be acquired of the issuer or by the issuer or in the promotion or formation of the issuer.	Complied with.	277	A negative statement to this effect has been included in






		
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					section “ <i>Our Management</i> ” of the DRHP.
	(ii)	Where the interest of such a director consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer shall be disclosed.	Complied with.	276	
	(e)	Change, if any, in the directors during the last three years, and reasons, thereof.	Complied with.	277-278	
	(f)	Management organisation structure	Complied with.	292	
	(g)	Corporate Governance			
	(i)	A statement that the issuer has complied with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Complied with.	278-279	Complied with to the extent of corresponding provisions under the SEBI Listing Regulations.
	(ii)	Details relating to the issuer's audit committee, nomination and remuneration committee, stakeholders' relationship committee and risk management committee (if applicable) including the names of committee members and the terms of reference under which the committees operate	Complied with.	278-291	

		
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	(h)	Key Managerial Personnel and Senior Management:			
	(i)	Details of the key managerial personnel and senior management indicating name, date of joining, qualification, term of office with date of expiration of term and details of service contracts including termination/retirement benefits, if any, details of previous employment, etc.	Complied with to the extent applicable.	293-294	
	(ii)	Past business experience, and functions and areas of experience in the issuer. Nature of any family relationship between any of the key managerial personnel and senior management.	Complied with.	293-294	
	(iii)	Any arrangement or understanding with its major shareholders, customers, suppliers or others, pursuant to which any of the key managerial personnel or senior management, was selected as a key managerial personnel or senior management.	Not applicable.	294	A negative statement to this effect has been included in section “Our Management” of the DRHP.
	(iv)	During the last financial year, the amount of compensation paid, and benefits in kind granted, to the key managerial personnel and senior management on an individual basis, by the issuer for services in all capacities to the issuer, including contingent or deferred compensation accrued for the year, even if the compensation is payable at a later date.	Complied with to the extent applicable.	293-294	
	(v)	If any portion of the compensation or otherwise was paid pursuant to a bonus or profit-sharing plan, a brief description of the plan and the basis upon which the key managerial personnel and senior management participate in the plan	Complied with to the extent applicable.	295	
	(vi)	Status of each key managerial personnel and senior management, as a permanent employee or otherwise	Complied with.	294	

		
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	(vii)	Shareholding of each key managerial personnel and senior management in the issuer.	Complied with.	294	
	(viii)	Changes in the Key Managerial Personnel or Senior Management: Any change other than by way of retirement in the normal course in the key managerial personnel or senior management in the preceding three years	Complied with.	295-296	
	(ix)	If the attrition of key management personnel and senior management is high compared to the industry, reasons should be disclosed	Not applicable.	296	A negative statement to this effect has been included in the DRHP.
	(x)	Employees: <ul style="list-style-type: none"> <li>• Refer the page where disclosures regarding employees stock option scheme/ employees stock purchase scheme of the issuer, if any, as required by the Regulations or Regulations of the Board relating to Employee Stock Option Scheme and Employee Stock Purchase Scheme, is given.</li> <li>• Payment or Benefit to key managerial personnel and senior management of the issuer (non-salary related): Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any officer and consideration for payment of giving of the benefit.</li> </ul>	Not applicable	296	Our Company has not formulated any employee stock option plan as on the date of this Draft Red Herring Prospectus.
	(G)	Promoters/ principal shareholders:			
	(a)	Where the promoters are individuals:			
	(i)	A complete profile of all the promoters, including their name, date of birth, age, personal addresses, educational qualifications, experience in the business or employment, positions/posts held in the past, directorships	Complied with.	297-298	

		
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		held, other ventures of each promoter, special achievements, their business and financial activities, photograph, and Permanent Account Number.			
	(ii)	A declaration confirming that the Permanent Account Number, Bank Account Number(s) and Passport Number, Aadhaar card number and driving license number of the promoters have been submitted to the stock exchanges on which the specified securities are proposed to be listed, at the time of filing the draft offer document.	Complied with.	301-302	
	(b)	Where the promoters are companies:			
	(i)	Brief history of the promoters such as date of incorporation, change in activities and present activities.	Complied with.	298-302	
	(ii)	History of the companies and the promoters of the companies. Where the promoters of such companies are again companies or bodies corporate, names of natural persons in control (i.e., holding fifteen per cent. or more voting rights) or who are on the board of directors of such bodies corporate.	Complied with.	298-302	
	(iii)	Details of change in control of the promoter companies, if any, including details of the persons who held the controlling interest in the preceding three years.	Complied with.	298-302	
	(iv)	Declaration confirming that the Permanent Account Numbers, Bank Account Numbers, the Company Registration Numbers and the addresses of the Registrars of Companies where the companies are registered have been submitted to the stock exchanges on which the specified securities are proposed to be listed, at the time of filing the draft offer document or draft letter of offer with them;	Complied with.	298-302	

		
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	(c)	Where alternative investment funds or foreign venture capital investors registered with the Board, are identified as promoters, the following shall be applicable,			
	(i)	Details of the Fund Manager	Not applicable.	-	
	(ii)	Generic details of the Fund, which is the investor in the issuer company;	Not applicable.	-	
	(iii)	Details such as total number of investors in the Fund, distribution of investors category - wise (institutional, corporate, individual etc.) and percentage stake held by each investor category;	Not applicable.	-	
	(iv)	Details of companies funded by the Funds, namely:- (a) Total number of companies funded; (b) Distribution of such companies - country wise, holding period wise, sector wise; (c) Number of companies under the control of the Fund, directly or indirectly; (d) In respect of companies where such Funds have offered their shares for lock-in as part of minimum promoter's contribution:- <ul style="list-style-type: none"> <li>• Name of the company</li> <li>• Date of listing on each stock exchange</li> <li>• Fund's shareholding in the company as on the date of listing</li> <li>• Fund's shareholding in the company as on the date of filing of the DRHP of the company that now seeks to get listed</li> </ul>	Not applicable.	-	
	(v)	Average holding period of the Fund's investments;	Not applicable.	-	

		
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	(vi)	Sector focus/core specialization of the Fund, if applicable.	Not applicable.	-	
	(d)	If the present promoters are not the original promoters and control of the issuer was acquired in the preceding five years, details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for acquisition and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable, and the Listing Agreement or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.	Complied with.	302	
	(e)	If there is no identifiable promoter, details of the shareholders who control individually or as a group, fifteen per cent. or more of the voting rights of the issuer and of persons, if any, who have the right to appoint director(s) on the board of directors of the issuer.	Not applicable.	-	
	(f)	If the promoters do not have experience in the proposed line of business, that fact shall be disclosed explaining how the proposed activities would be carried out/managed	Not applicable.	-	
	(g)	If the promoters have any interest in the issuer other than as promoters, brief details of the interest.	Complied with to the extent applicable.	302-303	
	(h)	Full particulars of the nature and extent of the interest, if any, of promoter(s), directors or group companies:	Complied with to the extent applicable.	302-303	
	(i)	in the promotion of the issuer	Complied with to the extent applicable.	302	


		
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	(ii)	in any property acquired by the issuer in the preceding three years or proposed to be acquired by it.	Complied with.	302	
	(iii)	where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to such director or to the firm or company in cash or shares or otherwise by any person either to induce such person to become, or to qualify such person as a director, or otherwise for services rendered by such person or by the firm or company, in connection with the promotion or formation of the issuer.	Complied with to the extent applicable.	302	
	(iv)	in any transaction in acquisition of land, construction of building and supply of machinery, etc. with full details of the transaction and the amount involved	Not applicable.	302	A negative statement to this effect has been included in the DRHP.
	(i)	Payment or benefit to the Promoter of the Issuer: Any amount or benefit paid or given in the preceding two years or intended to be paid or given to any promoter or promoter group and consideration for payment of giving of the benefit.	Complied with.	303	
	(j)	Brief details of material guarantees, if any, given to third parties by the promoters with respect to specified securities of the issuer.	Not applicable.	304	A negative statement to this effect has been included in the DRHP.
	(k)	A list of all individuals and entities forming part of the promoter group of the issuer	Complied with.	304-306	
	(l)	If the promoters have disassociated themselves from any of the companies or firms during the preceding three years, the reasons thereof and the	Complied with.	303-304	




		
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		circumstances leading to the disassociation together with the terms of such disassociation			
	(H)	Dividend policy			
		Dividend policy and mode of payment of dividend, details of dividend paid in the last three financial years and the stub period, as applicable, and the period between last audited period and the date of the filing the draft offer document / draft letter of offer/ offer document.	Complied with to the extent applicable.	312	
		Financial Statements			
	(I)	Requirements in case Indian Accounting Standards (Ind AS) is applicable in the latest period presented in Restated Financial Information	Complied with.	315	
		Financial information section of the offer document will be divided into two parts, viz., restated financial information and other financial information. The restated and other financial information should be complete in all respects. To avoid duplication of disclosures in the offer document, appropriate use of cross reference may be made to the restated and other financial information.	Complied with.	313, 405	
	(A)	Restated Financial information			
	(i)	Consolidated Financial Statements (CFS) prepared in accordance with Ind AS for three years and the stub period (if applicable) should be audited and certified by the statutory auditor(s) or Chartered Accountants who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). The stub period CFS shall be required, if Ind AS CFS for latest full financial year included in the offer	Complied with	314-321	



		
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		document is older than six months from the date of filing of the draft offer document/offer document. The stub period should not end up to a date earlier than six months of the date of filing of the draft offer document/offer document. In accordance with Ind AS 34 Interim Financial Reporting, the group should present a complete Ind AS CFS for the stub period, except the issuer has been exempted from presenting comparatives for the stub period. CFS shall be prepared as per Companies Act, 2013 (as amended).			
	(a)	The CFS (including for the stub period if applicable) should be restated to ensure consistency of presentation, disclosures and the accounting policies for all the periods presented in line with that of the latest financial year/ stub period presented. Similarly, significant errors, non-provisions, regrouping, other adjustments, if any, should be reflected in the corresponding period. The changes in accounting policies and the correction of errors, should be disclosed in accordance with the requirements of Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Changes in estimates, if any, need not to be restated, as they are events of that corresponding year. The issuer has an option to present comparatives for the stub period.	Complied with.	401	
	(b)	SA 705 Modification to the Opinion in the Independent Auditor’s Report requires a qualified opinion, adverse opinion or disclaimer of opinion for material misstatements. With respect to an eligible issuer, audit modifications, which are quantifiable or can be estimated shall be adjusted in the restated financial information in the appropriate period. In situations where the qualification cannot be quantified or estimated, appropriate	Not applicable.	314-321	

		
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		disclosures should be made in the notes to account, explaining why the qualification cannot be quantified or estimated.			
	(c)	A reconciliation explaining the differences between the audited CFS equity and profit (loss) and the restated CFS should be presented in a columnar format.	Complied with.	455 and 468	
	(d)	The auditor or Chartered Accountants shall issue an examination report on the restated and audited financial information in accordance with the Guidance Note issued by the ICAI from time to time.	Complied with.	314-321	
	(e)	Auditor should have a valid peer review certificate issued by the Peer Review Board of the ICAI as on the date of signing the restated financial information. If a new auditor holding a valid peer review certificate is appointed for the stub period, and the predecessor auditor did not hold a valid peer review certificate at the date of signing the last annual financial statement, then the last annual financial statement would need to be re-audited by the new auditor in accordance with applicable standards. The re-audit may exclude audit reporting matters on CARO, internal financial control and other pure regulatory matters. Where auditor earlier held a valid peer review certificate, but did not hold a valid certificate at the date of signing the restated financial information, the earlier certificate shall be considered valid provided there is no express refusal by the peer review board to renew the certificate and the process to renew the peer review certificate was initiated by the auditor.	Complied with.	97	
	(f)	Where an issuer does not have a subsidiary, associate or joint venture, in any financial year, the issuer shall present separate financial statements	Not applicable.	-	

		
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		for that financial year by following the applicable requirements of a restated CFS.			
	(g)	<p>List of the related parties and all related party transactions of the consolidated entities (whether eliminated on consolidation or not), which require disclosure under Ind AS 24 and/ or covered under section 188(2) of the Companies Act, 2013 (as amended), as disclosed in the separate financial statement of the consolidated entities, should be disclosed in the restated financial information.</p> <p>All funding arrangements including inter-se guarantees among the entities consolidated; except contribution to equity share capital, shall be disclosed. The important terms and conditions of the funding arrangement and fund transfer restrictions, if any, should be disclosed in the restated financial information.</p>	Complied with.	372-379	
	(h)	In case where Ind AS is not applicable to the Company for any of the years the principles laid down in Circular No SEBI/HO/CFD/DIL/CIR/P/2016/47 of March 31, 2016 or any other relevant circular issued by the Board from time to time, shall apply.	Not applicable.	-	
	(ii)	The separate audited financial statements for past three full financial years immediately preceding the date of filing of offer document of the issuer company and all its material subsidiaries should be made available on issuer's website in accordance with the materiality thresholds in (b) below. Alternatively, relevant link should be provided to the financial statement of subsidiaries on the Issuer's website. The link to the issuer's separate financial statement should be specified in the offer document. For this purpose, subsidiaries shall be identified based on definitions in the	Complied with and noted for compliance.	405	

		
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		Companies Act, 2013. The above requirements shall apply for the periods of existence of the parent-subsidary relationship.			
	(a)	a certified English translated copy of the financial statements should be made available on the Company’s website for every entity consolidated whose financial statements are not presented in English	Not applicable.	-	
	(b)	The financial statements reported in any currency other than Indian Rupee shall be translated into Indian Rupee in accordance with Ind AS 21. The Effects of Changes in Foreign Exchange Rates. The financial statements of all foreign consolidated entities should be audited, unless they are not material to the CFS and the local regulation does not mandate audit. For this purpose, a consolidated entity shall be considered ‘material’ if it contributes 10% or more to the turnover or net-worth or profits before tax in the annual CFS of the respective year. Additionally, total unaudited information included in the in the CFS shall not exceed 20% of the turnover or net-worth or profits before tax of the CFS of the respective year. For the purpose of this clause, definition of turnover, net-worth and profits before tax should be as per Companies Act, 2013 (as amended).	Not applicable.	-	
	(c)	The financial statements of foreign entities consolidated may be audited as per the requirements of local regulation applicable in the respective jurisdiction. However, in cases where the local regulation does not mandate audit, financial statements should be audited as per the auditing standards/ requirements applicable in India.	Not applicable.	-	
	(d)	The financial statements of foreign subsidiaries may be acceptable in a GAAP other than Ind AS, if local laws require application of local GAAP	Complied with.	-	

		
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	(B)	Other Financial Information	Complied with.	405-406	
	(i)	The following information shall be computed as per the Guidance Note issued by the ICAI from time to time and disclosed in other financial information <ul style="list-style-type: none"> <li>• Earnings per share (Basic and Diluted)</li> <li>• Return on net worth</li> <li>• Net Asset Value per share</li> <li>• EBITDA</li> </ul>	Complied with.	405	
	(ii)	If the proceeds, fully or partly, directly or indirectly, is to be used for acquisition of one or more material businesses or entities, the audited statements of balance sheets, profit and loss, cash flow for the latest three financial years and stub period (if available) prepared as per framework applicable to the business or subsidiary proposed to be acquired shall be included in the draft offer document/offer document. For this purpose, the proposed acquisition (covering all businesses or subsidiaries proposed to be acquired) shall be considered material if it will make 20% or more contribution in aggregate to either turnover, or net worth or profit before tax in the latest annual CFS. The issuer may voluntarily choose to provide financial statements of above acquisitions out of the proceeds of the issue even if they are below the above materiality threshold. In cases where the general purpose financial statement of the businesses/entities to be acquired/divested are not available, combined/carved-out financial statements for that business/entity shall be prepared in accordance with Guidance Note issued by the ICAI from time to time. The	Not applicable.	-	

		
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		combined/carved-out financials statements shall be audited by the auditor of the seller in accordance with applicable framework.			
	(iii)	Proforma financial statements – The Issuer shall provide Proforma financial statements, as certified by the statutory auditor or chartered accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), of all the subsidiaries or businesses material to the consolidated financial statements where the issuer or its subsidiaries have made an acquisition or divestment including deemed disposal after the latest period for which financial information is disclosed in the offer document but before the date of filing of the offer document. For this purpose, the acquisition/divestment would be considered as material if acquired/ divested business or subsidiary in aggregate contributes 20% or more to turnover, net worth or profit before tax in the latest annual CFS of the issuer. The Proforma financial statements shall be prepared for the last completed financial year and the stub period (if any). The Proforma financial statements shall be prepared in accordance with Guidance Note issued by the ICAI from time to time and certified by the statutory auditor or chartered accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). The issuer Company may voluntarily choose to provide proforma financial statements of acquisitions even when they are below the above materiality threshold. In case of one or more acquisitions or divestments, one combined set of Proforma financial statements should be presented. Where the businesses acquired/ divested does not represent a separate entity, general purpose financial statement may not be available for such business. In such cases,	Not applicable.	-	


		
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		combined/ carved-out financial statements for such businesses shall be prepared in accordance with Guidance Note issued by the ICAI from time to time. Further, in case of non-material acquisitions/divestments disclosures in relation to the fact of the acquisition/divestment, consideration paid/received and mode of financing shall be certified by the statutory auditor of the issuer company or chartered accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) appointed by the issuer company.			
	(C)	Management’s Discussion and Analysis of Financial Position and Results of Operations as reflected in the restated Ind AS CFS shall be provided in other financial information.	Complied with.	-	Refer Table of Contents.
	(i)	Significant developments subsequent to the last financial year or when applicable subsequent to the stub period: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the offer document and which materially and adversely affect or is likely to affect within the next twelve months: a. the trading or profitability of the issuer; or b. the value of its assets; or c. its ability to pay its liabilities.	Complied with to the extent applicable.	453	
	(ii)	Factors that may affect the results of operations	Complied with.	410-417	
	(iii)	Discussion on the results of operations: This information shall inter-alia contain the following:	Complied with.	426-429	




		
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	a.	A summary of the past financial results after adjustments as given in the restated financial statements for the past three full financial years and the stub period (if any) containing significant items of income and expenditure shall be given.			
	b.	A summary of major items of income and expenditure for the last three years and most recent audit period.			
	c.	The income and sales on account of major product/ main activities.			
	d.	In case, the other income constitutes more than 10% of the total income, the break-up of the same along with the nature of the income, i.e., recurring or non-recurring shall be stated.			
	e.	If a material part of the income is dependent upon a single customer/supplier or a few major customers/suppliers, disclosure of this fact along with relevant data. Similarly if any foreign customer/supplier constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business on account of exchange rate fluctuations.			
	f.	In case the issuer has deviated from applicable accounting standards for recording sales and revenues, its impact may be analysed and disclosed.			
	g.	The nature of miscellaneous income and miscellaneous expenditure for the interim period and the preceding years			
	(iv)	Comparison of last three years and the stub period on the major heads of the profit and loss statement, including an analysis of reasons for the	Complied to the extent applicable.	450-453	






		
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		changes in significant items of income and expenditure shall also be given, inter-alia, containing the following: <ol style="list-style-type: none"> <li>a. unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.</li> <li>b. significant economic changes that materially affected or are likely to affect income from continuing operations;</li> <li>c. known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;</li> <li>d. expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known;</li> <li>e. the extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;</li> <li>f. total turnover of each major industry segment in which the issuer operated;</li> <li>g. status of any publicly announced new products or business segment, if applicable;</li> <li>h. the extent to which business is seasonal;</li> <li>i. any significant dependence on a single or few suppliers or customers;</li> <li>j. competitive conditions.</li> </ol>			

		
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	(v)	Management’s Discussion and Analysis shall be based on the restated financial information for the last three years and the stub period.	Complied with.	429-442																									
	(D)	Capitalisation statement																											
	(i)	Capitalisation Statement showing total borrowings, total equity, and the borrowing/ equity ratios before and after the issue is made shall be incorporated. It shall be prepared on the basis of the restated CFS for the latest financial year or when applicable at the end of the stub period.	Complied with.	458																									
	(ii)	In case of any change in the share capital since the date as of which the financial information has been disclosed in the offer document, a note explaining the nature of the change shall be given.	Not applicable.	-																									
	(iii)	An illustrative format of the Capitalisation Statement is specified hereunder <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">Pre-issue at</th> <th style="text-align: center;">As adjusted for the proposed issue</th> </tr> <tr> <td></td> <td></td> <td style="text-align: center;">(Rs. in crores)</td> </tr> </thead> <tbody> <tr> <td>Total borrowings</td> <td></td> <td></td> </tr> <tr> <td>Current borrowings*</td> <td></td> <td></td> </tr> <tr> <td>Non-current borrowings (including current maturity)*</td> <td></td> <td></td> </tr> <tr> <td>Total equity</td> <td></td> <td></td> </tr> <tr> <td>Equity share capital*</td> <td></td> <td></td> </tr> <tr> <td>Other equity*</td> <td></td> <td></td> </tr> </tbody> </table>	Particulars	Pre-issue at	As adjusted for the proposed issue			(Rs. in crores)	Total borrowings			Current borrowings*			Non-current borrowings (including current maturity)*			Total equity			Equity share capital*			Other equity*			Complied with.	458	
Particulars	Pre-issue at	As adjusted for the proposed issue																											
		(Rs. in crores)																											
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Other equity*																													

		
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		<table border="1"> <tr> <td>Total Capital</td> <td></td> <td></td> </tr> <tr> <td>Ratio: Non-current borrowings/ Total equity</td> <td></td> <td></td> </tr> </table> <p>*These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).</p>	Total Capital			Ratio: Non-current borrowings/ Total equity					
Total Capital											
Ratio: Non-current borrowings/ Total equity											
	(II)	Requirements in case Indian GAAP is applicable in the latest period presented in Restated Financial Information	Not applicable.	-	Ind AS is applicable in the latest period presented.						
		Financial information section of the offer document shall be divided into two parts, viz., restated financial information and other financial information. The restated and other financial information should be complete in all respects. To avoid duplication of disclosures in the offer document, appropriate use of cross reference may be made to the restated and other financial information	Not applicable.	-							
	(A)	Restated Financial Information	Not applicable.	-							
	(i)	Consolidated Financial Statements (CFS) prepared in accordance with Indian GAAP for three years and stub period (if applicable) should be audited and certified by the statutory auditor(s) or Chartered Accountant who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). The stub period CFS shall be required, if Indian GAAP CFS for latest full financial year included in the draft offer document/offer document is older than six months old from the date of filing of the draft offer document/offer document. The stub period should not end up to a date earlier than six months of the date of filing of the offer document. In accordance with AS 25 Interim Financial Reporting, the group should present a complete	Not applicable.	-							

		
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		Indian GAAP CFS for the stub period, except the issuer has been exempted from presenting comparatives for the stub period. CFS shall be prepared as per the provisions of Companies Act, 2013 (as amended).			
	(a)	The CFS (including for the stub period if applicable) should be restated to ensure consistency of presentation, disclosures and the accounting policies for all the periods presented in line with that of the latest financial year/stub period presented. Similarly, significant errors, non-provisions, regrouping, other adjustments, if any, should be reflected in the corresponding period. Changes in estimates, if any, need not to be restated, as they are events of that corresponding year. The issuer has an option to present comparatives for the stub period. Appropriate disclosures for correction of errors, changes in accounting policies and changes in accounting estimates should be made in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies	Not applicable.	-	
	(b)	SA 705 Modification to the Opinion in the Independent Auditor’s Report requires a qualified opinion, adverse opinion or disclaimer of opinion for material misstatements. With respect to an eligible issuer, audit modifications, which are quantifiable or can be estimated shall be adjusted in the restated financial information in the appropriate period. In situations where the qualification cannot be quantified or estimated, appropriate disclosures should be made, in the notes to account, explaining why the qualification cannot be quantified or estimated.	Not applicable.	-	

		
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	(c)	A reconciliation explaining the difference between the audited CFS equity and profit (loss) and the restated CFS equity and profit (loss) should be presented in a columnar format	Not applicable.	-	
	(d)	The auditor or Chartered Accountant shall issue an examination report on the restated and audited financial information in accordance with the Guidance Note issued by the ICAI from time to time.	Not applicable.	-	
	(e)	Auditor should have a valid peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as on the date of signing the restated financial information. If a new auditor holding a valid peer review certificate is appointed for the stub period, and the predecessor auditor did not hold a valid peer review certificate at the date of signing the last annual financial statement, then the last annual financial statement would need to be re-audited by the new auditor in accordance with applicable standards. The re-audit may exclude audit reporting matters on CARO, Internal financial control and other pure regulatory matters. Where auditor earlier held a valid peer review certificate, but did not hold a valid certificate at the date of signing the restated financial information, the earlier certificate shall be considered valid provided there is no express refusal by the peer review board to renew the certificate and the process to renew the peer review certificate was initiated by the auditor.	Not applicable.	-	
	(f)	Where an issuer does not have a subsidiary, associate or joint venture in any financial year, the issuer shall present separate financial statements for that financial year by following the applicable requirements of a restated CFS	Not applicable.	-	

		
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	(g)	List of the related parties and all related party transactions of the consolidated entities (whether eliminated on consolidation or not), which require disclosure under AS 18 and/ or covered under section 188(2) of the Companies Act, 2013 (as amended), as disclosed in the separate financial statement of the consolidated entities, should be disclosed in the restated financial information. <ul style="list-style-type: none"> <li>All funding arrangements including inter-se guarantees among the entities consolidated; except contribution to equity share capital, shall be disclosed. The important terms and conditions of the funding arrangement and fund transfer restrictions, if any, should be disclosed in the restated financial information</li> </ul>	Not applicable.	-	
	(h)	The following disclosures shall be made in the restated financial information on the basis of amounts recognized and measured as per Indian GAAP and in accordance with the Guidance Note of the ICAI issued from time to time: <ol style="list-style-type: none"> <li>Disclosures as per AS 13</li> <li>Disclosures as per AS 14</li> </ol>	Not applicable.	-	
	(ii)	The separate audited financial statements for past three full financial years immediately preceding the date of filing of offer document of the issuer company and all its material subsidiaries should be made available on issuer's website in accordance with the materiality thresholds in (b) below. Alternatively, relevant link should be provided to the financial statement of subsidiaries on the Issuer's website. The link to the issuer's separate financial statement should be specified in the offer document. For this purpose, subsidiaries shall be identified based on definitions in the	Not applicable.	-	




		
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		Companies Act, 2013. The above requirements shall apply for the periods of existence of the parent-subsidiary relationship			
	(a)	a certified English translated copy of the financial statements should be made available on the Company’s website for every entity consolidated whose financial statements are not presented in English.	Not applicable.	-	
	(b)	The financial statements reported in any currency other than Indian Rupee shall be translated into Indian Rupee in accordance with Ind AS 21 The Effects of Changes in Foreign Exchange Rates. The financial statements of all foreign consolidated entities should be audited, unless they are not material to the CFS and the local regulation does not mandate audit. For this purpose, a consolidated entity shall be considered ‘material’ if it contributes 10% or more to the turnover or net-worth or profits before tax in the annual CFS of the respective year. Additionally, total unaudited CFS shall not exceed 20% of the turnover or net-worth or profits before tax of the CFS of the respective year. For the purpose of this clause, definition of turnover, net-worth and profits before tax should be as per Companies Act, 2013 (as amended)	Not applicable.	-	
	(c)	The financial statements of foreign entities consolidated may be audited as per the requirements of local regulation applicable in the respective jurisdiction. However, in cases where the local regulation does not mandate audit, financial statements should be audited as per the auditing standards/ requirements applicable in India.	Not applicable.	-	
	(d)	The financial statements of foreign subsidiaries may be acceptable in a GAAP other than Indian GAAP, if local laws require application of local GAAP.	Not applicable.	-	

		
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	(B)	Other Financial Information		-	
	(i)	The following information shall be computed as per the Guidance Note issued by the ICAI from time to time and disclosed in other financial information <ul style="list-style-type: none"> <li>• Earnings per share (Basic and Diluted)</li> <li>• Return on net worth</li> <li>• Net Asset Value per share</li> <li>• EBITDA</li> </ul>	Not applicable.	-	
	(ii)	If the proceeds, fully or partly, directly or indirectly, is to be used for acquisition of one or more material businesses or entities, the audited statements of balance sheets, profit and loss, cash flow for the latest three financial years and stub period (if available) prepared as per framework applicable to the business or subsidiary proposed to be acquired shall be included in the draft offer document/offer document. For this purpose, the proposed acquisition (covering all businesses or subsidiaries proposed to be acquired) shall be considered material if it will make 20% or more contribution in aggregate to either turnover, or net worth or profit before tax in the latest annual CFS. The issuer Company may voluntarily choose to provide financial statements of above acquisitions out of the proceeds of the issue even if they are below the above materiality threshold. In cases where the general purpose financial statement of the businesses/entities to be acquired/ divested are not available , combined/ carved-out financial statements for that business/entity shall be prepared in accordance with Guidance Note issued by the ICAI from time to time. The	Not applicable.	-	



		
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		combined/carved-out financials statements shall be audited by the auditor of the seller in accordance with applicable framework.			
	(iii)	Proforma financial statements – The Issuer shall provide Proforma financial statements, as certified by the statutory auditor or chartered accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), of all the subsidiaries or businesses material to the consolidated financial statements where the issuer or its subsidiaries have made an acquisition or divestment including deemed disposal after the latest period for which financial information is disclosed in the offer document but before the date of filing of the offer document. For this purpose, the acquisition/divestment would be considered as material if acquired/ divested business or subsidiary in aggregate contributes 20% or more to turnover, net worth or profit before tax in the latest annual CFS of the issuer. The Proforma financial statements shall be prepared for the period covering last completed financial year and the stub period (if any). The Proforma financial statements shall be prepared in accordance with Guidance Note issued by the ICAI from time to time and certified by the statutory auditor. The issuer Company may voluntarily choose to provide proforma financial statements of acquisitions even when they are below the above materiality threshold. In case of one or more acquisitions or divestments, one combined set of Proforma financial statements should be presented. Where the businesses acquired/ divested does not represent a separate entity, general purpose financial statement may not be available for such business. In such cases, combined/ carved-out financial statements for such businesses shall be prepared in accordance with Guidance Note	Not applicable.	-	

		
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		issued by the ICAI from time to time. Further, in case of non-material acquisitions/divestments disclosures in relation to the fact of the acquisition/divestment, consideration paid/received and mode of financing shall be certified by the statutory auditor of the issuer company or chartered accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) appointed by the issuer company.			
	(C)	Management’s Discussion and Analysis of Financial Position and Results of Operations as reflected in the restated Indian GAAP CFS shall be provided in other financial information.	Not applicable.	-	
	(i)	Significant developments subsequent to the last financial year or when applicable subsequent to the stub period: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the offer document and which materially and adversely affect or is likely to affect within the next twelve months : a. the trading or profitability of the issuer; or b. the value of its assets; or c. its ability to pay its liabilities	Not applicable.	-	
	(ii)	Factors that may affect the results of operations.	Not applicable.	-	
	(iii)	Discussion on the results of operations: This information shall, inter-alia, contain the following: a. A summary of the past financial results after adjustments as given in the auditor’s report for the past three full financial years and	Not applicable.	-	

		
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		the stub period (if any) containing significant items of income and expenditure shall be given. b. A summary of major items of income and expenditure for the last three years and most recent audit period c. The income and sales on account of major product/ main activities. d. In case the other income constitutes more than 10% of the total income, the break-up of the same along with the nature of the income, i.e., recurring or non-recurring shall be stated. e. If a material part of the income is dependent upon a single customer/supplier or a few major customers/suppliers, disclosure of this fact along with relevant data. Similarly if any foreign customer/supplier constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business on account of exchange rate fluctuations. f. In case the issuer has deviated from statutorily prescribed manner for recording sales and revenues, its impact may be analysed and disclosed. g. The nature of miscellaneous income and miscellaneous			
	(iv)	Comparison of last three years and the stub period on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure shall also be given, inter-alia, containing the following: a. unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income,	Not applicable.	-	

		
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		change of accounting policies and discretionary reduction of expenses etc. b. significant economic changes that materially affected or are likely to affect income from continuing operations; c. known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations; d. expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known; e. the extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices; f. total turnover of each major industry segment in which the issuer operated; g. status of any publicly announced new products or business segment; h. the extent to which business is seasonal; i. any significant dependence on a single or few suppliers or customers; j. competitive conditions.			
	(v)	Management's Discussion and Analysis shall be based on the restated financial information for the last three years and the stub period.	Not applicable.	-	
	(D)	Capitalisation statement	Not applicable.	-	

		
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	(i)	Capitalisation Statement showing total borrowings, total equity, and the borrowing/ equity ratios before and after the issue is made shall be incorporated. It shall be prepared on the basis of the restated CFS for the latest financial year or when applicable at the end of the stub period.	Not applicable.	-																															
	(ii)	In case of any change in the share capital since the date as of which the financial information has been disclosed in the offer document, a note explaining the nature of the change shall be given.	Not applicable.	-																															
	(iii)	An illustrative format of the Capitalisation Statement is specified hereunder <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>Pre-issue at</th> <th>As adjusted for the proposed issue</th> </tr> </thead> <tbody> <tr> <td>Total borrowings</td> <td></td> <td></td> </tr> <tr> <td>Short term borrowings*</td> <td></td> <td></td> </tr> <tr> <td>Long term borrowings (including current maturity)*</td> <td></td> <td></td> </tr> <tr> <td>Total equity</td> <td></td> <td></td> </tr> <tr> <td>Share capital*</td> <td></td> <td></td> </tr> <tr> <td>Reserves and surplus*</td> <td></td> <td></td> </tr> <tr> <td>Money received against share warrants*</td> <td></td> <td></td> </tr> <tr> <td>Total Capital</td> <td></td> <td></td> </tr> <tr> <td>Ratio: Long term</td> <td></td> <td></td> </tr> </tbody> </table>	Particulars	Pre-issue at	As adjusted for the proposed issue	Total borrowings			Short term borrowings*			Long term borrowings (including current maturity)*			Total equity			Share capital*			Reserves and surplus*			Money received against share warrants*			Total Capital			Ratio: Long term			Not applicable.	-	
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		<table border="1" style="width: 100%;"> <tr> <td style="width: 33%;">borrowings/ Total equity</td> <td style="width: 33%;"></td> <td style="width: 33%;"></td> </tr> </table> <p><i>*These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).</i></p>	borrowings/ Total equity					
borrowings/ Total equity								
	(III)	Financial Information of the Issuer in further public offers:	Not applicable.	-	The Offer is an initial public offering of Equity Shares.			
	(i)	An issuer making a further public offer may disclose the financial information specified in clause (ii) of this sub-item, in lieu of information specified under sub-item (B) if: <ol style="list-style-type: none"> <li>the issuer is making a further public offer through the fast track route in accordance with applicable provisions of these regulations;</li> <li>the specified securities offered in further public offer are of the same class of those already listed on a stock exchange;</li> <li>financial reports of the issuer are available on the website of any stock exchange or on a common e-filing platform specified by the Board;</li> <li>there has not been any change in management of the issuer;</li> <li>specified securities of issuer have not been listed pursuant to relaxation granted from clause (b) of sub-rule (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957.</li> </ol>	Not applicable.	-				
	(ii)	The issuer satisfying the conditions specified in clause (i) may disclose consolidated financial statements as disclosed under Companies Act, 2013	Not applicable.	-				
	(iii)	A report by the auditors of the issuer on a limited review of the profit or loss and assets and liabilities (indicating changes in accounting policies, if	Not applicable.	-				

		
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		any), as at a date not earlier than six months prior to the date of the opening of the issue, where audited accounts as at such date are not available. For this purpose, it shall be sufficient if: a. In the statement of the assets and liabilities, the main heads of assets and liabilities as provided in Part I of Schedule III of the Companies Act, 2013 have been provided. If an issuer is governed by a statute other than the Companies Act, 2013, the main heads of assets and liabilities as specified in such statute shall be provided in the statement of assets and liabilities b. In the statement of profit or loss, the information required to be disclosed under the heads of income and expenditure as per Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of quarterly financial information to be filed with the stock exchanges, has been provided			
	(iv)	Material changes and commitments, if any, affecting financial position of the issuer.	Not applicable.	-	
	(v)	Week-end prices for the last four weeks; current market price; and highest and lowest prices of equity shares during the period with the relative dates. If the equity shares of the issuer are listed on more than one stock exchange, the above information shall be provided for each stock exchange separately	Not applicable.	-	
	(vi)	Stock market quotation of shares/ convertible instruments of the company (high/ low price in each of the last three years and monthly high/low price during the last six months). If the equity shares of the issuer are listed on	Not applicable.	-	

		
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		more than one stock exchange, the above information shall be provided for each stock exchange separately.															
	(vii)	Accounting and other ratios: The following accounting ratios for each of the accounting periods for which financial information is given: <ul style="list-style-type: none"> <li>• Earnings per share (Basic and Diluted)</li> <li>• Return on net worth</li> <li>• Net Asset Value per share</li> <li>• EBITDA</li> </ul>	Not applicable.	-													
	(viii)	Capitalisation Statement: <ol style="list-style-type: none"> <li>a. A Capitalisation Statement showing total debt, net worth, and the debt/ equity ratios before and after the issue is made.</li> <li>b. In case of any change in the share capital since the date as of which the financial information has been disclosed in the prospectus, a note explaining the nature of the change.</li> <li>c. An illustrative format of the Capitalisation Statement is specified hereunder:               <table border="1" style="margin-left: 20px; width: 100%;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">Pre-issue at</th> <th style="text-align: center;">As adjusted for the proposed issue</th> </tr> </thead> <tbody> <tr> <td>Total borrowings</td> <td></td> <td></td> </tr> <tr> <td>Current borrowings*</td> <td></td> <td></td> </tr> <tr> <td>Non-current borrowings (including current maturity)*</td> <td></td> <td></td> </tr> </tbody> </table> </li> </ol>	Particulars	Pre-issue at	As adjusted for the proposed issue	Total borrowings			Current borrowings*			Non-current borrowings (including current maturity)*			Not applicable.	-	
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