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DRAFT RED HERRING PROSPECTUS

Dated: June 29, 2025

Please read Section 26, 28 and 32 of the Companies Act, 2013
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Offer



Interior
Lifestyle
Product
Company

FCML DISTRIBUTORS LIMITED

Corporate Identity Numbers: U51909DL2003PLC122492

REGISTERED OFFICE AND CORPORATE OFFICE		CONTACT PERSON		TELEPHONE AND EMAIL		WEBSITE			
A-217 Okhla Industrial Area Phase I, New Delhi-110020, India.		Sakshi Batra Company Secretary and Compliance Officer.		Tel No: 011-49372800 Email Id: cs@fcmlindia.com		www.fcmlindia.com			
PROMOTERS OF OUR COMPANY: ABHINAV KHADELWAL, NIRMAL KHADELWAL AND MADHU KHADELWAL									
DETAILS OF THE OFFER									
TYPE		FRESH ISSUE SIZE (IN ₹ LAKHS)		OFS SIZE (NO. OF SHARES)		TOTAL OFFER SIZE		ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG QIB, NIB & Individual Bidders	
Fresh Offer and an Offer for Sale		Upto 45,96,000 Equity Shares aggregating to ₹ [●] Lakhs		Upto 11,46,000 Equity Shares aggregating to ₹ [●] Lakhs		Upto 57,42,000 [^] Equity Shares aggregating to ₹ [●] Lakhs		The Offer is being made pursuant to Regulation 229 (2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). For further details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Offer" on page 282. For details of share reservation among QIBs, NIBs and Individual Investors, see "Offer Structure" on page 310.	
DETAILS OF OFFER FOR SALE, PROMOTER SELLING SHAREHOLDERS AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE									
NAME OF SELLING SHAREHOLDERS		CATEGORY OF SHAREHOLDERS		NUMBER OF SHARES OFFERED/ AMOUNT (IN LAKHS)				WACA IN ₹ PER EQUITY SHARE*	
Nirmal Khandelwal		Promoter Selling Shareholder		Upto 8,00,400 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] Lakhs				6.67	
Abhinav Khandelwal		Promoter Selling Shareholder		Upto 57,600 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] Lakhs				6.67	
Madhu Khandelwal		Promoter Selling Shareholder		Upto 2,88,000 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] Lakhs				6.67	
*As certified by the Statutory Auditor pursuant to a certificate dated June 29, 2025									
RISK IN RELATION TO THE FIRST OFFER									
This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Offer Price to be determined by our Company in consultation with the Book Running Lead Managers on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Offer Price" on page no. 122 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after Listing.									
GENERAL RISKS									
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" appearing on page no. 30 of this Draft Red Herring Prospectus.									
ISSUER COMPANY AND PROMOTER SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY									
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholders in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholders assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder, in this Draft Red Herring Prospectus.									
LISTING									
The Equity Shares issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE Limited. For this Offer, the Designated Stock Exchange will be BSE Limited (BSE).									
BOOK RUNNING LEAD MANAGERS TO THE OFFER									
DETAILS OF BOOK RUNNING LEAD MANAGERS				CONTACT PERSON		EMAIL & TELEPHONE			
 Indcap Advisors Enabling Growth Creating Value				INDCAP ADVISORS PRIVATE LIMITED		SHRADDHA KHANNA		Email: smeipo@indcap.in Tel. No: 033-4069 8001	
 MARWADI CHANDARANA GROUP				MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED		RADHIKA MAHESHWARI / JIGAR DESAI		Email: mb@marwadichandarana.com Tel. No: 022-69120027	
DETAILS REGISTRAR TO THE OFFER									
NAME AND LOGO OF THE REGISTRAR				CONTACT PERSON		EMAIL & TELEPHONE			
				CAMEO CORPORATE SERVICES LIMITED		K. SREEPRIYA		Email: ipo@cameoindia.com Tel. No: 044 - 40020700/ 28460390	
BID/OFFER PERIOD									
Anchor Investor Bidding Date: [●]*				Bid/Offer Opens On: [●]			Bid/Offer Closes On: [●]**		

[^]Subject to finalisation of basis of allotment

* Our Company and Promoter Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

** Our Company and Promoter Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

The UPI Mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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DRAFT RED HERRING PROSPECTUS**Dated: June 29, 2025**

Please read Section 26, 28 and 32 of the Companies Act, 2013
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

FCML DISTRIBUTORS LIMITED**Corporate Identity Number: U51909DL2003PLC122492**

Our Company was incorporated as a Private Limited Company in the name 'FCML Distributors Private Limited', under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated October 06, 2003 issued by the Registrar of Companies, Delhi. Subsequently, pursuant to a special resolution passed by the shareholders of our company in the Extra-Ordinary General Meeting held on March 13, 2025, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to 'FCML Distributors Limited' and a Fresh Certificate of Incorporation consequent to conversion was issued on April 08, 2025, by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U51909DL2003PLC122492. For details of change in registered office of our Company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page no. 185 of this Draft Red Herring Prospectus.

Registered Office: A-217 Okhla Industrial Area Phase I, New Delhi 110020, India;**Telephone No:** 011-49372800; **Website:** www.fcmlindia.com; **E-Mail:** cs@fcmlindia.com**Company Secretary and Compliance Officer:** Sakshi Batra**DETAILS OF THE OFFER**

INITIAL PUBLIC OFFER OF UPTO 57,42,000[^] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF FCML DISTRIBUTORS LIMITED ("FCML" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT AN OFFER PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE "OFFER PRICE") COMPRISING OF A FRESH ISSUE OF UPTO 45,96,000. EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING TO ₹ [●] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 11,46,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH COMPRISING OF UPTO 8,00,400 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY NIRMAL KHANDELWAL, UPTO 57,600 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY ABHINAV KHANDELWAL AND UPTO 2,88,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY MADHU KHANDELWAL ("THE SELLING SHAREHOLDERS OR "PROMOTER SELLING SHAREHOLDERS") ("OFFER FOR SALE") AGGREGATING TO ₹ [●] LAKHS, OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING TO ₹ [●] LAKHS IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND THE NET OFFER WILL CONSTITUTE UPTO [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE MINIMUM BID LOT WILL BE TWO AND THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) (HINDI ALSO BEING REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE LIMITED ("BSE SME") FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE NO. 298 OF THIS DRAFT RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 (Ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of 1 (One) Working Day, subject to the Bid/Offer Period not exceeding 10 (Ten) Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion") provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) may be allocated to applicants in the other sub-category of non-institutional investors and not less than 35.00% of the Net Offer shall be available for allocation to the Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Offer Procedure" on page 317 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page no. 317 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013. Provided further that for the purpose of public issue by an issuer to be listed/listed on SME exchange made in accordance with Chapter IX of these regulations, the words "retail individual investors" shall be read as words "individual investors who applies for Minimum Application Size".

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10.00 each. The Floor Price, the Cap Price and the Offer Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 30 of this Draft Red Herring Prospectus.

ISSUER COMPANY & PROMOTER SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company and Promoter Selling Shareholders, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholders assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE Limited. For this Offer, the Designated Stock Exchange will be BSE Limited (BSE).

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
 Indcap Advisors Enabling Growth Creating Value	 MARWADI CHANDARANA GROUP	 CAMEO
INDCAP ADVISORS PRIVATE LIMITED Suite #1201, 12th Floor, Aurora Waterfront, GN 34/1, Sector V, Salt Lake City, Kolkata 700091, West Bengal, India Telephone: 033-4069 8001 Email: smeipo@indcap.in Investor grievance email: investors@indcap.in Website: www.indcap.in Contact Person: Shraddha Khanna SEBI registration number: INM000013031 CIN: U74120WB2008PTC125639	MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat, India Telephone: 022-69120027 E-mail: mb@marwadichandarana.com Investors Grievance e-mail: mbgrievances@marwadichandarana.com Contact Person: Radhika Maheshwari / Jigar Desai Website: www.ib.marwadichandanagroup.com SEBI Registration Number: INM000013165 CIN: U67120GJ2018PTC103598	CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No.1, Club House Road, Chennai 600 002, India Contact Person: Mr. K. Sreepriya Tel: 044 - 40020700/ 28460390 Email: ipo@cameoindia.com Investor grievance e-mail: investor@cameoindia.com Website: www.cameoindia.com SEBI registration number: INR000003753 CIN: U67120TN1998PLC041613
BID/OFFER PERIOD		
Anchor Investor Bidding Date: [●]*	Bid/ Offer Opens On: [●]*	Bid/ Offer Closes On: [●]**

[^]Subject to finalisation of basis of allotment

* Our Company and Promoter Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

** Our Company and Promoter Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, terms defined in “Basis for Offer Price”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Restated Consolidated Financial Statements”, “Outstanding Litigation and Other Material Developments”, “Restrictions on Foreign Ownership of Indian Securities” and “Main Provisions of the Articles of Association” on pages 122, 129, 133, 180, 216, 264, 356, and 358 respectively will have the meaning ascribed to such terms in those respective sections.

GENERAL AND COMPANY RELATED TERMS

Term	Description
“FCML”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	FCML Distributors Limited, a public limited company, incorporated as a Private Limited Company under the Companies Act, 1956 and having its registered office at A-217 Okhla Industrial Area Phase I, New Delhi- 110020, India.
Our Promoters	The Promoters of our Company being Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal. For further details, please refer to chapter titled “Our Promoters and Promoter Group” on page 206 of this Draft Red Herring Prospectus.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” on page 206 of this Draft Red Herring Prospectus.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Unless the context otherwise requires, refers to the Articles of Association of FCML Distributors Limited as amended from time to time.
Associate Company	F&R Kitchen and Wardrobes Private Limited
Audit Committee	The Audit Committee of the Board of Directors, constituted on May 30, 2025, in accordance with Section 177 of the Companies Act, 2013. For details refer to the section titled “Our Management” on page no. 190 of this Draft Red Herring Prospectus.
Auditor of our Company /Peer Reviewed Auditor/ Statutory Auditor	The Statutory Auditor & Peer Review Auditor of our Company, being M/s Bhojak Lunawat & Company, Chartered Accountants, as mentioned in the section titled “General Information” beginning on page 68 of this Draft Red Herring Prospectus.
Banker to the Company	Banker to the Company being ICICI Bank Limited, as mentioned in the section titled “General Information” beginning on page 68 of this Draft Red Herring Prospectus.
Board of Directors / Board / Directors (s)	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our directors, please refer to chapter titled “Our Management” beginning on page 190 of this Draft Red Herring Prospectus.
Companies Act	The Companies Act, 1956 and/or the Companies Act, 2013 as amended from time to time.
Corporate Social Responsibility Committee / CSR Committee	The Corporate Social Responsibility Committee of the Board of Directors, constituted on May 30, 2025, in accordance with Section 135 of the Companies Act, 2013. For details refer to the section titled “Our Management” on page no. 190 of this Draft Red Herring Prospectus.
CIN	U51909DL2003PLC122492

Term	Description
Chairman / Chairperson	Nirmal Khandelwal is the Chairman and Whole Time Director of our Company. For details with respect to his profile, see “ <i>Our Management – Brief Profile of our Directors</i> ” on page 191.
Chief Financial Officer (CFO)	Deepak Kumar Dwivedi, the Chief Financial Officer of our Company. For details with respect to his profile, see “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 203.
Company Secretary and Compliance Officer (CS)	Sakshi Batra, the Company Secretary and Compliance Officer of our Company. For details with respect to her profile, see “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 203.
Committee(s)	Duly constituted committee(s) of our Board of Directors.
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time.
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
Executive Directors	An Executive Director of our Company, as appointed from time to time
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
Group Companies / Entities	Such companies / entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies / entities, please refer “ <i>Our Group Companies</i> ” on page 211 of this Draft Red Herring Prospectus.
Independent Director	A Non-Executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian ASs	Indian Accounting Standards
ISIN	International Securities Identification Number. The company’s ISIN is INE1JPK01016
Key Managerial Personnel / KMP(s)	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as described in “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 203.
KPIs	Key Performance Indicator that are numerical measures of the issuer company’s historical financial or operational performance and financial or operational positions
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated June 25, 2025, or identification of material (a) outstanding litigation proceedings of our Company, our Promoters and our Directors; (b) group companies; and (c) creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus
Managing Director (MD)	Abhinav Khandelwal is the Managing Director of our Company. For details with respect to his profile, see “ <i>Our Management – Brief Profile of our Directors</i> ” on page 191.
MOA/ Memorandum / Memorandum of Association	The Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA, 1999.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on May 30, 2025 in accordance with Section 178 of the Companies Act, 2013, as described in “ <i>Our Management – Corporate Governance</i> ” on page 197.
Non-Executive Director	The non-executive director(s) of our Company, including our Independent Directors. For details of our Non-Executive Directors, see “ <i>Our Management</i> ” on page 190.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	A-217 Okhla Industrial Area Phase I, New Delhi - 110020, India.
Restated Consolidated Financial Information	The restated and audited consolidated financial information of our Company and its Associate comprising of the Restated Consolidated Summary Statement of Assets & Liabilities as at the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Summary Statement of Profit and Loss, the Restated Consolidated Summary Statement of Cash Flows and Restated Consolidated Statement of Changes in Equity for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023 and the material accounting policies and explanatory notes.

Term	Description
	The Restated Consolidated Summary Statements have been prepared to comply in all material aspects with the requirements of (a) applicable provisions of the Companies Act, 2013; (b) the SEBI ICDR Regulations; (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended (the “Guidance Note”); and (d) the AS notified under the Companies (Accounting Standards) Rules, 2021 (as amended from time to time), presentation requirements of Division I of Schedule III to the Companies Act, 2013, (AS compliant Schedule III), as applicable to the financial statements and other relevant provisions of the Companies Act. The Restated Consolidated Summary Statements have been compiled from Consolidated Audited Financial Statements of our Company as at the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 which were in accordance with Indian GAAP.
ROC / Registrar of Companies	Registrar of Companies, NCT of Delhi and Haryana
Senior Management	The Senior Management of our Company in terms of Regulation 2(1) (bbbbb) of the SEBI ICDR Regulations and described in “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 203.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on May 30, 2025 in accordance with Section 178 of the Companies Act, 2013, as described in “ <i>Our Management – Corporate Governance</i> ” on page 197.
Whole-Time Director	Nirmal Khandelwal is the Chairman and Whole Time Director of our Company. For details with respect to his profile, see “ <i>Our Management – Brief Profile of our Directors</i> ” on page 191.

OFFER RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Allotment / Allot / Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders Bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Prospectus and the Prospectus.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bid/Offer Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers.

Terms	Description
Anchor Investor Application Form	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Managers.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the Book Running Lead Managers, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Offer and which is described in ' <i>Basis of allotment</i> ' under chapter titled " <i>Offer Procedure</i> " beginning on Page No. 317 of this Draft Red Herring Prospectus.
Bankers to the Offer and Refund Banker Agreement	Agreement dated [●] entered into amongst the Company, the Promoter Selling Shareholders, Book Running Lead Managers, the Registrar to the Offer, Bankers to the Offer.
Bankers to the Offer and Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●]
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Bidder pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of the Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), (Hindi also being the regional language of Delhi, where our Registered Office is located). Our Company in consultation with the BRLMs, may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), (Hindi also being the regional language of Delhi, where our Registered Office is located).

Terms	Description
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Managers may consider closing the Bid/ Offer Period for the QIB Portion One Working Day prior to the Bid/ Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of One Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM/ BRLMs / Book Running Lead Managers	Book Running Lead Managers to the Offer, in this case being Indcap Advisors Private Limited and Marwadi Chandrana Intermediaries Brokers Private Limited both being SEBI Registered Category I Merchant Bankers.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker Centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	SME Platform of BSE Limited for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to being a minimum of 105% of the Floor Price
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLMs, the Registrar to the Offer and the Stock Exchange.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants.

Terms	Description
	The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com .
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, in terms of this Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
Designated Market Maker / Market Maker	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited (BSE)
Designated RTA Locations	Such locations of the RTAs where the bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com .
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated June 29, 2025 filed with the Stock Exchange and issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI (s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI (s)	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	Accounts opened with the Banker to the Offer
Escrow and Sponsor Bank Agreement	Agreement dated [●] to be entered into by our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Banker(s) to the Offer for, among other things, the appointment of the Sponsor Bank, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Escrow Collection Bank	The Bank(s) which are clearing members and registered with SEBI as bankers to an offer and with whom the Escrow Account will be opened, in this case being [●]
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.

Terms	Description
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Fresh Issue	Fresh issue of up to 45,96,000 Equity Shares by our Company aggregating up to ₹ [●] Lakhs to be issued by our Company as part of the Offer, in terms of the Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations.
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
IPO	Initial Public Offering
Individual Investors / Individual Bidders	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who apply for Minimum Application Size.
Individual Investors' Portion	The portion of the Net Offer being not less than 35% of the Net Equity Shares which shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations.
Issue / Offer/ Issue Size / Offer Size/ Public Issue/ Public Offer/ Initial Public Offering	The initial public offering of up to 57,42,000 Equity Shares for cash at a price of ₹ [●] each (including premium of per ₹ [●] each) aggregating ₹ [●] Lakhs comprising the Net Offer and the Market Maker Reservation Portion
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited.
Market Maker	The Market Maker to the Offer, in this case being [●].
Market Maker Reservation Portion	The Reserved portion of up to [●] Equity shares of ₹[●]/- each at an Offer Price of ₹ [●]/- aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Offer of our Company
Market Making Agreement	The agreement dated [●] entered amongst our Company, the Promoter Selling Shareholders, Designated Market Maker and the Book Running Lead Managers, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain market making arrangements are agreed to in relation to the Offer
Mobile App (s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement dated [●] into between and amongst our Company and the Monitoring Agency
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.

Terms	Description
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer less the Market Maker Reservation Portion
Net Proceeds	The Gross Proceeds from the Offer less the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see “ <i>Objects of the Offer</i> ” on page 98.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non – Institutional Bidders / NIBs	All Bidders that are not QIBs or Individual Bidders and who have Bid for Equity Shares for an amount more than 2 Lots (but not including NRIs other than Eligible NRIs)
Non - Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
OCB / Overseas Corporate Body	Overseas corporate body, a company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
Offer Agreement	The agreement dated June 29, 2025 entered amongst our Company, the Promoter Selling Shareholders and the Book Running Lead Managers, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Offer Period	The periods between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application
Offer Proceeds	The proceeds of the Offer which shall be available to our Company. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 98.
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders, in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of the English National Daily newspaper [●], all editions of the Hindi National Daily newspaper [●], (Hindi also being the regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/ Offer Opening Date, with the

Terms	Description
	relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchange for the purpose of uploading on its website.
Pricing Date	The date on which our Company, in consultation with the BRLMs, will finalise the Offer Price
Promoters' Contribution	Aggregate of 20% of the post- Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked in for a period of 3 years from the date of Allotment
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Offer opening and closing dates and other information.
Public Offer Account	Bank account opened with the Public Offer Account Bank, being [●] under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Agreement	Agreement to be entered into by our Company, Promoter Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, and the Public Offer Bank/Banker to the Offer for collection of Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer
QIB Category / QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Issue consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer, including any addenda or corrigenda thereto.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●] Bank.
Registrar / Registrar to the Offer	Registrar to the Offer being Cameo Corporate Services Limited.
Registrar Agreement	The agreement dated June 18, 2025 amongst our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of in terms of SEBI RTA Master Circular
Resident Indian	A person resident in India, as defined under FEMA
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Registered Broker	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended and stock brokers registered with the stock exchange having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars issued by SEBI.
Reserved Category/ Categories	Categories of persons eligible for making bids under the reservation portion.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Individual Bidders can revise their Application Forms during the Offer Period and cannot withdraw their Application Forms until Offer Closing Date.

Terms	Description
Self-Certified Syndicate Bank(s)/ SCSBs	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time
Selling Shareholders / Promoter Selling Shareholders	The Promoter Selling Shareholders being Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank	The Bankers to the Offer registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, which has been appointed by our Company to act as a conduit between the Stock Exchange and the NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Book Running Lead Managers, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Managers) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Offer and carry out activities as an underwriter.
Syndicate or members of the Syndicate	Together, the Book Running Lead Managers and the Syndicate Members
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter(s)	The Underwriter(s) to the Offer, in this case being Indcap Advisors Private Limited and Marwadi Chandrana Intermediaries and Brokers Private Limited.
Underwriting Agreement	The Agreement entered into amongst the Underwriters, the Promoter Selling Shareholders and our Company dated June 29, 2025.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.

Terms	Description
UPI Bidders	Collectively, individual investors applying as (i) Individual Bidders in the Individual Investors' Portion and (ii) Non-Institutional Bidders with a Bid size of up to ₹5.00 lakhs in the Non- Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5.00 lakhs shall use UPI and shall provide their UPI ID in the bid cum application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/ DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD -2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for a single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Individual Bidder to such Mobile App) to the Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an Individual Investor to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
WACA	Weighted Average Cost of Acquisition
Willful Defaulter or a Fraudulent Borrower	A company or person, as the case may be, categorised as a willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by the RBI.
Working Days	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price band; and (ii) Bid / Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the circulars issued by SEBI

BUSINESS RELATED TERMS

Term	Description
BathDetails	Premium Luxury store and online (hybrid) platform, which integrates bathroom solutions with an online interface
B2B	Business to Business
B2C	Business to Consumer
BOQ	Bill of Quantities
COCO	Company Owned Company Operated
CRM	Customer Relationship Management
D2C	Direct to Consumer
Details B.E.	Private label brand for sanitaryware, shower enclosures, steam generators and bathroom accessories
ERP	Enterprise Resource Planning
FOCO	Franchise Owned Company Operated
HNI	High Networth Individuals
IT	Information Technology
JV	Joint Venture
kVA	Kilo Volt Ampere
KW	Kilo Watt
MRP	Maximum Retail Price
OEM	Original Equipment Manufacturer
PMC	Project Management Consultants
Premium Luxury	The Premium Luxury segment refers to a product category classification where offerings across bathrooms, wood flooring, and kitchens fall within a defined expense range. In this segment, the average spend on a complete bathroom package is expected at approximately ₹1 lakh and above, wood flooring is typically priced below ₹1,000 per square foot, and kitchens are priced starting at approximately ₹20 lakh for a standard-sized configuration, excluding applicable taxes.
Sq. ft.	Square Feet
Ultra Luxury	The Ultra Luxury segment refers to a product category classification where offerings across bathrooms, wood flooring, and kitchens fall within a defined expense range. In this segment, the average spend on a complete bathroom package is expected at approximately ₹3 lakh and above, wood flooring is priced starting at ₹1,000 per square foot, and kitchens start at approximately ₹40 lakh for a standard-sized configuration, excluding applicable taxes.
WC	Water Closet
Wood & Boundless	Private label brand for engineered wood flooring
YoY	Year on Year

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
₹ or ₹ or Rupees or INR	Indian Rupees, the official currency of the Republic of India.
A/c	Account
AI	Anchor Investor
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number

Term	Description
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EOGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
ESOP	Employee Stock Option Plan
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
Financial Year / Fiscal / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
GST	Goods & Services Tax
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Ind AS	Indian Accounting Standards
IST	Indian Standard Time
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding

Term	Description
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RoE	Return on equity
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the BSE SME
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value Added Tax

Term	Description
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

KEY PERFORMANCE INDICATORS

KPI	Explanations
Revenue from Operations	Revenue from operation means revenue from sales and other operating revenue.
Growth in Revenue from Operations	Growth in revenue from operations(yoy%) is calculated by subtracting the previous period's revenue from the current period's revenue, and then dividing that number by the previous period's revenue
Gross Profit	Gross Profit is the Revenue from Operations of the Company as reduced by the purchases of stock in trade and Changes in Inventories of finished goods, work in progress and stock-in-trade.
Gross Profit Margin	Gross Profit Margin (%) is Gross Profit divided by Revenue from Operations
EBITDA	EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
Profit after Tax	PAT is calculated as Profit before tax – Tax Expenses.
PAT Margin	PAT Margin is calculated as PAT for the year divided by revenue from operations.
RoE	Return on Equity is ratio of Profit after Tax and Average Shareholders Equity wherein average shareholders' equity = (Opening Shareholders Equity + Closing Shareholders Equity)/2
Return on Assets (ROA)	Return on Assets (ROA) = PAT / average total assets deployed wherein average total assets deployed = (Opening total assets + Closing total assets)/2
Net Fixed Assets Turnover	Net Fixed Asset Turnover = net revenue from operations/average fixed assets wherein average fixed assets = (Opening fixed assets + Closing fixed assets)/2
Operating Cash Flows	Operating cash flow is extracted from Cash Flow Statement in Restated Consolidated Financial Statements
Return on Capital employed (RoCE)	Return on Capital Employed is ratio of Profit after Tax and Average Capital Employed wherein Capital Employed = Share Capital + Reserves & Surplus – Intangible Assets and Average Capital Employed = (Opening Capital Employed + Closing Capital Employed)/2.
Operational KPIs	
Order booking of customer - more than 10 lakhs and below 10 lakhs	This KPI tracks high value customers.
Order booking by architects and non-architects	This KPI help to track the importance of architect in Company's business.
Number of unique architects	This KPI help to track the number of architects we work during a year and thus helps us to focus on onboarding more architects.
Number of stores and Total Area of stores in Sq. Ft.	This KPI Denotes the total no. of operating stores as of the end of each financial period which are used to carry out retail operations of the business.

INDUSTRY RELATED TERMS

Term	Description
AIDC	Agriculture Infrastructure Development Cess
AI	Artificial Intelligence
AR	Augmented Reality
BIS	Bureau of Indian Standards
CAGR	Compound Annual Growth Rate
CE	Conformité Européenne (European Conformity)

Term	Description
Credence Report	Industry Report dated May 15, 2025 on Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032)- focusing on the ultra luxury price segment by Credence Research, which has been paid for, by the Company.
Engineered Wood Flooring	Multi-layer wood flooring offering durability and resistance to moisture, suitable for Indian conditions
HNIs	High Net-Worth Individuals
IGBC	Indian Green Building Council
IoT	Internet of Things
LEED	Leadership in Energy and Environmental Design
Modular Kitchens	Pre-fabricated kitchen furniture combining storage cabinets
NSDC	National Skill Development Corporation
Private Label	Proprietary brands owned by the Company
RMG	Ready-Made Garments
Smart Homes	Homes equipped with automated systems for lighting, climate control, security, and appliances
STP	Spanish brand of premium engineered wood flooring
Sustainable Luxury	Products designed with eco-conscious materials and technologies, combining environmental responsibility with high-end aesthetics
TCS	Tax Collected at Source
UHNWIs	Ultra High Net-Worth Individuals
Ultra Luxury Segment and Premium Luxury Segment	The Industry report defines Ultra Luxury and Premium Luxury in each of the three categories as under: 1. Bathrooms For a complete bathroom package, under Ultra Luxury segment, the spend is expected at approximately ₹ 3 lakh and above while under the Premium Luxury segment, it is approximately ₹ 1 Lakh to 3 Lakhs. 2. Wood Flooring Ultra Luxury wood flooring starts at a price of ₹1,000 per square foot. Below ₹ 1000 per foot is categorised as Premium Luxury. 3. Kitchen Ultra Luxury kitchens start at ₹40 lakhs + GST for a standard-sized configuration. Premium Luxury kitchens start at ₹20 lakhs + GST for the same configuration.
USD	United States Dollar

Notwithstanding the foregoing, terms in “Main Provisions of Articles of Association”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Information”, “Outstanding Litigation and Other Material Developments” and “Offer Procedure” on pages 358, 129, 133, 180, 215, 264, and 317, respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

CERTAIN CONVENTIONS

All references to “India” in this Draft Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

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

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Our Company”, “the Company”, “FCML Distributors Limited” and “FCML” and, unless the context otherwise indicates or implies, refers to FCML Distributors Limited. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crores”.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST.

FINANCIAL DATA

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and in Lakhs. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Statements, for the Financial Years ended March 31, 2025, 2024, 2023 in accordance with Indian Accounting Standards, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Restated Consolidated Financial Statements*” beginning on page no. 216 of this Draft Red Herring Prospectus. Our financial year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Ind AS, Indian GAAP the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Ind AS financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Consolidated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Restated Consolidated Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page no. 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page no. 358 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

CURRENCY AND UNITS OF PRESENTATION

All references to:

“Rupees” or “INR” or “₹” Or “₨” are to Indian Rupee, the official currency of the Republic of India; and “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	For the Financial Year ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD*	85.58	83.37^	82.22

* If the RBI reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed.

^As on March 28, 2024

Source: www.fbil.org.in

All figures are rounded off to two decimal places.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time (IST). Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

INDUSTRY & MARKET DATA

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from the Credence Report¹. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

(¹Industry Report on Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032)- focusing on the ultra luxury price segment by Credence Research, which has been paid for, by the Company.)

Although we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. There are no standard data gathering methodologies in the industry in which we conduct our business, methodologies, and assumptions may vary widely among different market and industry sources.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. The data used in these sources may have been reclassified by us for the purposes of presentation. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in chapter titled “Risk Factors” beginning from page no. 30.

In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Offer Price*” on page no. 122 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs, have independently verified such information.

FORWARD – LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to our sector in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and / or acts of violence. Other Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
2. Failure to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
3. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
4. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
5. Inability to successfully obtain registrations in a timely manner or at all;
6. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
7. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
8. Recession in the market;
9. Changes in laws and regulations relating to the industries in which we operate;
10. Our ability to meet our capital expenditure requirements;
11. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
12. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
13. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
14. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
15. The performance of the financial markets in India and globally;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Our ability to expand our geographical area of operation;
18. Concentration of ownership among our Promoters;
19. Dependence on third-party international suppliers;
20. Our ability to control the quality of imported products;
21. Logistical delays in imports that could disrupt our supply chain;
22. Currency exchange rate fluctuations;
23. Our ability to manage our franchisee relationships.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”; “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page no. 30, 149 and 246 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Managers, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Managers will ensure that investors in India are informed of material developments until the listing and trading permission is granted by the Stock Exchange(s).

SECTION II – SUMMARY OF OFFER DOCUMENT

This section is a general summary of the terms of the Offer, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “Industry Overview”, “Our Business”, “Capital Structure”, “The Offer”, “Restated Consolidated Financial Statements”, “Objects of the Offer” “Our Promoters and Promoter Group”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Other Material Developments” and “Offer Procedure” on pages 30, 133, 149, 81, 62, 216, 98, 206, 246, 264 and 317 respectively.

SUMMARY OF PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as “FCML Distributors Private Limited”, a private limited company under the provisions of the Companies Act, 1956, Thereafter, it acquired the business of M/s FCML Projects (erstwhile partnership firm of our Promoters, Nirmal Khandelwal, Abhinav Khandelwal, and Madhu Khandelwal), which was originally constituted on September 25, 1995, pursuant to a Business Transfer Agreement dated March 31, 2013, with effect from April 01, 2013.

We are a retailer of luxury home interiors, specializing in luxury bathroom, kitchen, and wood flooring solutions, with presence in 8 states and 1 union territory across India. The partnership firm was engaged in the same line of business as our Company, namely trading in hardware, sanitaryware, plumbing, and hotel supplies etc. Our company has built a prestigious luxury lifestyle brand dedicated to offering high-quality luxury products through our exclusive showrooms, franchisee outlets and strategic partnerships with globally recognized brands and proprietary private labels (*Source: Credence Report*). We aim to offer consumers a premium experience in home interiors, supported by our expertise in design, quality, and technical solutions.

We primarily cater to the following product categories:

1. **Bathrooms** - This category features a wide range of sanitaryware and bathroom fixtures, like wash basins, basin mixers, showers, diverters, WCs, urinals, bath tubs, bath tub fillers, bathroom accessories etc.
2. **Kitchens** - This category consists of modular kitchens, including kitchen cabinetry and a full range of components such as countertops, sinks, faucets, and storage solutions etc.
3. **Wood Floors** - This category offers a variety of wood flooring options, including solid wood flooring, engineered wood flooring and laminate flooring.
4. **Others** – This category includes home furnishing products like clock, frames, crockery, etc., hospitality products including carpets, tea kettles, glassware items, minibars, etc.

Our offerings are carefully curated to provide the highest quality, featuring internationally recognized brands. We have exclusive tie-ups with 7 global suppliers and are their sole distributors in India. In addition to the above brands, we also have exclusive private labels, namely, Details B.E. (sanitaryware, shower enclosures, steam generators and accessories), and Wood & Boundless (wood flooring). While most of our imported products fall in the “Ultra Luxury” category and cater to our HNI customers, premium developers, and luxury hospitality projects, the private label products (Premium Luxury) are aimed at the mid-market segment, including mid-to-high-end homeowners, architects, and interior designers looking for stylish and functional bathrooms, kitchens and wood flooring within a budget.

We currently have 11 showrooms (2 COCO and 9 FOCO), 8 in major Tier-1 cities across India, including Delhi, Mumbai, Bangalore, Pune, Chennai, Ahmedabad, Kolkata and Hyderabad and 3 in Tier-2 cities, namely, Coimbatore, Indore and Lucknow. These locations are strategically chosen to cater to the growing demand for luxury interiors. We have launched a hybrid platform for our Bathroom segment i.e., “BathDetails,” which combines physical retail stores with a supporting digital interface where customers can explore our Premium Luxury product range online and visit the stores for in-person consultation and product selection.

For details of our products and business model, please refer to the chapter “Our Business” on page 149 of this Draft Red Herring Prospectus.

SUMMARY OF INDUSTRY

The luxury fittings market, comprising high-end products such as bathroom fixtures, kitchen fittings and wooden flooring has witnessed strong growth globally and in India. On a global scale, increasing affluence, urbanization, and consumer inclination towards aesthetics, sustainability, and smart technologies are driving demand. Technologies like IoT, AI

integration, and energy-efficient solutions are now central to modern luxury expectations. Global brands focus on recyclable materials, smart automation, and personalized design, targeting buyers who seek eco-friendly and functional elegance. In India, the luxury fittings market is expanding due to rising disposable income, a growing affluent population, and rapid urban development. Residential buyers dominate demand, while commercial and hospitality segments also contribute significantly. Bathroom fixtures account for the largest share, followed by kitchen fittings and flooring. Modular kitchens and wooden flooring are gaining popularity in urban and semi-urban regions. The western region leads in revenue share, with multibrand stores and exclusive outlets remaining the dominant distribution channels, although online sales are rising. Top players like Jaquar, Kohler, Artize, and Grohe are expanding via experience centers, franchise models, and real estate partnerships. Skilled labor shortages, high GST rates, and a fragmented distribution network pose challenges, but the market outlook remains optimistic. India's luxury fittings sector is expected to grow steadily through 2032, supported by technological advancement, design consciousness, and increasing consumer expectations.

For further details kindly refer to chapter titled “*Industry Overview*” beginning on page 133 of this Draft Red Herring Prospectus.

NAME OF PROMOTERS

The Promoters of our Company are Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal. For detailed information on our Promoters and Promoter's Group, please refer to the chapter titled “*Our Promoters and Promoter Group*” beginning from page no. 206 of this Draft Red Herring Prospectus.

SIZE OF THE OFFER

Initial Public Offer of upto 57,42,000 Equity Shares of face value of ₹ 10/- each of FCML Distributors Limited (“FCML” or the “Company” or the “Issuer”) for cash at a price of ₹ [●]/- per Equity Share including a Share Premium of ₹ [●]/- per Equity Share (the “Offer Price”) comprising of a Fresh Issue upto 45,96,000 Equity Shares at a price of ₹ [●] aggregating to ₹ [●] lakhs (the “Fresh Issue”) and an Offer For Sale upto 11,46,000 Equity Shares by the Promoter Selling Shareholders (“Offer For Sale”) at a price of ₹ [●] aggregating to ₹ [●] lakhs, of which [●] Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a Share Premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the offer (the “Market Maker Reservation Portion”). The Offer less the Market Maker Reservation Portion i.e. Net Offer of [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a Share Premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the “Net Offer”. The Offer and the Net Offer will constitute upto [●] % and [●] %, respectively, of the post offer paid up equity share capital of our Company. The face value of the Equity Shares is ₹ 10/- each.

The price band will be decided by our Company in consultation with the Book Running Lead Managers (“BRLMs”) and will be advertised in all editions of [●] (a widely circulated English National Daily Newspaper), all editions of [●] (a widely circulated Hindi National Daily Newspaper) (Hindi also being regional language of Delhi, where our registered office is located), each with wide circulation, at least 2 (two) working days prior to the bid/ Offer opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the SME platform of BSE Limited (“BSE SME”, referred to as the “Stock Exchange”) for the purpose of uploading on their website for further details kindly refer to chapter titled “*Terms of the Offer*” beginning on page 298 of this Draft Red Herring Prospectus.

For further details kindly refer to chapters titled “*The Offer*” and “*Terms of the Offer*” beginning on page 62 and 298 of this Draft Red Herring Prospectus.

DETAILS OF PROMOTER SELLING SHAREHOLDERS

The Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale
Nirmal Khandelwal	Promoter Selling Shareholders	June 21, 2025	67,38,810	Upto 8,00,400
Abhinav Khandelwal	Promoter Selling Shareholders	June 20, 2025	82,73,269	Upto 57,600
Madhu Khandelwal	Promoter Selling Shareholders	June 21, 2025	16,68,003	Upto 2,88,000

OBJECT OF THE OFFER

The details of the proceeds of the Offer are summarized below:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds from the Offer ⁽¹⁾⁽²⁾	[●]
Less: Estimated Offer related expenses in relation to the Offer ⁽²⁾⁽³⁾	[●]
Net Proceeds from the Offer after deducting the Offer related expenses to be borne by our Company (“Net Proceeds”)	[●]

1. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds from the Offer or ₹ 1,000 lakh, whichever is lower.

2. To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

3. These expenses do not include any GST chargeable or TDS deductible.

Utilization of Net Offer Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the table below:

(₹ in lakhs)		
S. No.	Particulars	Estimated amount
1.	Opening of new Premium Luxury BathDetails and Wood & Boundless format stores	996.12
2.	Meeting the long term Working Capital requirements	3,418.05
3.	Advertisement and marketing expenses towards enhancing the awareness and visibility of our brand	1,095.56
4.	Expenditure for (1) Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and (2) Renovation of our Registered Office situated at Delhi	773.32
5.	Repayment of Term Loan availed by our Company	Upto 327.97
6.	General Corporate Purposes(1)(2)	[●]
	Total	[●]

(1) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Offer or ₹ 1,000 lakh, whichever is lower.

For further details kindly refer to chapters titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus.

AGGREGATE PRE-OFFER SHAREHOLDING OF OUR PROMOTERS, PROMOTER SELLING SHAREHOLDERS

The aggregate pre-offer shareholding of our Promoters and Selling Shareholders as a percentage of the pre-offer paid-up Equity Share capital of our Company is set out below:

S.No.	Pre- Offer Shareholding as at the Date of Advertisement			Post- Offer Shareholding as at Allotment (3)			
	Shareholders	Number of Equity Shares ⁽²⁾	Share holding (in%) * ⁽²⁾	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾
	PROMOTER AND PROMOTER GROUP ⁽¹⁾						
1.	Nirmal Khandelwal*	67,38,810	40.40	[●]	[●]	[●]	[●]
2.	Abhinav Khandelwal*	82,73,269	49.60	[●]	[●]	[●]	[●]
3.	Madhu Khandelwal*	16,68,003	10.00	[●]	[●]	[●]	[●]
	Total	1,66,80,082	100.00%	[●]	[●]	[●]	[●]

1. There is no Promoter Group shareholder.

2. Based on the Offer price of ₹[●] and subject to finalization of the basis of allotment.

* Are also Promoter Selling Shareholders

AGGREGATE PRE-OFFER AND POST SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS

The aggregate pre-offer shareholding of our Promoters, members of the Promoter Group and as a percentage of the pre-offer and post-offer paid-up Equity Share capital of our Company is set out below:

S.No.	Pre- Offer Shareholding as at the Date of Advertisement			Post- Offer Shareholding as at Allotment (3)			
	Shareholders	Number of Equity Shares ⁽²⁾	Share holding (in%) * ⁽²⁾	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾
	PROMOTER AND PROMOTER GROUP ⁽¹⁾						
1.	Nirmal Khandelwal	67,38,810	40.40	[●]	[●]	[●]	[●]
	Abhinav Khandelwal	82,73,269	49.60	[●]	[●]	[●]	[●]
	Madhu Khandelwal	16,68,003	10.00	[●]	[●]	[●]	[●]
	ADDITIONAL TOP 10 SHAREHODERS**						
2.	Deepak Kumar Dwivedi	1	Negligible	[●]	[●]	[●]	[●]
3.	Surender Kumar Sharma	1	Negligible	[●]	[●]	[●]	[●]
4.	Anupam Sodhi	1	Negligible	[●]	[●]	[●]	[●]
5.	Gurmit Shoor	1	Negligible	[●]	[●]	[●]	[●]
	Total	1,66,80,086	100.00%	[●]	[●]	[●]	[●]

* Rounded Off

** There are only 4 additional shareholders other than Promoters and Promoter Group

- 1) There is no Promoter Group shareholder.
- 2) Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-offer and price band advertisement until date of prospectus.
- 3) Based on the Offer price of ₹[●] and subject to finalization of the basis of allotment

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

Financial details based on Restated Consolidated Financial Statements for the year ended as on March 31, 2025, March 31, 2024 and March 31, 2023.

(₹ in lakhs)

Particulars	For the Fiscal		
	2025	2024	2023
Share Capital	1,112.01	1,112.01	1,482.67
Reserves and Surplus	6,493.62	4,265.02	3,466.38
Net worth	7,605.62	5,377.03	4,949.05
Total Revenue	20,222.01	17,774.85	16,385.71
Restated Profit/(Loss) After Tax	2,226.03	1,904.02	1,381.10
Earnings per share of face value of ₹ 10 each attributable to equity holders (Post Bonus)			
Basic & Diluted (In ₹)	13.35	9.92	6.21
Restated net asset value per Equity Share (Post Bonus)(In ₹)	45.60	28.03	22.25
Total Borrowings	347.51	471.38	586.62

For further details, see “Summary of Consolidated Financial Information”, “Restated Consolidated Financial Statements” and “Basis for Offer Price” on pages 65, 216 and 122.

QUALIFICATIONS OF THE STATUTORY AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

There is no Auditor qualification which has not been given effect to in the Restated Consolidated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company, our Group Companies, our Promoters or Directors of the company except mentioned below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	1	Nil	Nil	Nil	Nil	56.39
Against the Company	6	6	Nil	Nil	Nil	336.76
Promoters including those who are also directors						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter/Director	Nil	3	Nil	Nil	02	7.57
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	2	Nil	Nil	Nil	Unascertainable*
SMPs and KMPs						
By KMPs and SMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against KMPs and SMPs	Nil	03	Nil	Nil	Nil	1.27

*The cases pertain to Section 8 of the Black Money (Undisclosed Foreign Income and Assets) and Imposition of Tax Act, 2015 and appeal against the penalty proceedings, which are still pending and so the amount involved cannot be crystallised.

For further details, see “Outstanding Litigation and Material Developments” page 264 of the Draft Red Herring Prospectus.

RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus. Any of the risks discussed in this Draft Red Herring Prospectus could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 30 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Following are the contingent liabilities and capital commitments of our Company as on date of filing Draft Red Herring Prospects of the Company:

(₹ in lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Taxes, Duties and Other Demands (under adjudication / appeal / dispute)			
- Income Tax	0.72	-	-
- Sales Tax	-	-	-
- Customs Duty	-	-	-
- Other	5.79		
Total	6.50	-	-

*Note - As confirmed by the management, there is no civil case/claim being filed/registered against the Company for which contingent liability can be ascertained/provided.

For further details of contingent liability, see the section titled — “Note 34 – Contingent Liabilities - Financial Information” on page 231 of this Draft Red Herring Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

PRICE AT WHICH EQUITY SHARES WERE ACQUIRED IN 3 PRECEDING YEARS OF THIS DRAFT RED HERRING PROSPECTUS

Details of price at which the Equity Shares were acquired by our Promoters, members of the Promoter Group, Promoter Selling Shareholders and other Shareholders in 3 preceding years of this DRHP:

Sr. No.	Name of the Acquirer/ Shareholder	Date of Acquisition	Number of Equity Shares Acquired	Face value (in ₹)	Cost of acquisition per equity share (in ₹)
1.	Nirmal Khandelwal	June 07, 2025	22,46,270	10.00	NIL
2.	Abhinav Khandelwal	June 07, 2025	27,57,756	10.00	NIL
3.	Madhu Khandelwal	June 07, 2025	5,56,001	10.00	NIL

* As certified by Bhojak Lunawat & Company, Chartered Accountants, pursuant to their certificate dated June 29, 2025.

WEIGHTED AVERAGE COST OF ACQUISITION BY OUR PROMOTERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

Weighted Average cost of acquisition of Equity Shares by our Promoters as on the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Promoter	Equity shareholding as on the date of this Draft Red Herring Prospectus	Number of Equity Shares Acquired in last 1 year	Weighted Average cost of Acquisition per Equity Share (in ₹) *
1.	Nirmal Khandelwal (Also Promoter Selling Shareholder)	67,38,810	22,46,270	NIL^
2.	Abhinav Khandelwal (Also Promoter Selling Shareholder)	82,73,269	27,57,756	NIL^
3.	Madhu Khandelwal (Also Promoter Selling Shareholder)	16,68,003	5,56,001	NIL^

*As certified by M/s. Bhojak Lunawat & Company, Chartered Accountants, by way of their certificate dated June 29, 2025.

^Acquired pursuant to Bonus Issue

For details regarding weighted average cost of acquisition of Equity Shares by our Promoters in our Company, please refer chapter title “Capital Structure” on page 81.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE LAST THREE YEARS, EIGHTEEN MONTHS AND ONE YEAR

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is ‘X’ times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Three years	Nil	[●]	Nil^
18 months	Nil	[●]	Nil^
One year	Nil	[●]	Nil^

*As certified by M/s. Bhojak Lunawat & Company, Chartered Accountants, by way of their certificate dated June 29, 2025.

^Acquired pursuant to Bonus Issue

AVERAGE COST OF ACQUISITION FOR OUR PROMOTERS AND PROMOTER SELLING SHAREHOLDERS

Average cost of acquisition of Equity Shares for our Promoters:

Sr. No.	Name of the Promoter and Promoter Selling Shareholder	Equity shareholding as on the date of this Draft Red Herring Prospectus	Average cost of Acquisition per Equity Share (in ₹) *
1.	Nirmal Khandelwal	67,38,810	6.67
2.	Abhinav Khandelwal	82,73,269	6.67
3.	Madhu Khandelwal	16,68,003	6.67

*As certified by M/s. Bhojak Lunawat & Company, Chartered Accountants, by way of their certificate dated June 29, 2025.

For details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer chapter title “Capital Structure” on page 81.

PRE-IPO PLACEMENT

Our Company does not contemplate any fresh issuance of Equity Shares as a pre-IPO placement, from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

RELATED PARTY TRANSACTIONS

Particulars	Nature	(₹ in lakhs)		
		For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Mr Abhinav Khandelwal	Remuneration	371.56	338.80	287.00
Mr. Nirmal Khandelwal	Remuneration	283.00	271.00	266.00
Mrs. Madhu Khandelwal	Salary paid	21.00	15.00	15.00
Mrs. Pallavi Khandelwal	Salary paid	54.00	30.00	33.20
Sakshi Batra	Salary paid	2.85	2.75	2.63
Mr Abhinav Khandelwal	Loan Taken	10.00	87.38	8.66
Mr Abhinav Khandelwal	Loan repaid	9.00	86.83	83.64
Mr. Nirmal Khandelwal	Loan Taken	6.97	13.88	12.78
Mr. Nirmal Khandelwal	Loan repaid	8.67	11.30	130.59
Mrs. Madhu Khandelwal	Loan Taken	2.91	51.53	7.48
Mrs. Madhu Khandelwal	Loan repaid	0.13	52.33	61.86
Mr Abhinav Khandelwal	Interest Paid	0.21	0.55	6.84
Mr. Nirmal Khandelwal	Interest Paid	0.26	0.76	10.81
Mrs. Madhu Khandelwal	Interest Paid	0.65	0.25	4.97
Mr. Nirmal Khandelwal	Rent Expenses	48.00	48.50	51.00
Mr Abhinav Khandelwal	Buy back of shares	-	15.12	-
Mr. Nirmal Khandelwal	Buy back of shares	-	15.12	-
Mrs. Madhu Khandelwal	Buy back of shares	-	1,243.80	-
Mrs. Pallavi Khandelwal	Buy back of shares	-	0.69	-
M/s Gessi India Pvt. Ltd.	Purchases	266.60	47.23	102.51
M/s Gessi India Pvt. Ltd.	Sale of Goods	27.87	34.51	32.33
M/s FCML Surfaces Pvt. Ltd.	Purchases/freight	8.77	-	5.42
M/s FCML Surfaces Pvt. Ltd.	Sett. of Bal (Net)	11.91	11.21	3.22
M/s M & R Furnishing Pvt. Ltd.	Purchases	-	-	6.33

Particulars	Nature	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
M/s M & R Furnishing Pvt. Ltd.	Sale of Goods	22.60	1.45	2.65
M/s F&R Kitchens and wardrobes Pvt. Ltd.	Investment in Equity	50.50	-	-

For further details of the related party transactions and as reported in the Restated Financial Statements, see "Restated Financial Statements" beginning on page 216.

ISSUE OF EQUITY SHARES MADE IN LAST ONE YEAR FOR CONSIDERATION OTHER THAN CASH

Except as stated below, our Company has not issued shares for consideration other than cash during last one year:

Date of Allotment	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Equity Shares
June 07, 2025	10.00	NIL	Nil	Bonus Shares (at a ratio of 1:2)	Nil	Nirmal Khandelwal	22,46,270
						Abhinav Khandelwal	27,57,756
						Madhu Khandelwal	5,56,001
						Total	57,60,027

SPLIT / CONSOLIDATION

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

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

Our Company has not applied for an exemption from complying with any provisions of securities laws by SEBI, as on the date of this Draft Red Herring Prospectus.

SECTION III – RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, Investor should read this section together with Sections titled, “Our Business”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 149 and 246 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of Investor’s investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. Investors should not invest in this Offer unless they are prepared to accept the risk of losing all or part of Investor’s investment, and Investors should consult their tax, financial and legal advisors about the consequences to the Investor of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Consolidated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

- 1. Some risks may not be material individually but may be material when considered collectively.*
- 2. Some risks may have material impact qualitatively instead of quantitatively.*
- 3. Some risks may not be material at present but may have a material impact in the future.*

INTERNAL RISK FACTORS

- 1. *We are dependent upon third parties for the supply of substantially all of our products, with whom we do not have long-term contractual arrangements, though we maintain long-standing relationships with them. Any delay, failure or termination of contract on the part of such suppliers to deliver products may adversely affect our business, profitability, and reputation.***

We obtain substantially all of our products including our Bathroom, Kitchen and Wood Flooring products, from third-party suppliers, and some of these products are sourced from a limited number of suppliers, with whom we generally do not have long-term contracts. Orders for these products are placed on a requirement basis. Any delay or disruption in the supply of products, or termination of contract, from our suppliers could affect our ability to deliver on time to customers, leading to a potential loss in sales and reputation. In the event that any of our suppliers are unable to deliver or they fail to meet agreed timelines or quality standards, due to reasons such as regulatory issues, production delays, operational failures, or other issues like change in management or insolvency, this could result in increased costs, operational inefficiencies, and a delay or failure in fulfilling our customers' orders. Additionally, suppliers may prioritize competitors' orders in times of supply shortages, further complicating our ability to meet demand.

The details of contribution of top 5 and top 10 suppliers as a percentage of total purchase is given below:

(₹ in Lakhs)

Particulars	FY 2024-25		FY 2023-24		FY 2022-23	
	Purchases	% of total Purchases	Purchases	% of total Purchases	Purchases	% of total Purchases
Top-5 Suppliers	5,818.65	50.10%	4,957.94	48.49%	4,264.54	44.77%
Top-10 Suppliers	6,832.16	58.83%	6,102.69	59.68%	5,827.59	61.17%
Total Purchases	11,614.07	100.00%	10,225.40	100.00%	9,526.30	100.00%

Our top 5 suppliers for the Financial Years 2025, 2024 and 2023 accounted for 50.10%, 48.49% and 44.77% of our total purchases for respective years. Though there has been no such instance in the past, in case of any dispute arising with them, it may result in disruption of our supplies and in turn, affect our ability to deliver to our customers and our business operations.

However, while we have long-standing relationships with our suppliers, we do not typically enter into long-term contracts or fixed-price agreements with them. This absence of formal contractual arrangements exposes us to potential risks associated with price fluctuations, supply disruptions, and changes in the terms of supply. Without fixed-price agreements, we are vulnerable to sudden increases in the cost of products, driven by factors such as changes in raw material costs, transportation fees, tariffs, or fluctuations in foreign exchange rates. Such price hikes could significantly affect our profit margins, especially if we are unable to pass these additional costs onto our customers through price increases. Moreover, the lack of contractual guarantees leaves us exposed to the risk that suppliers may reduce or discontinue their supply to us for various reasons, including changes in their own business strategies, production constraints, or financial challenges. If we are unable to secure alternative suppliers in a timely or cost-effective manner, it could lead to inventory shortages, delays in fulfilling customer orders, and potential loss of market share. This disruption could undermine our reputation for reliability, potentially leading to customer dissatisfaction and loss of business.

In addition, external factors such as shifts in global supply chains, geopolitical events, trade restrictions, or changes in import/export regulations could further complicate our ability to maintain a consistent and cost-effective supply of products. Any disruption in the supply chain could have a cascading effect on our operations, leading to delays, increased procurement costs, and operational inefficiencies. While we have not faced significant supply disruptions in the past, we cannot guarantee that our relationships with suppliers will remain stable, or that we will be able to negotiate favorable terms with new suppliers or secure continued access to exclusive distribution rights for the products we distribute. If our suppliers decide to partner with other distributors or shift their focus to different markets, we could lose access to certain products, which could have a material impact on our ability to meet market demand and maintain sales volumes.

Failure to effectively manage these risks could materially affect our business operations, financial performance, and our ability to sustain our competitive advantage in the spirit and wine distribution market. Any such disruption could result in higher operational costs, inventory imbalances, or a loss of customer trust, all of which could harm our market position and long-term profitability. Therefore, our dependence on supplier relationships and the absence of formal contracts with them represents a significant risk that we must actively manage to avoid negative impacts on our business.

2. *We are dependent on the luxury real estate market, and any slowdown in this sector may adversely affect our business, profitability, and growth prospects.*

Our business is closely aligned with the growth and performance of the luxury real estate market in India, which significantly influences demand for our premium product offerings, including luxury bathroom fittings, kitchen solutions, floor and wall treatments, and lighting fixtures. While the luxury fittings market presents numerous growth opportunities driven by rapid urbanization, evolving lifestyle choices of affluent consumers, market trends and a rise in high-net-worth individuals, the sector remains sensitive to macroeconomic conditions and consumer sentiment.

According to industry studies, the Indian luxury real estate market has experienced annual growth of 10–15% in recent years, with high-end residential projects increasingly prioritizing technologically advanced and designer fittings. [Source: *Credence Report*]

However, any downturn or slowdown in this market, whether due to reduced investment in luxury housing, shifts in buyer preferences, or economic disruptions, could directly impact our sales and profitability. Furthermore, while there is increasing demand from Tier 2 and Tier 3 cities which is expected to account for 40% of the luxury housing market by 2025, our success depends on effectively tapping into these emerging markets. If these opportunities do not materialize as expected or if competition intensifies, our expansion and growth plans could be affected.

3. ***Our business remains heavily reliant on our two COCO stores, which continue to be our primary revenue drivers. Any disruption in the functioning of these channels, or any constraints in our ability to expand and strengthen them, could materially impact our sales, cash flows, and overall profitability.***

We are significantly dependent on our Company-Owned, Company-Operated (COCO) stores for a majority of our sales. Any interruption in the operations of these stores, or constraints in our ability to further scale these channels, could adversely affect our overall business performance, including revenue, cash flows, and profitability.

As of the date of this Draft Red Herring Prospectus (DRHP), over 50% of our business is generated from just two COCO stores. This contribution is high as compared to our Franchise-Owned, Company-Operated (FOCO) network, which currently comprises 9 stores. While our FOCO model allows for quicker expansion with lower capital outlay and reduced operating overheads, our current revenue stream is still predominantly driven by our COCO stores. These stores not only represent key customer catchment areas but also function as primary engagement points with architects and other stakeholders. As such, they play a vital role in sustaining brand visibility and market presence.

Going forward, we intend to expand through additional FOCO outlets to optimize capital efficiency and scale more rapidly. However, at present, the COCO stores remain our largest and most critical business drivers. Therefore, any disruption in their operations, whether due to external events or internal execution challenges, could have a direct and significant impact on our reputation and financial performance.

The revenue contribution from COCO and FOCO stores over the last three financial years is as follows:

(₹ in Lakh)

Stores	FY 2025		FY 2024		FY 2023	
	Revenue	%age of total Revenue	Revenue	%age of total Revenue	Revenue	%age of total Revenue
COCO Stores	10,820.08	54.20%	11,060.57	63.34%	10,720.24	65.85%
FOCO Stores	6,249.54	31.31%	5,191.03	29.73%	3,686.70	22.65%
Projects#	835.12	4.18%	104.52	0.60%	412.89	2.54%
Others*	2,058.51	10.31%	1,106.41	6.34%	1,460.06	8.97%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

Projects include high volume institutional buyers for various projects.

* Others includes direct billing from Head Office to various customers

The above data underscores the critical role our COCO stores continue to play in driving our revenues. Sustained performance and stability of these locations remain essential to our short to medium term growth trajectory.

We cannot assure you that current locations of stores operated by us will continue to be attractive or profitable as demographic patterns change, or as leases are renewed/extended on terms less favourable to us. Neighbourhood or economic conditions where our stores are located could decline in the future, thus resulting in reduced sales in those locations. Alternatively, neighbourhoods could continue to improve and escalate real estate prices, which may not be proportionate to the sales we are able to carry out. In the event real estate prices increase or if we are unable to renew lease agreements for our existing stores on terms favourable to us, such store locations may not be profitable for our business, and we may be compelled to reassess the feasibility of such stores. For example, in Financial Year 2025, we had replaced one FOCO store located in Surat as the Franchise was not performing as per expectation.

Further, our future revenue growth depends upon the successful operation of our store locations, the efficiency of our supply chain management systems and the successful management of our sales, marketing, and support and service teams in various states across India where our customers are located. The expansion of our business may require that we establish stores and manage businesses in widely disparate states with different statutory, legal and regulatory framework. In addition, we may be affected by various factors inherent in carrying out business operations in several states in India, such as coordinating and managing operations in several locations, including different political, economic and business conditions and labour laws and associated uncertainties, exposure to different legal standards and enforcement mechanisms and compliance with regulations; and difficulties in staffing and managing operations, including coordinating and interacting with our local representatives and business partners to fully understand the local business and regulatory requirements. Any of these factors, alone or in combination, could materially and adversely affect our business, results of operations and financial condition and prospects.

4. ***If quality control of imported luxury Bathroom, Kitchen and Wood Flooring products is not ensured, it may lead to increased costs, legal liabilities, customer dissatisfaction, and long-term damage to our brand reputation, ultimately impacting revenue.***

Maintaining stringent quality control is crucial to ensuring customer satisfaction and safeguarding our brand reputation. If our luxury Bathroom, Kitchen and Wood Flooring products fail to meet the expected quality standards, it may result in product returns in the normal course of business, customer complaints, and potential legal liabilities. Although no such event has occurred in the past, this risk is especially significant in the premium segment, where customers expect exceptional craftsmanship, durability, and performance. Any lapse in quality control could lead to customer dissatisfaction, erosion of trust in our brand, and reputational damage, ultimately impacting future sales and profitability.

While most of our suppliers hold various internationally recognized quality certifications, including ISO 9001 for quality management, ISO 14001 for environmental management, and ISO 45001 for occupational health and safety, we conduct thorough quality inspections on all products received at our warehouses before they are inwarded. Additionally, our contracts with major suppliers include replacement clauses for defective parts, which help mitigate certain quality-related risks. However, as we continue to expand and diversify our supplier base, we cannot guarantee that similar contractual protections will be available or enforceable in future agreements, potentially exposing us to quality risks that could affect our operations and reputation.

5. *Sourcing luxury Bathroom, Kitchen and Wood Flooring products from multiple international suppliers introduces complexity and risks, including varying regulations, quality discrepancies, and supplier challenges, which increased operational costs, potential for delays, and financial instability.*

Sourcing luxury Bathroom, Kitchen and Wood Flooring from multiple international suppliers introduces several operational complexities. Each sourcing country adheres to its own set of regulations, quality benchmarks, and certification standards, making it challenging to maintain consistency and uniformity across our product portfolio.

A major portion of our suppliers are based out of Italy (49%) and India (12%), while the remaining are in Spain, Thailand, China, Sweden etc.

In addition to regulatory differences, logistical and supplier-related issues also add layers of risk. These include language and cultural barriers, unpredictable lead times, inconsistent documentation practices, fluctuations in foreign exchange rates, and differences in commercial terms such as credit periods and payment cycles. Navigating these complexities increases not only the cost of procurement but also the risk of supply chain disruptions, which can in turn affect inventory planning and customer fulfilment timelines.

Over the past three Financial Years, we have worked with 95 suppliers of which 35 new suppliers have been onboarded, representing 36% of our total supplier base as on date. While we have not encountered any material supply disruptions or quality issues to date, the increasing diversification of our sourcing network inherently raises the potential for delays, cost overruns, and operational strain.

Given the international nature of our supply chain and its critical role in our product delivery, any sustained issues with supplier coordination, regulatory compliance, or logistics could adversely impact our operational efficiency, revenue growth, and overall profitability.

We rely heavily on international suppliers for luxury bathware, kitchenware products and wood flooring, with ₹ 7,439.89 lakh, ₹ 6,644.95 and ₹ 6,214.93 Lakhs representing 64.06%, 64.98% and 65.24% of our total Purchases coming from imports in FY 2025, 2024 and 2023 respectively. Logistical delays, whether due to customs clearance issues, transportation disruptions, or geopolitical factors, can have a significant impact on our ability to fulfil customer orders on time. These delays can lead to stock shortages, customer dissatisfaction, and lost sales opportunities. Additionally, the costs associated with managing logistical disruptions, such as expedited shipping or warehousing, can further strain our finances and erode profit margins. While no such instances have occurred in the past, which has materially impacted our financial position, there can be no assurance that there will not be such instances in the future.

6. *We derive a significant portion of our revenue from a limited number of product categories. Any adverse developments affecting demand, pricing, or supply in these categories may materially impact our revenue, profitability, and business operations.*

Our revenue is concentrated in a few key product segments, particularly luxury bathrooms and kitchenware. While these categories have historically performed well, this concentration exposes us to risks related to changes in consumer preferences, increased competition, pricing pressures, or supply chain disruptions specific to these product lines. A decline in demand or operational challenges affecting these core categories could adversely affect our financial performance.

The table below sets forth the revenue contribution from various product segments as a percentage of total revenue from operations during the periods indicated:

(₹ in Lakh)

	FY 2025		FY 2024		FY 2023	
Product Category	Revenue	%age of Total Revenue	Revenue	%age of Total Revenue	Revenue	%age of Total Revenue
Bathroom	14,767.58	73.97%	12,708.28	72.77%	11,721.31	72.00%
Kitchen	1,926.07	9.65%	1,818.01	10.41%	1,691.66	10.39%
Wood Floor	2,973.18	14.89%	2,536.61	14.53%	2,103.84	12.92%
Home ⁽¹⁾	18.77	0.09%	14.41	0.08%	38.26	0.23%
Hospitality ⁽²⁾	116.88	0.59%	215.37	1.23%	580.48	3.57%
Misc ⁽³⁾	160.76	0.81%	169.86	0.97%	144.34	0.89%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

(1) Home includes Home Décor Items like Clock, Frames, crockery, etc.

(2) Hospitality includes Carpets, Kettles Tea, Glassware items, Minibars, etc.

(3) Misc. includes Freight Charges, Installation Charges etc.

While we continue to explore expansion into adjacent product categories and broaden our portfolio to mitigate this concentration risk, there can be no assurance that such efforts will be successful. If we are unable to maintain or grow demand across our existing product lines or diversify effectively, our revenue generation and profitability may be adversely affected.

Furthermore, a shift in consumer demand toward alternative products, materials, or design trends not aligned with our current offerings could impact sales. If we are unable to respond swiftly with relevant product innovations or new launches, we may lose market share. While such adverse developments have not materially occurred in the past, any future occurrence could materially impact our financial condition and results of operations.

7. Certain suppliers may not have exclusive arrangements with us and may engage in direct sales in India, which could adversely affect our business, financial condition and results of operations.

We source a significant portion of our product portfolio from third-party international brands, including certain brands for which we have exclusive distribution arrangements in India. However, such exclusivity may not extend across all product categories or geographies, and may also be subject to time-bound agreements. In several cases, we may not have formal or permanent exclusivity, which creates the risk of suppliers engaging with other distributors or entering the Indian market directly.

However, these selling rights are subject to several risks that could potentially lead to modifications, renegotiations, or even termination of our exclusive rights. There is no assurance that these exclusivity arrangements will remain in place or unchanged over the long term. The terms of these agreements could be altered due to various factors, including shifts in market dynamics, evolving consumer preferences, changes in regulatory frameworks, or strategic decisions by our business partners, which may prioritize other regions or products. Additionally, our suppliers or international companies may decide to pursue other distribution channels, or enter into direct agreements with competitors, further complicating our position. Moreover, external factors such as increasing competition, both from new entrants and established players, could place additional pressure on the terms of our exclusive distribution rights. The introduction of new products, changes in the global economic environment, or fluctuations in foreign exchange rates could influence the decisions of our business partners, potentially affecting the continuation of our exclusive agreements. Additionally, evolving consumer preferences and new market trends may encourage our partners to explore different distributors or channels, which could lead to the reduction or loss of our exclusivity in key markets.

In the event of a modification, non-renewal, or termination of any of these agreements, our Company could lose exclusive access to important products, which would have a significant adverse impact on our sales, market share, and overall profitability. Such a loss of exclusivity could open the door for competitors to distribute the same products, leading to increased competition within our market segments. Furthermore, if our exclusive rights were granted to additional parties or if competitors gained access to the same products in the same markets, we could face challenges in differentiating our offerings and maintaining our competitive advantage. However, we have not face termination of exclusivity from our supplier in the last three fiscal years.

Any change in the status of these exclusivity agreements could result in a material adverse effect on our business operations, financial results, and our ability to sustain our competitive edge in the highly competitive market. Such changes could impact

our brand positioning, customer loyalty, and long-term profitability, ultimately jeopardizing our market leadership and growth prospects.

- 8. *If we are unable to effectively manage or expand our retail network and operations or pursue our growth strategy, our new stores as well as our existing stores may not achieve our expected level of profitability which may adversely affect our business prospects, financial condition and results of operations.***

As of the date of this Draft Red Herring Prospectus, we operate 11 stores across 8 States and 1 Union Territory in India, comprising 2 COCO (Company-Owned, Company-Operated) and 9 FOCO (Franchise-Owned, Company-Operated) stores, spread across 11 cities.

However, our ability to manage and grow these stores successfully depends on several factors. These include the efficiency of our supply chain management, the effective operation of our sales and support teams, and the challenges associated with expanding into diverse states with varying legal, regulatory, and business conditions. We may face difficulties in navigating different statutory frameworks, labor laws, and business environments across states, which could complicate our operations and increase uncertainty.

Operating in multiple states presents significant complexities, such as coordinating operations across various political, economic, and business environments. This, along with the need to comply with diverse legal standards and labor laws, could adversely impact our ability to effectively manage our business.

We cannot guarantee that our store locations will remain profitable in the long term. Changes in local economic conditions or demographic patterns could negatively affect the sales potential of certain locations. Additionally, as we approach lease renewals, we may face less favorable terms, and rising real estate prices which might not align with our sales expectations. If real estate costs rise disproportionately, or if we cannot secure favorable lease terms, some locations may become unprofitable, requiring us to reconsider their viability. Any of these factors, individually or collectively, may have a material negative effect on our financial performance and future prospects.

- 9. *We face financial and operational risks from fluctuating customs duties, hidden import costs, and complex regulatory requirements, which may adversely impact our profit margins, pricing strategies, and overall financial performance.***

As an importer and distributor of luxury Bathroom, Kitchen, and Wood Flooring products, fluctuations in customs duties and tariffs represent a significant financial risk. Changes in these duties can unpredictably alter the cost structure of our imported products. These variations are often influenced by government policies, trade agreements, and global economic conditions, making it difficult to forecast product costs with certainty. If we are unable to pass on these increased costs to our customers, our profit margins may be compressed, and our pricing strategies could be disrupted, leading to reduced profitability.

In addition, importing these products involves various hidden costs such as shipping, packaging, taxes, transportation, etc. These costs can quickly accumulate and result in significant cost overruns, further reducing our profit margins and making it challenging to maintain competitive pricing. Fluctuations in shipping rates, increases in fuel prices, and changes in local tax structures can further aggravate this issue.

The regulatory environment governing imports of luxury bathware, kitchenware, and homeware products is complex and subject to frequent changes. To comply with relevant import regulations, we must ensure that all necessary certifications, licenses, and documentation are obtained for each product category. Any failure to meet these regulatory requirements, or delays in obtaining approvals, could result in penalties, product seizures, or shipment delays. These issues can disrupt our operations and cause stock shortages, preventing us from fulfilling customer orders and adversely impacting our revenues.

While we have not experienced any material impact from these factors to date, any failure on our part to accurately estimate and manage these costs or comply with regulatory requirements in the future may lead to financial strain, reduced revenues, and challenges in maintaining profitability in a highly competitive market.

- 10. *Managing franchisee relationships presents risks, such as inconsistent quality, poor customer experiences, and operational disruptions, which can harm our brand's reputation, customer loyalty, and financial stability, requiring strong agreements and consistent monitoring to ensure uniformity across all locations. Disagreements or conflicts with our franchisees could result in legal costs, operational disruptions, and damage to our brand image.***

We have a total of 9 Franchise Owned Company Operated stores at present located at Bangalore, Pune, Chennai, Ahmedabad, Hyderabad, Coimbatore, Indore, Kolkata and Lucknow A significant portion of our Revenue (aggregating to ₹

6249.54 lakhs (31.31%), ₹ 5191.03 lakhs (29.73%) and ₹ 3,686.70 lakhs (22.65%) of our total Revenue in FY 2025, 2024 and 2023 respectively) for the last three years has been realised through our franchisees. We have agreements in place with all our franchisees, details of which are provided at page no. 149 in the chapter titled “Our Business”.

Even with firm contracts with the franchisees, managing franchisee relationships presents several risks, particularly in ensuring consistent quality and customer experience across all locations. Our franchisees may not always adhere to our brand standards or may mismanage their operations, which can lead to poor customer experiences and harm our brand’s reputation. Since we have limited control over the day-to-day operations of franchise stores, inconsistencies in service could negatively affect customer loyalty and brand image. Additionally, financial instability among franchisees or non-performance by the franchisee(s) could lead to store closures, or operational disruptions. Non-compliance with franchise laws in various regions may also result in legal disputes, reputational damage, and costly legal interventions. Clear communication and consistent monitoring are essential to mitigate these risks and ensure a uniform customer experience across all franchise locations. For example, in Financial Year 2025, we had replaced one FOCO store located in Surat as the Franchise was not performing as per expectation.

Disagreements or conflicts with our franchisees may arise, leading to legal costs, operational disruptions, and damage to our brand image. These disputes may involve issues such as royalty payments, advertising fees, or operational discrepancies. Legal challenges can be time-consuming and costly, diverting our focus from growth opportunities. To avoid such disruptions, we need to carefully manage our franchise relationships and ensure that any potential conflicts are addressed promptly and effectively. Although no such instance has happened in the past three financial years, it cannot be assured whether the same will happen in future or not.

11. We generate our major portion of revenue from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

We generate more than 50% of our revenue from our customers situated in two States namely, Delhi and Maharashtra. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions and countries which may adversely affect our business prospects, financial conditions and results of operations.

The table sets forth below the revenue earned by our Company by offering services in various states as a percentage of our revenue from operations during the period indicated:

(₹ in Lakh, except percentages)

Stores	FY 2024-25		FY 2023-24		FY 2022-23	
	Revenue	%age of total Revenue	Revenue	%age of total Revenue	Revenue	%age of total Revenue
Delhi	6,815.69	34.14%	6,429.55	36.82%	5,982.33	36.75%
Mumbai	4,004.39	20.06%	4,631.02	26.52%	4,737.91	29.10%
Pune	880.59	4.41%	792.59	4.54%	599.88	3.68%
Bangalore	1,977.54	9.91%	2,270.79	13.00%	1,544.69	9.49%
Chennai	754.81	3.78%	483.87	2.77%	365.54	2.25%
Surat*	305.77	1.53%	435.35	2.49%	444.69	2.73%
Hyderabad	1,016.97	5.09%	442.63	2.53%	255.10	1.57%
Coimbatore	342.80	1.72%	237.39	1.36%	304.60	1.87%
Indore	70.81	0.35%	43.32	0.25%	68.76	0.42%
Ahmedabad	697.49	3.49%	369.86	2.12%	82.44	0.51%
Lucknow	202.77	1.02%	115.23	0.66%	21.00	0.13%
Head Office (Delhi)	2,893.62	14.49%	1,210.93	6.93%	1,872.94	11.50%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

* The Surat store was replaced on March 11, 2025.

**as a percentage of revenue of Sale of products from Restated Consolidated Financial Statements

***Kolkata store was opened on April 30, 2025, therefore, sales from Kolkata are not shown in the above table.

While we strive to geographically diversify our product portfolio and reduce our concentration risk, we cannot assure that adverse developments associated with the particular regions will not impact on our business. If we are unable to mitigate the

concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

Further, any significant interruption to our operations directly or indirectly as a result of any severe weather or other natural disasters in these particular regions could materially and severely affect our business, financial condition and results of operations. While no such instance has happened in the past, in future in case of such an occurrence, we may have to completely halt our operations in these areas which may severely impact our business operations. Any such disruption for any reason could result in significant increase of costs and delays in execution of orders.

While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other geographies going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance. While such instances have not materially occurred in the past, however future occurrence of any such instances could impact our earnings, financial condition and results of operation.

12. *Any defect or quality issue in products sold under our in-house brands may adversely impact our reputation, customer trust, and financial performance.*

Our in-house brands, including Details B.E. and Wood & Boundless, are designed and developed by our Company based on customer preferences and market demand. However, these products are manufactured by third-party vendors (OEMs). As we do not own or directly control the manufacturing facilities, we are exposed to risks related to product quality, manufacturing defects, and design failures.

Any inconsistency in the quality, durability, or performance of products under our in-house brands could result in product complaints, returns, customer dissatisfaction, or reputational harm. A failure to meet such expectations may erode trust in our proprietary brands and impact customer loyalty. While we undertake due diligence in selecting manufacturing partners and monitor product quality, we may not always be able to prevent or address defects in a timely manner. Moreover, contractual remedies such as replacements or quality commitments may vary by supplier and may not always be enforceable. As we continue to grow our private label portfolio, any lapse in quality assurance could adversely affect our business operations, reputation, and future revenue.

13. *Given the long lead times associated with luxury products, effective inventory management is crucial to avoid overstocking or stockouts.*

Our ultra-luxury bathroom products cater to a niche market of high-net-worth individuals, luxury homeowners, premium developers, architects, and large-scale villa or luxury apartment projects. Due to the highly customized nature of our offerings and international logistics, typical lead times for these products are around three months. These extended lead times, while necessary to ensure quality and customization, create significant risks in our inventory management.

The inventory turnover ratio and the inventory days of our Company for the last three financial years is –

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Inventory turnover ratio	4.48	4.22	4.10
Inventory days	145	152	154

Given the long lead times associated with luxury products, managing our inventory effectively is crucial to avoid the risks of both overstocking and stockouts. Overstocking ties up capital in inventory and increases holding costs, while stockouts can lead to lost sales opportunities, customer dissatisfaction, and reputational damage. In the luxury market, where customers expect exclusivity and timely availability, these risks could result in customers turning to competitors, severely impacting our sales and profitability.

To mitigate these risks, our company employs a technology-driven inventory management system, integrating an ERP-based stock tracking system to monitor inventory levels, optimize stock rotation, and minimize lead times. Fast-moving concealed parts are typically kept in stock to ensure seamless order fulfillment, while exposed parts are procured based on demand to prevent overstocking. Our centralized warehousing network facilitates efficient distribution, reducing delays and ensuring timely order processing.

However, despite these mitigation efforts, we are still exposed to significant risks. Disruptions in production, delays in international logistics, or any inaccuracies in demand forecasting could result in stock imbalances, further impacting our ability to meet customer demand. Even with real-time inventory insights and supplier coordination, any failure in managing

these long lead times effectively could lead to operational inefficiencies, financial strain, and a negative impact on customer satisfaction and profitability.

14. *A significant portion of our orders resulting into sales is generated through architects, and any adverse change in this channel could materially impact our revenues and business performance.*

We derive a substantial proportion of our orders resulting into sales is through architects. In the last three Financial Years, i.e. FY 2024-25, FY 2023-24, and FY 2022-23, we have done business with 437, 419 and 406 unique architects. and approximately 82.88%, 79.88%, and 76.59%, respectively, of orders at our COCO stores in Delhi and Mumbai were routed through architects. Any adverse development such as changes in architect preferences, relationships shifting to competing brands, project delays, or reduced activity in the luxury real estate and interior design segments could significantly impact order volumes. Additionally, if we are unable to maintain strong relationships with the architect and design community or fail to stay relevant in terms of product innovation, support services, or pricing, we may lose visibility in key high-value projects. This could materially affect our business, revenues, and growth trajectory.

15. *The competitive market for luxury Bathroom, Kitchen and Wood flooring products presents challenges for imported products, as we face competition from both local competitors and international brands which can limit our market share and impact profitability.*

The market for luxury Bathroom, Kitchen and Wood flooring products is highly competitive, and local competitors with established customer loyalty and lower prices may pose a significant challenge for our imported products. Local alternatives that are more familiar to consumers may limit the demand for imported products, even if our offerings are of superior quality. To maintain market share, we must differentiate our products through superior craftsmanship, innovative designs, and exceptional customer service. Failure to do so could result in reduced demand, making it difficult to achieve sustainable revenue growth and profitability.

In addition, international brands, including private labels and more affordable options, pose a threat to our brand's market positioning. Failure to differentiate our products through superior craftsmanship, innovative designs, and exceptional customer service could lead to reduced demand, making it difficult to maintain sustainable revenue growth and profitability. Luxury consumers are particularly drawn to exclusivity and prestige, and if competitors offer similar products at lower prices or with more attractive features, it could erode our brand's premium reputation, further impacting profitability.

16. *Expanding into the premium luxury segment with new retail stores and online platform presents new challenges, requiring us to adapt our product offerings, pricing strategies, and marketing efforts to appeal to a broader audience. We may also dilute our brand's perceived status for our high-end customers.*

As we expand into the premium luxury segment through new retail stores under BathDetails platform, there is a risk that we may dilute the perception of our brand among our ultra-luxury customers. Ultra-luxury consumers highly value exclusivity, and moving into the premium luxury market could undermine our brand's positioning, making it less appealing to affluent buyers. This expansion introduces new challenges, requiring us to adapt our product offerings, pricing strategies, and marketing efforts to appeal to a broader audience while carefully maintaining our core identity.

If we fail to strike the right balance, we risk losing our position as an ultra-luxury brand, which could damage our reputation and ultimately impact our revenue generation. As we move forward with this strategy, we plan to establish BathDetails as a distinct platform for our premium luxury offerings, ensuring that the brand identities of both segments remain clear and well-differentiated. Successfully navigating this transition will require careful planning and execution to preserve our ultra-luxury heritage while competing in a more competitive premium luxury market environment.

17. *A cybersecurity breach could severely damage our reputation, weaken customer trust, and result in financial and legal consequences*

Our IT systems may be subject to disruptions, failures or infiltrations arising from events that are wholly or partially beyond our control (including, for example, damage or incapacitation by human error, natural disasters, electrical or telecommunication outages, sabotage, data breach, cyberattack computer viruses, hacking, cyber-attacks or similar events, or loss of support services from third parties such as internet backbone providers), for which we may be held liable. In the event we experience interruptions or infiltrations of our IT systems, this may give rise to deterioration in customer service and to loss or liability to us, damaging our reputation and undermining customer confidence. In addition to the financial impact of legal consequences, the loss of trust could lead to loss of contracts with existing customers and hinder our ability to attract new clients. We have not taken a business interruption insurance policy.

In addition, an infiltration of our IT systems may compromise information stored on our systems and may result in significant data losses or theft of our business or our customer's business or personally identifiable information, which could result in other negative consequences, including liabilities, remediation costs, disruption of internal operations, increased cybersecurity protection costs, damage to our reputation and loss of customer confidence, any of which could materially and adversely affect our business, financial condition and results of operations.

The potential fallout from such a cybersecurity incident highlights the critical need for robust security measures. Failure to implement adequate safeguards, conduct regular vulnerability assessments, and ensure compliance with security standards may expose our Company to significant operational and reputational risks. Without a proactive approach to cybersecurity, we risk financial loss and long-term damage to our brand's credibility.

Though our Company has not faced any such instances in the past which have led to any material adverse effect on our business there is no assurance that we will not face such instances in the future.

18. *We may not be able to obtain or adequately protect our intellectual property, including trademarks, which may adversely affect our business operations and competitive position.*

Our Company's brand value and competitive strength are significantly linked to the protection of our intellectual property ("IP"), particularly our trademarks. As of the date of this Draft Red Herring Prospectus, our Company has registered 12 trademarks in its name including 2 trademarks with the Italian Trade Mark Office. Additionally, we have applied for 66 trademarks in India and all of which are currently at various stages of processing and registration. There can be no assurance that the pending applications will be granted, or that, once registered, such trademarks will not be challenged or invalidated by third parties.

Moreover, there is a risk that we may inadvertently infringe upon the intellectual property rights of third parties, which may result in litigation, injunctions, monetary penalties, and other legal consequences. Such proceedings could be costly, divert management attention, and negatively impact our operations, financial condition, and reputation.

While we have taken steps to secure our intellectual property, there is no guarantee that these measures will be sufficient or enforceable in all instances or jurisdictions. Any failure to effectively obtain, maintain, or protect our intellectual property rights could materially and adversely affect our business prospects and financial performance. For details of Trade Marks already registered and trademarks applied for please refer to the Chapter 'Government and Other Approvals' on Page No. 271.

19. *Our top ten customers contribute the majority of our revenues from operations. Any loss of business from one or more of them may adversely affect our revenues and profitability.*

Our top ten customers have contributed 36.34%, 33.22% and 25.75% of our revenues for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 based on Restated Consolidated Financial Statements.

(₹ in Lakhs)

Particulars	FY 2024-25		FY 2023-24		FY 2022-23	
	Revenue	% of total Revenue	Revenue	% of total Revenue	Revenue	% of total Revenue
Top-5 Customers	5,296.08	26.53%	4,404.11	25.22%	3,273.34	20.11%
Top-10 Customers	7,254.76	36.34%	5,800.85	33.22%	4,192.61	25.75%
Total Revenue	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

However, our top customers may vary from period to period depending on the demand and thus the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business. Since our business is concentrated among relatively few significant customers/ Franchisees, we could experience a reduction in our revenue, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification.

While we believe we have maintained good and long-term relationships with our customers/ Franchisees, there can be no assurance that we will continue to have such long-term relationships with them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

20. *The properties used by our Company for the purpose of our operations are not owned by us. Any termination of the relevant lease agreement in connection with such property or our failure to renew/ register the same could adversely affect our operations.*

Our business operations are conducted from leased premises (including our registered office and COCO stores) we may continue to enter into such lease deeds/agreements in the future. Renewals of such leases may lead to higher costs due to rent escalations. Any termination of the lease or failure to renew the lease agreement on favorable terms, either in a timely manner or at all, could adversely impact our operations.

Our registered office, which also serves as our corporate office, is located at Okhla Industrial Area, new Delhi and is not owned by us. We lease this property from our Promoter, Nirmal Khandelwal, under a Lease Deed dated June 10, 2025, for a term of 15 years with effect from April 01, 2025. Further, our Delhi COCO store at Sultanpur and our Mumbai COCO store are also on lease from third parties.

For further details regarding the properties leased by us, please refer to the section titled “Our Properties” in the “*Our Business*” chapter, beginning on page 149 of this Draft Red Herring Prospectus.

21. *Slow-Moving and Display Inventory May Be Sold at Discounted Prices, Adversely Impacting Margins*

We may, from time to time, carry slow-moving or display inventory that does not sell within expected timeframes due to changes in consumer preferences, seasonality, overstocking, or other market dynamics. In such cases, we may be required to offer significant discounts or promotional pricing to clear such inventory. Additionally, display inventory that is used for showcasing products in physical or promotional settings may experience wear and tear, further reducing its resale value.

The need to discount or liquidate such inventory can adversely affect our gross margins and overall profitability. Moreover, if we are unable to efficiently manage inventory levels or accurately forecast demand, we may face increased holding costs, obsolescence risks, and working capital pressures. Persistent or widespread issues with slow-moving or display inventory could materially impact our financial performance and operational efficiency.

22. *In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.*

We are governed by various laws and regulations for our business and operations. We are required and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions. Further we will need to apply for renewal of other approvals, licenses, registrations and permits which expire. Though we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities there can be no assurance that the relevant authority will continue to issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

Further, our Franchisees may not be compliant with the regulatory requirements or they may not have obtained all the necessary approvals and licenses required to operate their stores. Their failure to adhere to the compliances or obtaining any requisite approvals may result in some regulatory action against them, which in turn will adversely affect our revenues through such franchisee stores.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalties. For further details regarding the material approvals, licenses, registrations and permits, see “*Government and Other Approvals*” on page no. 271 of this Draft Red Herring Prospectus.

Though there has been no suspension or revocation of our licenses and approvals in the past, we cannot assure that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in future, in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us may affect our business and results of operations.

23. We have certain outstanding litigation against our Company, Directors and Promoters an adverse outcome of which may adversely affect our business, reputation and results of operations.

A summary of outstanding matters set out below includes details of civil proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoters and Group Entity/ Company, as at the date of this Draft Red Herring Prospectus.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	1	Nil	Nil	Nil	Nil	56.39
Against the Company	6	6	Nil	Nil	Nil	336.76
Promoters including those who are also directors						
By Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter/Director	Nil	3	Nil	Nil	02	7.57
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	2	Nil	Nil	Nil	Unascertainable*
SMPs and KMPs						
By KMPs and SMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against KMPs and SMPs	Nil	03	Nil	Nil	Nil	1.27

*The cases pertain to Section 8 of the Black Money (Undisclosed Foreign Income and Assets) and Imposition of Tax Act, 2015 and appeal against the penalty proceedings, which are still pending and so the amount involved cannot be crystallised.

One of our Independent Directors, Ms. Neela Kothari, had received summons dated February 28, 2023 under the Black Money (Undisclosed Foreign Income and Assets) and Imposition of Tax Act, 2015 ("BMA") in relation to certain shareholdings in an overseas company.

Reply dated March 4, 2023 has been filed by her wherein she has alleged that these investments were made much earlier by her parents from declared Indian income and were subsequently transferred to her sister. Further, appeals filed by her and her relatives had been disposed in their favour. Therefore, no fresh assessment proceedings can be initiated against her, as the matter had become time barred under section 11 of the BMA.

Further, vide order dated April 29, 2025, second appeals filed by her relatives and the Revenue Department have been disposed by ITAT. Though the appeal by Neela Kothari is still sub-judice before the Hon'ble ITAT she may be also able to get a favourable order in her appeal. While we believe this does not pose any material risk to the Company, any adverse media or legal consequences could impact our brand or reputation.

Notes:

The amounts claimed in these proceedings have been disclosed to the extent. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

24. There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements as well as discrepancies in the forms submitted to the Registrar of Companies (ROC) in accordance with the Companies Act, 2013.

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by ROC. The details of such forms have been provided below:

S. No.	Name of the Form/ Return	Date of Event	Due Date of filing	Actual Date of Filing	Late Fee/ Penalty paid
1	Form 23AC	31-03-2006	30-10-2006	04-11-2006	300
2	Form 23AC-23ACA	31-03-2007	30-10-2007	27-11-2007	300
3	Form 23AC-23ACA	31-03-2009	30-10-2009	19-11-2009	500
4	Form 23AC-23ACA	31-03-2010	30-10-2010	19-11-2010	500
5	Form 23AC-23ACA	31-03-2012	30-10-2012	14-02-2013	4,500
6	Form 8	06-08-2012		06-09-2012	1,000
7	Form 8	06-08-2012		06-09-2012	1,000
8	Form 5	30-03-2013		25-07-2013	33,355
9	Form 23AC-23ACA	31-03-2013	30-10-2013	16-11-2013	2,000
10	Form 32	01-04-2013	01-05-2013	31-05-2013	1,000
11	Form 32	01-02-2014	03-03-2014	12-03-2014	1,000
12	Form PAS-3			21-08-2013	3,000
13	Form PAS-3			25-03-2014	4,500
14	Form 20-B	31-03-2014	29-11-2014	30-12-2014	2,400
15	Form 23AC XBRL	31-03-2014		22-01-2015	6,000
16	Form ADT-1			24-02-2014	3,600
17	Form MGT-14			23-07-2014	2,400
18	Form MGT-14	31-03-2014	30-04-2014	17-11-2014	7,200
19	Form MGT-14			17-11-2014	2,400
20	Form MGT-14			06-01-2015	1,200
21	Form MGT-14			26-11-2014	6,000
22	Form PAS-3			27-11-2014	6,000
23	Form DPT-4			24-12-2014	6,000
24	Form DIR-12			26-06-2015	2,400
25	Form MGT-7	31-03-2016	29-11-2016	05-12-2016	1,200
26	Form AOC-4 XBRL	31-03-2016	30-10-2016	23-07-2017	6,000
27	Form MGT-7	31-03-2017	29-11-2017	29-11-2017	1,200
28	Form AOC-4 XBRL	31-03-2017	30-10-2017	28-02-2018	6,000
29	Form CHG-1			31-12-2018	1,200
30	Form AOC-4 XBRL	31-03-2019	30-10-2019	02-12-2019	3,400
31	Form CHG-4			22-08-2019	1,200
32	Form CHG-1			18-05-2020	3,932
33	Form DPT-3			23-12-2019	6,000
34	Form DPT-3	31-03-2019	30-06-2019	23-12-2019	6,000
35	Form MGT-14			14-04-2025	7,200
36	Form MGT-7	31-03-2020	29-11-2020	17-02-2021	500
37	Form AOC-4 XBRL	31-03-2020	30-10-2020	15-01-2021	300
38	Form DIR-12	17-11-2020		15-01-2021	1,200
39	Form MGT-7	31-03-2022	29-11-2022	01-12-2022	200
40	Form MGT-14			21-03-2023	1,200
41	Form MGT-14			21-03-2023	1,200
42	Form CHG-1			27-03-2024	3,600
43	Form CHG-4			04-11-2024	1,200
44	Form CHG-4			04-11-2024	1,200
45	Form INC-27			03-04-2025	1,200
46	Form ADT-1			23-05-2025	1,200
47	Form PAS-6			31-05-2025	1,200

Also, there have been certain discrepancies in relation to statutory filings required to be made by us with the RoC under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act, 2013 and Companies Act 1956. The details of such discrepancies are provided below:

Sr. No.	Particulars
1	In certain Form MGT-14 filings, the type of resolution has been incorrectly stated i.e. Ordinary Resolution instead of the requisite majority by Board. For reference, note below: (a) Form MGT-14 filed for Disclosure of Directors Interest 184(1) for 31.03.2014 (FY 14-15) (b) Form MGT-14 filed for approval of Form DPT-4 (FY 14-15)
2	Some of the Form MGT-7 submissions are either incomplete or contain clerical errors, with certain required details missing. For reference, note below: (a) Form MGT-7 filed for FY ended 31.03.2015, remuneration of CS not mentioned (b) Form MGT-7 filed for FY ended 31.03.2017, net worth wrongly mentioned (c) Form MGT-7 filed for FY ended 31.03.2020 there is a discrepancy between the AGM date mentioned in the form and the date recorded in the minutes of the meeting
3	Inconsistencies have been noted between the resolution numbers cited in some of the e-forms and those documented in the minutes
4	Some transfer forms are not adequately executed

The Company assures that it shall take its regulatory obligations seriously, and shall be committed to full compliance with all applicable laws, rules and regulations. The errors in filings in the past were unintentional and due to lack of professional advice in the past, which are regretted deeply. Moving forward, the Company shall be implementing the following additional measures: (1) Training and Development: The Company shall ensure that the Company Secretary undergoes training programs conducted by their parent institute ("ICSI") on routine basis to ensure thorough understanding and execution of regulatory requirements; (2) Periodic Audits: The Company shall be conducting regular internal audits of its regulatory filings to ensure that all the compliances are being met accurately and in a timely manner.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or clerical errors in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

25. *We rely on third-party service providers for warehousing operations in Mumbai and Delhi, and any disruption, inefficiency, or service lapse at these facilities may adversely impact our supply chain, operations, and financial performance.*

We have engaged third-party vendors to manage our warehouse facilities located in Mumbai and Delhi. These service providers are responsible for inventory handling, storage, and dispatch operations at their respective locations. As these facilities are operated independently without our direct daily supervision, we are exposed to risks such as inventory mismanagement, service delays, and operational inefficiencies. Any lapse in fulfilling service obligations, such as delays in inwarding or dispatch, improper handling of goods, or non-compliance with contractual standards, could disrupt our supply chain, delay customer deliveries, and result in loss of revenue and goodwill.

Further, under the warehousing agreements, the vendor is also responsible for activities including reporting, shrinkage control, and order processing, with specific service level benchmarks. Any breach of these obligations, logistical failure, labour disruption, or inability to transition operations in a timely manner could impair our ability to meet project deadlines and uphold service quality. Such events may have a material adverse effect on our business operations, customer relationships, and financial condition.

26. *Our ability to attract, train and retain executives and other qualified employees is critical to our business, results of operations and future growth.*

Our business and future growth is substantially dependent on the continued services and performance of our key executives with experience in our industry. In particular, our promoters Abhinav Khandelwal, Nirmal Khandelwal and Madhu Khandelwal, Key Managerial Personnel and our Senior Management Personnel are critical to the overall management of our Company. Their inputs and experience are also valuable for our business, our work culture and the strategic direction taken by our Company. Further, our business depends upon them for its successful execution. We cannot assure that we will be able to retain these employees or find equally qualified and experienced replacements in a timely manner, or at all.

Further, we depend on the management skills, guidance and industry contacts of our Key Managerial Personnel and our Senior Management Personnel for our current operations, development of business strategy and for monitoring its successful implementation and meeting future challenges. We may require a long period of time to hire and train replaced personnel when skilled personnel terminate their employment with our Company. Our ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees. We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting Key Managerial Personnel and Senior Management Personnel that our business requires. If we do not succeed in attracting well-qualified employees or retaining or motivating existing employees, our business and prospects for growth could be adversely affected.

The table below sets forth our employee attrition rate (calculated as total employees who left the organization in the relevant period divided by average number of employees (average of opening and closing headcounts of employees for the relevant year) during Financial Years 2025, 2024 and 2023:

Particulars	Financial Years		
	2024-25	2023-24	2022-23
Employee attrition rate (%)	12.20%	18.78%	26.41%

While our employee attrition rate has shown a consistent decline over the last three Financial Years, any reversal of this trend in the future due to industry competition, macroeconomic changes, or internal organisational factors could adversely impact our operational efficiency, talent retention and growth strategy.

Year-on-year employee numbers are provided below:

Particulars	Financial years		
	2024-25	2023-24	2022-23
Number at beginning of FY	219	207	202
Addition:	84	52	59
Resignation:	30	40	54
Number at closing of FY	273	219	207

Our inability to hire, train and retain a sufficient number of qualified employees could impair the success of our operations. This could have an adverse effect on our business, financial conditions, cash flows and results of operations. Our success also depends, in part, on key customer and supplier relationships forged by our senior management. If we were to lose these members of the senior management, we cannot assure that we will be able to continue to maintain these relationships or renew them, which could adversely affect our business, financial condition, results of operations and cash flows.

27. *One of our Group Company and one Associate Company operate in similar or related lines of business, which may result in potential conflicts, overlap in offerings, or stakeholder confusion.*

Our Group Company, Gessi India Private Limited and Associate Company, F&R Kitchens and Wardrobes Private Limited, are engaged in businesses that are similar or related to our own, particularly in the areas of luxury bathrooms, kitchens, and wardrobes. While these entities are separate legal and operational entities, they cater to overlapping product categories and customer segments, and may follow comparable market positioning or sales strategies. This alignment could give rise to actual or perceived conflicts of interest, competition, or confusion among customers, suppliers, and other stakeholders.

Additionally, the presence of common promoters and management across these companies may further amplify such perceptions, potentially affecting our brand identity, client relationships, and strategic positioning. Although we operate independently with distinct branding, product curation, and business models, we acknowledge the importance of maintaining clear market differentiation. The table below outlines the key distinctions between our offerings and those of the above-mentioned Group Companies.

Particulars	Our Company	Gessi India Private Limited	F&R Kitchens and Wardrobes Private Limited
		(Group Company)	(Associate Company)
Business Focus	Import, curation, and retail of ultra-luxury and premium home solutions in three categories, Bathrooms, Kitchens and Wood Flooring	Wholesale trade of bathroom and sanitary fittings	Design-led modular kitchens and wardrobes through local manufacturing

Product Type	Multi branded Imported high-end bathrooms, kitchens, and wood flooring	Single brand Bathroom fittings and accessories	Locally made modular kitchens and wardrobes
Target Customer	HNIs, luxury homeowners, and architects	Dealers and project business	Mid segment Homeowners
Key Differentiator	Multiple tie-ups, imported Ultra Luxury brands, Premium private labels	Focuses on single brand wholesale trade, not curated experience.	Locally sourced, affordability-focused kitchen and wardrobe solutions

28. Losses in Group Companies may adversely impact our business and reputation

Our Group Companies, Gessi India Private Limited and FCML Surfaces Private Limited, have incurred losses during the Financial Year 2023-24. The summary of the financial performance of these Group Companies for FY 2024 is as follows:

(₹ in Lakh)				
Name of the Company	Financial Year	Revenue from Operations	Profit / (Loss) Before Tax	Net Profit/(Loss)
Gessi India Private Limited	2023-24	789.25	(133.06)	(99.19)
FCML Surfaces Private Limited	2023-24	1453.04	(12.82)	(25.82)
M&R Furnishings Private Limited	2023-24	3236.96	489.56	403.02

- Gessi India Private Limited: Reported a net loss of ₹ 133.06 Lakh in FY 2024.
- FCML Surfaces Private Limited: Reported a net loss of ₹ 12.82 Lakh in FY 2024.

These losses may indicate operational or financial inefficiencies in those entities. While our Company operates as a separate legal and financial entity, adverse financial performance of our Group Companies could have the following potential implications:

- Negative perception or reputational impact on the Group as a whole, which may influence the confidence of our customers, suppliers, investors, or other stakeholders;
- Possible diversion of managerial attention or group-level strategic resources to support loss-making entities;
- Any contingent liabilities or cross-company dependencies, if present, may impose indirect financial risks on our Company.

Although our Company is not directly liable for the obligations of these Group Companies, any continuing financial underperformance of Group entities could indirectly affect our Company's business, operations, or prospects. Investors should carefully consider the financial condition and performance of our Group Companies when evaluating our Company and this Offer.

29. If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.

We have experienced sustainable growth in recent years and expect our businesses to continue to grow significantly. Our future growth is subject to risks arising from a rapid increase in volume, and inability to retain and recruit skilled staff. We may not grow at a rate comparable to our growth rate in the past, either in terms of income or profit.

Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- maintaining high levels of quality control and customer satisfaction;
- recruiting, training and retaining sufficient skilled management and technical personnel;
- operational, communications, internal control and other internal systems;
- making accurate assessments of the resources;
- adhering to the standards of health, safety and environment and quality and process execution to meet customers' expectations;
- ensuring compliance with legal and contractual obligations;
- Managing relationships with customers, suppliers and lenders.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced. Our business, prospects, financial condition and results of operations may be adversely affected.

30. *The orders placed by our customers may be delayed, modified or cancelled, which may have an adverse impact on our business, results of operations and cash flows*

While we take substantial advances for each order placed by the customer, we cannot guarantee that the income anticipated while order placed by our customers will be realized on time, or at all. Any cancellations or scope adjustments, which may occur from time to time, could reduce the amount of our income and profits that we ultimately earn from the order. Any delay, cancellation or payment default could have a material adverse effect on our business, results of operations and cash flows.

31. *We have certain amount of outstanding debts, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.*

As at June 25, 2025, we had outstanding total secured and unsecured borrowings – a) long term secured borrowings of Rs. 327.97 lakhs; b) short term secured borrowings with a positive balance of Rs. 7.24 Lakhs and c) Unsecured borrowing of Rs. 4.31 lakhs. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due.

A portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;

- Our borrowing cost and the existence of encumbrances on a significant portion of our immovable properties may constrain the free usage of the said properties. In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business at such locations may be restricted;
- In the event we default in repayment of the loans / facilities availed by us and any interest thereof, charges against our properties may be enforced by the lenders;
- Fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest;

The termination of, or declaration or enforcement of default under any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an effect on our business, results of operations and prospects. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future.

For further details of our loans, please refer to the chapter titled “Financial Indebtedness” beginning on page no. 262 of this Draft Red Herring Prospectus.

32. *Fraud risks and Payment risks with international suppliers, including misrepresentation, counterfeit products, undelivered goods or disputes can disrupt cash flow, damage supplier relationships, and can result in financial loss, and reputational damage, ultimately impacting our financial performance and revenue.*

Our operations involve inherent risks when dealing with international suppliers, including payment delays, disputes, and potential fraud. Delays in payments or disagreements over payment terms can create significant cash flow issues, hindering our ability to fulfill orders, restock inventory, and maintain day-to-day operations. These payment-related disruptions may also damage our relationships with suppliers, potentially leading to supply shortages or the termination of agreements, which could threaten our business stability and revenue generation.

In addition, there is always a risk of fraud when dealing with international suppliers, particularly when importing high-value products. Suppliers may misrepresent products, provide counterfeit goods, or fail to deliver as agreed, resulting in financial losses, operational disruptions, and reputational damage. While such instances have not occurred in the past, the risk remains a constant concern and could severely impact our ability to meet customer expectations, maintain quality standards, and protect our brand reputation.

33. *Currency fluctuations between the Indian Rupee and foreign currencies like the Euro, USD or Chinese Yuan pose a financial risk by increasing the cost of imported products, creating uncertainty in pricing and margins, and potentially eroding profitability if not effectively managed.*

As we import luxury Bathroom, Kitchen and Wood Flooring products from international markets, currency fluctuations between the Indian Rupee and foreign currencies like the Euro or USD pose a financial risk. Any depreciation of the Indian Rupee could increase the cost of products and negatively impact our profit margins. Although, in the last three financial years i.e., FY 2025, 2024 and 2023, our Company has made a foreign currency Fluctuation gain of Rs. 48.10 Lakhs, ₹ 69.31 Lakhs and ₹ 16.60 lakhs respectively. However, currency fluctuations create uncertainty in pricing strategies, making it difficult to predict future costs and profits. If we do not effectively hedge against currency risk or adjust pricing, this could lead to reduced profitability and financial instability.

34. *As consumer shopping habits shift toward online purchases, over-reliance on physical retail stores could become a risk, potentially limiting growth and making us vulnerable to competitors who have embraced e-commerce.*

As consumer shopping behaviour continues to shift toward online purchases, over-reliance on our physical retail stores may become a risk if we fail to develop a strong online presence. While luxury products often benefit from in-store experiences, the inability to adapt to the e-commerce trend could limit our growth potential and leave us vulnerable to competitors who have embraced digital sales channels. Our ability to integrate online and offline shopping experiences effectively will be crucial to maintaining our competitive advantage in the evolving retail landscape.

35. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.*

We maintain insurance coverage related to our facilities and other contents. However, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business.

Even if we make a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows.

36. *We have entered into and may enter into related party transactions in the future also.*

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoters, Directors, Promoter Group Entities. For further details in relation to our related party transactions, see “*Related Party Transactions*” in the chapter “*Summary of Offer Document*” beginning on page no. 28 of the Draft Red Herring Prospectus. While our Company confirms that we have entered into such transactions on an arm’s length basis and are in compliance with the applicable provisions of Companies Act, 2013 and other applicable law, there is no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions will not have an adverse effect on our business, prospects, results of operations and financial condition. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. The below table set forth sales and purchase transaction with related party.

(₹ in lakhs)

Name of the Related Party	Trans action	Related Party Transaction during					
		Fiscal 2025	% to the Revenue from operation	Fiscal 2024	% to the Revenue from operation	Fiscal 2023	% to the Revenue from operation
M/s Gessi India Pvt. Ltd.	Purcha ses	266.60	1.33	47.23	0.27	102.51	0.63
M/s Gessi India Pvt. Ltd.	Sale of Goods	27.87	0.14	34.51	0.20	32.33	0.20
M/s M & R Furnishing Pvt. Ltd.	Purcha ses	-	-	-	-	6.33	0.04
M/s M & R Furnishing Pvt. Ltd.	Sale of Goods	22.60	0.11	1.45	0.01	2.65	0.02
Total		317.08	1.58	83.19	0.47	143.82	0.88

37. We are dependent on third-party transportation providers for the supply of our products.

Our success depends on the uninterrupted supply and transportation of our products to our customers, or intermediate delivery points, that are subject to various uncertainties and risks. We transport our finished products outbound by road. We rely on our suppliers, to deliver our finished products ordered from our COCO stores to our customers. For our FOFO Stores, last mile delivery is borne by the relevant franchisee partner. Transportation strikes may have an adverse effect on supplies and deliveries to and from our customers and suppliers.

In addition, products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of our products from supplier which may also affect our business and results of operation negatively. We have in the past faced situations where goods were damaged during transit for which we claimed insurance. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations and profitability, or passing these charges on to our customers, which could adversely affect demand for our products and our business

38. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds for raising funds for Capex (Expenditure for Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and Renovation of our Registered Office situated at Delhi), working capital, marketing expenses, repayment of long term borrowings and general corporate purposes. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013 and other applicable laws, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

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

In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations. For further details of the proposed objects of the Offer, please refer to the chapter titled "*Objects of the Offer*" beginning on page no. 98 of this Draft Red Herring Prospectus.

39. *Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could affect our business prospects, results of operations and financial condition.*

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our business. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. These errors or misconduct may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and affect our business. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and consequently, affect our business, financial condition, results of operations and prospects.

40. *Our wooden flooring products may face substitution by alternative materials due to functional or sustainability-related considerations, which could impact segment performance.*

We offer a range of wooden flooring products under our in-house brand Wood & Boundless as well as through imported luxury brands. However, wooden flooring may, in certain cases, be substituted by materials such as marble, vitrified tiles, or other engineered alternatives, which are sometimes perceived to offer advantages in terms of durability, cost-efficiency, ease of maintenance, or longer lifecycle performance. These alternatives may be preferred by some customers, developers, or project consultants based on functional requirements, aesthetic considerations, or budgetary constraints.

In addition, consumer choices and procurement decisions in the flooring segment may increasingly be influenced by environmental and sustainability concerns. In particular, large-scale residential, commercial, or institutional developments may opt for materials that are viewed as having a lower environmental footprint or greater compliance with green building norms. If such preferences gain wider traction, demand for wooden flooring products could be affected over time. Any shift in market preferences away from wooden flooring may adversely impact the performance and growth prospects of this segment.

41. *We do not have a formal hedging policy and accordingly, face foreign exchange risks that could adversely affect our results of operations and cash flows.*

We have foreign currency payables for procurement of products and costs incurred during our export sales business operations and during our receivables, trade payables, borrowings and other payables, and are therefore exposed to foreign exchange risk between the Indian Rupee, and U.S. dollars or any other foreign currency. Any significant fluctuation in the value of the Indian Rupee as noticed recently in the case of the US Dollar, may adversely affect our results of operations. As of the date of this Draft Red Herring Prospectus, our Company does not have a formal hedging policy.

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

Our business operation requires significant working capital specifically for fulfilling procurement obligations of our products, payment of tax and duties levied by statutory bodies, extensive credit terms with the customers and strict credit terms of the suppliers. As an ultra-luxury bath details, kitchen and wooden flooring showroom, we are required to maintain adequate inventory across our product categories to meet consumer demand and support our multi-location retail operations. High levels of inventory may result in increased working capital requirements, higher storage and logistics costs, and potential write-downs due to unsold or outdated stock. The working capital requirements of our Company is as under:

Particulars	FY 2025	FY 2024	FY 2023
Working Capital (₹ in Lakhs)	4,741.65	2,994.07	1,742.40
Working Capital Days* (in days)	175	162	142

**Working Capital days is calculated as Inventory days + Debtors days – Payable days.*

The working capital was funded through from internal accruals and external borrowings. However, we cannot assure you that our bankers will not implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. All of these factors may increase in working capital requirements and if we experience insufficient cash flows to meet required payments on our working capital requirements, there may have an adverse effect on our financial condition, cash flows and results of operations.

- 43. *Our Directors do not have any prior experience of being a director in any other listed company in India and this may present certain potential challenges for our Company and in the event of any material non-compliance where our Directors are held liable and responsible, we may have to appoint new directors.***

Our current Board comprises five directors which includes one Chairman and Whole Time Director, one Managing Director and three Independent Directors and none of our Directors are currently a director in any other listed company in India. While our Board members have relevant experience in their respective fields, not having any significant experience of being a director in any other listed company in India may present certain potential challenges for our Company. In the event of any material non-compliance where our Directors are held liable and responsible, we may have to appoint new directors or replace our current Directors, which could be time consuming and may involve additional costs for our Company. For further details, see “Our Management” on page 190 of this Draft Red Herring Prospectus.

- 44. *Our proposed expansion plans relating to the opening of new stores are subject to the risk of unanticipated delays in implementation and cost overruns.***

Our capital expenditure plans in relation to the proposed setting up of new stores are subject to the potential risks and uncertainties that these activities typically face, including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, delays in completion, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, increase in other expenses, and other external factors which may not be within the control of our management. There can be no assurance that the proposed expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover such activities, we may not be able to achieve the intended economic benefits of such capital expenditure, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. For further information, see section titled “Objects of the Offer” on page 98.

- 45. *We are subject to the risk of failure of, or a material weakness in, our internal control systems.***

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given the volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.

- 46. *Our business operations are highly dependent on our information technology systems, including our ERP platform, and any failure, disruption or inability to adapt to technological advancements may adversely affect our business, financial condition, results of operations and future prospects.***

We rely extensively on our information technology (“IT”) infrastructure and enterprise resource planning (“ERP”) system for critical business functions including order login, order verification, generation of quotations, inventory management and overall operational efficiency. These systems form an integral part of our day-to-day functioning, supporting the smooth execution of our distribution processes and business operations.

Any disruption, failure or breach in the integrity of these systems due to hardware or software malfunction, cybersecurity threats, human error, or natural disasters could result in significant interruptions to our operations. Such interruptions may lead to delays in processing orders, inaccuracies in inventory records, loss of customer trust, reputational damage, financial losses, and potential regulatory non-compliance.

Further, as technology continues to evolve rapidly, our ability to adapt to technological changes and implement emerging systems in a timely and cost-effective manner is crucial for maintaining competitiveness. If we are unable to keep pace with technological advancements or fail to implement required upgrades due to financial or technical constraints, it may adversely impact our operational efficiency, increase our cost structures, and diminish our ability to compete effectively in the market. For instance, government authorities may mandate the adoption of specific technologies or digital standards, and there can be no assurance that we will be able to comply with such requirements in a timely manner or at all.

Additionally, any unauthorized access or data breach in our IT systems may compromise sensitive business information, including proprietary designs or customer data, which could result in competitive disadvantage or legal liabilities. We may also be required to incur significant costs for restoring our systems, implementing safeguards, or defending against legal claims.

Accordingly, any failure to maintain the integrity, reliability, and security of our IT infrastructure, or to adopt new technologies in a timely and cost-efficient manner, could materially and adversely affect our business operations, financial condition, results of operations and future growth.

47. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further we have not identified any alternate source of financing the Objects of the Offer. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.*

As on the date of this Draft Red Herring Prospectus, we have not made any alternate arrangements for meeting our capital requirements for Objects of the Offer. We meet our capital requirements through, owned funds, debt and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Net Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “Objects of the Offer” beginning on page no. 98 of this Draft Red Herring Prospectus.

48. *Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.*

Our Company intends to primarily use the Net Proceeds of the Offer for funding for Capex (Expenditure for Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and Renovation of our Registered Office situated at Delhi), working capital, repayment of long term borrowings, marketing expenditure and general corporate purposes, as described in section “Objects of the Offer” on page 98. The plans for utilizing the Net Proceeds of the Offer are based on management estimates and such intended use of proceeds has not been appraised by any bank or financial institution.

The funding requirements are based on current conditions and are subject to change in response to external circumstances, costs, other financial conditions or business strategies. Our Company may have to revise its management estimates from time to time and consequently its requirements may change, which may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Any change in the Objects of the Offer may also require shareholders’ approval and may involve considerable time or may not be forthcoming and in such an eventuality it may adversely affect our operations or business. Further, our Promoters would be required to provide an exit opportunity to the shareholders who dissent with our proposal to change the objects of the Offer, which may discourage our Promoters from undertaking steps for the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest.

In light of these factors, we may not be able to undertake any variation in Objects of the Offer to use any unutilized proceeds of the Offer even if such variation is in our interest, thereby limiting or delaying our efforts to use the Net Proceeds to achieve profitable growth in our business.

49. *Our Company will not receive any proceeds from the Offer for Sale portion and the Promoter Selling Shareholders shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. Our Promoters are therefore interested in the Offer in connection with the Equity Shares offered by them in the Offer for Sale.*

The Offer includes an Offer for Sale of up to 11,46,000 Equity Shares by the Promoter Selling Shareholders, who are also the Promoters of our Company. Accordingly, the Promoters have an interest in the Offer proceeds to the extent of the Equity Shares being offered for sale by them. The entire proceeds from the Offer for Sale, after deducting offer-related expenses, will be received by the Promoter Selling Shareholders, and our Company will not receive any portion of such proceeds. Additionally, except for the listing fees related to the Offer, which shall be borne by our Company, all other costs, expenses, and fees (including applicable taxes) associated with the Offer will be apportioned between our Company and the Promoter Selling Shareholders on a proportionate basis, relative to the Equity Shares issued through the Fresh Issue and the shares sold through the Offer for Sale. For further details, refer to the sections titled “*Capital Structure*” and “*Objects of the Offer*” on pages 81 and 98, respectively, of this Draft Red Herring Prospectus.

50. *Our Promoters hold Equity Shares in our Company and are therefore interested in the Company’s performance in addition to their remuneration and reimbursement of expenses.*

Our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management*” and “*Our Promoters and Promoter Group*” on page no. 190 and 206 respectively of this Draft Red Herring Prospectus.

51. *Our Promoters have given personal guarantees in relation to certain debt facilities provided to our Company by our lenders. In the event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.*

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee of our Promoters. In the event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations. Further, in an event our Promoters withdraw or terminate their guarantee/s or security, the lender for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled “*Financial Indebtedness*” beginning on page no. 262 of this Draft Red Herring Prospectus.

52. *The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.*

The Company’s operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the Company’s control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products offered by us. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled “*Financial Information*” beginning on page no. 215 of this Draft Red Herring Prospectus.

53. *We have not independently verified certain data in this Draft Red Herring Prospectus.*

We have relied on the report of an independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus, details of the report is as follow:

Sr. No.	Name of the Organization	Report
1.	Credence Research Inc.	Indian Market Study: Bathware, Modular Kitchens and Wooden Flooring (2018-2032) – Focusing on the Ultra Luxury Price Segment

The above mentioned report is subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified the industry related data contained in this Draft Red Herring Prospectus and although we believe the sources mentioned to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions

of matters relating to India, its economy or the industries in which we operate that are included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

54. *We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.*

As of March 31, 2025, our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Consolidated Financial Information aggregated to ₹ 6.50 Lakhs.

The details of our contingent liabilities are as follows:

(₹ in lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Taxes, Duties and Other Demands (under adjudication / appeal / dispute)			
- Income Tax	0.72	-	-
- Sales Tax	-	-	-
- Customs Duty	-	-	-
- Other	5.79		
Total	6.50	-	-

*Note - As confirmed by the management, there is no civil case/claim being filed/registered against the Company for which contingent liability can be ascertained/provided.

For further details of contingent liability, see the section titled — “Note 34 – Contingent Liabilities – Restated Consolidated Financial Statements” on page 231 of this Draft Red Herring Prospectus. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

55. *There have been certain delays in payment of ESI and TDS with the concerned offices. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.*

Our Company is mainly engaged in distribution and retailing of Bathroom, Kitchen and Wooden floors which, like other businesses, attracts tax liabilities such as Income Tax & Goods and Service Tax and is also subject to provisions of other applicable labour laws. While our Company has already regularized the aforesaid delays, by making the requisite charges, the Government portals still reflect the said delays. Any demand or penalty raised by concerned authority in future for any previous years and current year will affect the financial position of the Company. Any such penalty arising in future may lead to financial loss to our Company.

A list of the delayed payments is provided below:

ESI Payment

Month	Due Date	Filing Date	Delay (in days)	Financial Year	Reason
April 2024	15-05-2024	20-05-2024	5	2024-25	Due to technical glitches in portal

TDS Payment

Month	Due Date	Filing Date	Delay (in days)	Financial Year	Reason
September 2024	07-10-2024	08-10-2024	1	2024-25	Delayed due to calculation error

56. *No Listed Industry Peer for Comparison*

There are currently no listed companies in India with a business model comparable to our Company. As a result, industry benchmarking of our business, operations, financial performance, and valuation metrics against listed peers is not possible. This may impact investors' ability to make an informed investment decision or to assess our relative performance and prospects. In the absence of a direct listed peer group, our valuation and financial metrics may not be readily comparable in the capital markets, which could adversely affect investor perception and the trading price of our Equity Shares post-listing.

57. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the Offer Price.*

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price decided by the Company in consultation with the Book Running Lead Managers. The details of the average cost of acquisition of Equity Shares held by our Promoters as at the date of the Draft Red Herring Prospectus is set out below:

Sr. No.	Name of the Promoter	Equity shareholding as on the date of this Draft Red Herring Prospectus	Average cost of Acquisition per Equity Share (in ₹) *
1.	Nirmal Khandelwal (Also Promoter Selling Shareholder)	67,38,810	6.67
2.	Abhinav Khandelwal (Also Promoter Selling Shareholder)	82,73,269	6.67
3.	Madhu Khandelwal (Also Promoter Selling Shareholder)	16,68,003	6.67

**As certified by M/s. Bhojak Lunawat & Company, Chartered Accountants, by way of their certificate dated June 29, 2025. For details regarding weighted average cost of acquisition of Equity Shares by our Promoters in our Company, please refer chapter title "Capital Structure" on page 81.*

58. *We have not paid any dividends in the last three Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our ability to generate returns for shareholders is dependent on a host of factors that impact our business and financial condition. Our Company has not paid any dividend on its Equity Shares during the last three Financial Years. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section "Dividend Policy" on page no. 214 of this Draft Red Herring Prospectus.

59. *Our Promoters' shareholding before and after the completion of the Offer, is substantial which will allow them to influence the outcome of matters submitted for approval of our shareholders.*

As on the date of this Draft Red Herring Prospectus, our Promoters hold 100% of the issued and outstanding paid-up share capital of our Company (shareholding by public shareholders is negligible). Following the completion of the Offer, our Promoters and Promoter Group will continue to hold together [●] % of our post-Offer Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details regarding our shareholding, please refer to the chapter titled "Capital Structure" beginning on page no. 81 of this Draft Red Herring Prospectus.

60. *Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and the Investors may be unable to resell their Equity Shares at or above the Offer Price or at all.*

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing of the Equity Shares does not guarantee that a market for our Equity Shares will develop or, if developed, the market will have liquidity for the Equity Shares. There has been significant volatility in the Indian stock

markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus.

Further, the Offer Price of our Equity Shares shall be determined through the Book Building process. This price is based on numerous factors, including those stated under chapter titled “*Basis for Offer Price*” beginning on page no. 122 of this Draft Red Herring Prospectus and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure that the Investors will be able to sell their Equity Shares at or above the Offer Price. Among the factors that could affect our share price are:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

A decrease in the market price of our Equity Shares could cause the Investors to lose some or all of their investment.

61. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.*

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of the Investors’ Equity Shares at a premium to the market price or would otherwise be beneficial to them. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in our ‘control’. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

62. *The requirements of being a listed company may strain our resources and distract management.*

Though our promoters have vast experience of the Business, they do not have the experience of managing a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulations, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

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

63. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares.*

For raising additional funds, we may issue further equity in the capital markets. Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company’s Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such

issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. Any fresh issue of shares or convertible securities would dilute existing holders' shareholding, and such issuance may not be done at terms and conditions, which are favourable to the existing shareholders of our Company. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

64. *We may raise additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure.*

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

EXTERNAL RISK FACTORS

65. *Our major revenue of operation is from India, we are subject to economic, political and market conditions in India, many of which are beyond our control.*

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in India, and most of our business and all our personnel are located in India. Consequently, our business, results of operations, financial condition and cash flows will be affected by a number of macroeconomic and demographic factors in India which are beyond our control. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries;

In particular, our total income and profitability are correlated to consumer discretionary spending in India, which is influenced by general economic conditions, salaries, employment levels and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, rising interest rates or other industry-wide cost pressures could also affect consumer behavior and spending for consumer products and lead to a decline in our total income and profitability. While our results may not necessarily track India's economic growth figures, the Indian economy's performance affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, financial condition, cash flows and the price of the Equity Shares.

66. *Financial instability in other countries may cause increased volatility in Indian financial markets.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Europe and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. For example, the full-scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

67. *Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.*

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

68. *Investors may be subject to taxes arising out of capital gains on the sale of our Equity Shares.*

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹ 1.25 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax at the rate of 12.5 % in India.

The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

69. *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.*

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution. However, if the laws of the jurisdiction that Investor is in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the Investor will be unable to exercise such pre-emptive rights unless the Company makes such a filing. To the extent that the Investor is unable to exercise pre-emptive rights granted in respect of the Equity Shares, the Investor may suffer future dilution of his ownership position and Investor's proportional interests in our Company would be reduced.

70. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other exceptions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares, which are sought to be transferred, is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 356.

71. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.*

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights, including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholders of a corporation in another jurisdiction.

72. *QIBs and NIBs are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Individual Bidders are not permitted to withdraw their Bids after the Bid/ Offer Closing date.*

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Individual Bidders can revise or withdraw their Bids at any time during the Bid/ Offer Period and until the Bid/ Offer Closing Date, but not thereafter. While our Company is required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment pursuant to the Offer, within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing. QIBs and NIBs will therefore not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or

economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

73. *Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.*

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the “CCI”). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void. Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach himself and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover-based thresholds.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “Key Industry Regulations and Policies” on page no. 180 of this Draft Red Herring Prospectus for details of the laws currently applicable to us.

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

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

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

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

75. *Companies in India are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assesseees in India will be required to follow the Income Computation and Disclosure Standards.*

The Ministry of Corporate Affairs (“MCA”), Government of India, had through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 (“Ind AS”) which came into effect from April 1, 2015 and are applicable to companies which fulfill certain conditions. Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition.

Further, the Ministry of Finance, Government of India had issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards (“ICDS”), thereby creating a new framework for computation of taxable income. The ICDS have been applicable from the assessment year 2017-2018. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that were followed under general accounting standards, including Indian GAAP and Ind AS. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

76. *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*

Our financial statements are prepared and presented in conformity with Indian GAAP (Ind AS). No attempt has been made to reconcile any of the information given in this document to any other principles or to base it on any other standards. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

77. *A significant change in the Government of India’s economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.*

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector.

However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

78. *Fluctuation in the exchange rate of the Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.*

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Rupees on the Stock Exchange. Any dividends, if declared, in respect of our Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to such investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the net proceeds received by shareholders.

The exchange rate of the Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

79. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

SECTION IV - INTRODUCTION

THE OFFER

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Particulars	Details of Equity Shares
Equity Shares Offered through Public Offer⁽¹⁾⁽²⁾	Offer Up to 57,42,000 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] Lakhs.
<i>The Offer consist of:</i>	
Fresh Issue of Equity Shares by our Company	Up to 45,96,000 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Offer for Sale by our Promoter Selling Shareholders ⁽⁶⁾	Upto 11,46,000 Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<i>Out of which:</i>	
Market Maker Reservation Portion	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
Net Offer to the Public ⁽³⁾	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
<i>of which*</i>	
A. QIB Portion⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
<i>of which</i>	
(i) Anchor Investor Portion	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
(ii) Net QIB Portion	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
<i>of which</i>	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<i>of which</i>	
a) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than ₹ 2.00 Lakhs and up to ₹ 10.00 Lakhs	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
b) Two-third of the Non-Institutional Category available for allocation to Non-Institutional Bidders with an application size of more than ₹ 10.00 Lakhs	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]
C. Individual Investors' Portion	Not less than [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Pre – Offer and Post – Offer Equity Capital of our Company	
Equity Shares outstanding prior to the Offer	1,66,80,086 Equity Shares having face value ₹10 per Equity Share

Equity Shares outstanding after the Offer	Up to [●] Equity Shares having face value ₹10 per Equity Share
Objects of the Offer	Please refer Section titled “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus

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

Notes:

- 1) *The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our company are being offered to the public for subscription.*
- 2) *The present Offer has been authorized pursuant to a resolution of our Board dated May 30, 2025 and pursuant to a special resolution of our Shareholders passed in an Extra-Ordinary General Meeting dated June 07, 2025 under the applicable provisions of the Companies Act, 2013.*
- 3) *The Promoter Selling Shareholders have consented to participate in the Offer for Sale in the following manner:*

Name of the Promoter Selling Shareholder	Type	Date of Authorization Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale
Nirmal Khandelwal	Promoter Selling Shareholders	June 21, 2025	67,38,810	upto 8,00,400
Abhinav Khandelwal	Promoter Selling Shareholders	June 20, 2025	82,73,269	upto 57,600
Madhu Khandelwal	Promoter Selling Shareholders	June 21, 2025	16,68,003	upto 2,88,000

The Promoter Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale. The Equity Shares being offered by the Promoter Selling Shareholder(s) have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus

Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated May 30, 2025.

- 4) *In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Non-Institutional Individual Investor shall not be less than the minimum application size, and subject to availability of Equity Shares in the Non-Individual Investor, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.*
- 5) *The SEBI ICDR Regulations permit the Offer of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) may be allocated to applicants in the other sub-category of non-institutional investors and not less than 35 % of the Net Offer shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e. not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Individual Investors and not less than 15% of the Net Offer shall be available for allocation to Non-institutional bidders.*
- 6) *Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if*

any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill from other categories or a combination of categories.

- 7) *Our Company in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “Offer Procedure” beginning on page 317 of this Draft Red Herring Prospectus*
- 8) *The Equity Shares being offered by the Promoter Selling Shareholders are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer, see “Other Regulatory and Statutory Disclosures” on page 282.*

For details, including grounds for rejection of Bids, refer to “Offer Structure” and “Offer Procedure” on page 310 and 317 respectively. For details of the terms of the Offer, see “Terms of the Offer” on page 298.

SUMMARY OF CONSOLIDATED FINANCIAL INFORMATION

Restated Consolidated Statement of Assets and Liabilities

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share Capital	2	1,112.01	1,112.01	1,482.67
(b) Reserves and Surplus	3	6,493.62	4,265.02	3,466.38
Non-Current Liabilities				
(a) Long-Term Borrowings	4	56.54	65.41	-
(b) Other Long Term Liabilities	5	24.00	24.00	24.00
(c) Long term Provision	6	269.77	150.76	136.10
Current Liabilities				
(a) Short-Term Borrowings	7	290.97	405.97	586.62
(b) Trade Payables	8			
Total Outstanding dues of micro enterprises and small enterprises		45.70	34.87	38.27
Total Outstanding dues to creditors other than micro enterprises and small enterprises		2,990.22	2,339.18	1,871.82
(c) Other Current Liabilities	9	4,614.22	3,966.37	3,624.98
(d) Short-Term Provisions	10	241.74	229.15	184.35
Total		16,138.79	12,592.73	11,415.19
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment, Intangible Assets and Capital WIP				
(i) Property, Plant and Equipment	11	235.11	214.27	194.66
(ii) Intangible Assets		627.64	615.91	644.52
(iii) Capital WIP	11.1	320.49	106.84	-
(b) Non-Current Investments	15	24.32	112.25	106.15
(c) Deferred Tax Assets (net)	12	168.47	134.23	130.71
(d) Long Term Loans and Advances	13	101.94	108.44	105.44
Current Assets				
(a) Current Investments	14	1,799.98	1,526.91	2,165.08
(b) Inventories	16	4,654.45	4,284.19	4,031.46
(c) Trade Receivables	17	6,785.02	4,507.97	2,734.36
(d) Cash and Cash Equivalents	18	227.30	210.24	606.79
(e) Short-Term Loans and Advances	19	1,074.80	705.92	620.07
(f) Other Current Assets	20	119.26	65.56	75.94
Total		16,138.79	12,592.73	11,415.19

Restated Consolidated Statement of Profit and Loss
(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue From Operations	21	20,022.51	17,556.16	16,319.02
Other Income	22	199.50	218.69	66.69
Total Revenue		20,222.01	17,774.85	16,385.71
Expenses:				
Purchase of Stock-In-Trade	23	11,716.47	10,290.37	9,571.69
(Increase)/Decrease in Stock-In-Trade	24	(370.26)	(252.72)	(99.24)
Employee Benefit Expenses	25	3,204.71	2,705.28	2,430.28
Finance Costs	26	48.06	15.80	40.08
Depreciation and Amortization Expense	27	100.28	110.96	105.24
Other Expenses	28	2,478.85	2,319.66	2,419.21
Total Expenses		17,178.10	15,189.35	14,467.27
Profit Before Exceptional and Extraordinary Items and Tax		3,043.91	2,585.50	1,918.44
Extraordinary Items		-	(5.00)	-
Profit Before Tax		3,043.91	2,580.50	1,918.44
Tax expense:				
Less: Current Tax		(825.94)	(680.00)	(537.00)
Add: Deferred Tax Assets (Created) /Reversed		(34.25)	(3.52)	0.35
Profit/(Loss) for the year before Share in Associate Company		2,252.21	1,904.02	1,381.10
Profit/(Loss) in Share for Associate Company		(26.18)	-	-
Profit/(Loss) for the year		2,226.03	1,904.02	1,381.10
Earning per equity share:				
Basic and Diluted EPS (Pre Bonus)	29	20.02	14.89	9.31
Basic and Diluted EPS (Post Bonus)	29	13.35	9.92	6.21

Restated Consolidated Statement of Cash Flow Statement

(₹ in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
(A) Cash Flow from Operating Activities:			
Net Profit Before Tax	3,043.91	2,580.50	1,918.44
Add:			
Depreciation	100.28	110.96	105.24
Finance Cost	48.06	15.80	40.08
Provision for Doubtful Debts	-	-	131.95
- Adjustments during the year			-
Foreign Exchange Fluctuation Loss		-	-
Gratuity Expense and Leave Encashment	165.42	(170.12)	13.34
Loss on sale/valuation of Fixed Assets	0.77	-	-
Less:			
Interest Income	(104.63)	-	-
Foreign exchange Fluctuation Loss	(48.10)	(69.31)	(16.60)
Profit on sale/valuation of Fixed Assets	-	(7.18)	(2.19)
Operating profit/(loss) before working capital changes	3,205.69	2,460.65	2,190.28
Increase /(Decrease) in Trade Payables	709.98	463.96	374.39
Increase /(Decrease) in Other Current Liabilities	647.86	481.76	274.54
Increase /(Decrease) in Provisions	(187.09)	414.00	537.00
(Increase)/ Decrease in Inventories	(370.26)	(252.72)	(99.24)
(Increase)/ Decrease in Trade Receivables	(2,277.05)	(1,773.61)	158.23
(Increase)/ Decrease in Loans and Advances	(362.38)	(65.32)	(99.86)
(Increase)/ Decrease in Other Current Assets	(53.70)	(64.60)	(121.26)
Cash Generated from Operations	(1,892.66)	(796.53)	1,023.81
Direct Taxes paid	670.10	635.55	360.00
Net cash used in Operating Activities	642.94	1,028.56	2,854.08
(B) Cash flow from Investing Activities			
Purchase of Fixed Assets	(348.87)	(104.06)	(79.76)
Sale of Fixed Assets	1.60	7.18	2.19
(Investment)/Redemption during the Period	(211.31)	638.17	(1,736.66)
Interest Received	104.63	35.92	27.91
Net cash used in Investing Activities	(453.96)	577.21	(1,786.32)
(C) Cash flow from Financing Activities			
Repayment of Long Term Borrowings	(8.87)	-	(112.84)
Proceed of Long Term Borrowings	-	65.41	-
Interest Paid	(48.06)	(15.80)	(40.08)
Proceeds of Short Term Borrowings	-	-	2.93
Repayment of Short Term Borrowings	(115.00)	(183.28)	(139.25)
Amount Paid on Buyback	-	(1,485.34)	-
Loan and Advances (Given)/ Recovered	-	(383.31)	(451.94)
Net cash from Financing Activities	(171.92)	(2,002.32)	(741.18)
Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)	17.06	(396.55)	326.59
Opening Cash and Cash Equivalents	210.24	606.79	280.21
Cash and Cash Equivalents closing balance	227.30	210.24	606.79

GENERAL INFORMATION

Our Company was incorporated as a Private Limited Company in the name 'FCML Distributors Private Limited', under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated October 06, 2003 issued by the Registrar of Companies, Delhi. Subsequently, pursuant to a special resolution passed by the shareholders of our company in the Extra-Ordinary General Meeting held on March 13, 2025, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to 'FCML Distributors Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on April 08, 2025, by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U51909DL2003PLC122492.

BRIEF INFORMATION ON COMPANY AND OFFER

Particulars	Details
Name of Issuer	FCML Distributors Limited
Registered Office/ Corporate Office	A-217 Okhla Industrial Area Phase I, New Delhi - 110020 India
Date of Incorporation	October 06, 2003
Company Identification Number	U51909DL2003PLC122492
Company Registration Number	122492
Telephone	011-49372800
Email ID	cs@fcmlindia.com
Investor grievance ID	investors@fcmindia.com
Company Category	Company Limited by Shares
Registrar of Company	Registrar of Companies, NCT of Delhi and Haryana
Address of the ROC	Registrar of Companies, NCT of Delhi and Haryana 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019 Telephone No.: 011-26235703 Email Id: roc.delhi@mca.gov.in. Website: www.mca.gov.in
Designated Stock Exchange ^	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001
Monitoring Agency	[●]
Company Secretary and Compliance Officer	Name: Sakshi Batra Address: A-217 Okhla Industrial Area Phase I, New Delhi 110020 India Telephone No.: 011-49372800 Email Id: cs@fcmlindia.com
Chief Financial Officer	Name: Deepak Kumar Dwivedi Address: A-217 Okhla Industrial Area Phase I, New Delhi 110020 India Telephone No.: 011-49372800 Email Id: cfo@fcmlindia.com

Board of Directors of our Company

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

S. No.	Name	Designation	DIN	Address
1.	Nirmal Khandelwal	Chairman and Whole Time Director	00168178	C-630, 3 rd Floor New Friends Colony, Okhla, South Delhi-110025, India
2.	Abhinav Khandelwal	Managing Director	00168239	C-630, 3 rd Floor New Friends Colony, Okhla, South Delhi-110025, India
3.	Sameer Sagar	Non Executive Director	10590442	E-143, Sector-20, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301
4.	Neela Kothari	Independent Director	00096175	House No.-D-1056, New Friends Colony, Srinivaspuri, S.O South Delhi, Delhi-110065
5.	Mayuri Nayyar Chawla	Independent Director	02368425	House No-A-24, New Friends Colony, New Delhi, South Delhi, Delhi-110025

For detailed profile of our Directors, please refer to the chapter titled “*Our Management*” on page 190 of this Draft Red Herring Prospectus.

INVESTOR GRIEVANCES

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediary(ies) in addition to the information mentioned hereinabove.

In terms of SEBI Master Circular, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, Master Circular for Offer of Capital and Disclosure Requirements numbering SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Managers where the Anchor Investor Application Form was submitted by the Anchor Investor.

For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY:

BOOK RUNNING LEAD MANAGERS TO THE OFFER	
Indcap Advisors Private Limited Address: Suite# 1201, 12th Floor, Aurora Waterfront, GN 34/1, Sector V, Salt Lake City, Kolkata 700091, West Bengal, India Telephone: 033-4069 8001 Email: smeipo@indcap.in Investor grievance email: investors@indcap.in Website: www.indcap.in Contact Person: Shraddha Khanna SEBI registration number: INM000013031 CIN: U74120WB2008PTC125639	Marwadi Chandarana Intermediaries Brokers Private Limited Address: X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat, India Telephone: 022-69120027 E-mail: mb@marwadichandarana.com Investors Grievance e-mail: mbgrievances@marwadichandarana.com Contact Person: Radhika Maheshwari / Jigar Desai Website: www.ib.marwadichandanagroup.com SEBI Registration Number: INM000013165 CIN: U67120GJ2018PTC103598
REGISTRAR TO THE OFFER	STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY
Cameo Corporate Services Limited Address: Subramanian Building', No.1, Club House Road, Chennai 600 002, India Telephone: 044 - 40020700/ 28460390 E-mail: ipo@cameoindia.com Investor grievance: investor@cameoindia.com Contact Person: Mr. K. Sreepriya Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN: U67120TN1998PLC041613	Bhojak Lunawat and Company, Chartered Accountants Address: Bhojak Lunawat & Company, Opposite Income Tax Office, Rani Bazar, Near India Book House Hanuman Gali, Bikaner – 334001, Rajasthan, India Contact No.: +91 9665419001 Email Id: prafful@caprafful.com Contact Person: Prafful Bhojak Membership No. : 166845 Firm Registration No.: 027566C Peer Review No.: 019718
LEGAL ADVISOR TO THE COMPANY	MONITORING AGENCY
Zenith India Lawyers Address: D-49, First Floor, Sushant Lok III Extension Sector 57, Gurugram Haryana – 122 003, India. Email: raj@zilawyers.com Website: www.zilawyers.com Contact Person: Raj Rani Bhalla Tel No.: 0124-4240681	Name: [●] Address: [●] Tel No: [●] Email: [●] Website: [●] Contact Person: [●] CIN: [●]
LENDER TO THE COMPANY	BANKERS TO THE OFFER, REFUND BANKER AND SPONSOR BANK
Name: ICICI Bank Limited Address: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai - 400 051, India Tel No.: 022-2653 1414 Website: www.icicibank.com Contact Person: Divij Durbha CIN.: L65190GJ1994PLC02 1012	Name [●] Address: [●] Tel No: [●] Email: [●] Website: [●] Contact Person: [●] SEBI Certificate Registration: [●]

CHANGES IN AUDITORS

No changes have taken place in the Statutory Auditors of our Company during the last three years preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

Particulars	Date of Change	Reason for Change	Period
M/s Bhojak Lunawat and Company Address: Bhojak Lunawat & Company, Opposite Income Tax Office, Rani Bazar, Near	April 19, 2025	Casual Vacancy	Appointed as Auditor for period April 01, 2024 to March 31, 2025.

India Book House Hanuman Gali, Bikaner – 334001, Rajasthan, India Contact No.: +91 9665419001 Email Id: prafful@caprafful.com Contact Person: Prafful Bhojak Membership No. : 166845 Firm Registration No.: 027566C Peer Review No.: 019718			
M/s Sunil Goel & Associates Address: E-86, Paschimi Marg, Vasant Vihar, New Delhi - 110057 Contact No.: 011-41663000 Email ID: sgoel@sunilgoel.com Contact Person: Sunil Goel Membership No.: 081264 Firm Registration No.: 002303N	April 19, 2025	Resignation due to pre occupancy in other assignments	
M/s Sunil Goel & Associates Address: E-86, Paschimi Marg, Vasant Vihar, New Delhi - 110057 Contact No.: 011-41663000 Email ID: sgoel@sunilgoel.com Contact Person: Sunil Goel Membership No.: 081264 Firm Registration No.: 002303N	September 07, 2024	Appointment as Auditor	April 01, 2024 to March 31, 2029

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

The Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus shall be filed with SME platform of BSE Limited, located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India.

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, Company shall upload the Issue Summary Document (ISD) on the Stock Exchange portal.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated *January 19, 2018*, a copy of the Offer Document will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC through the electronic portal at <http://www.mca.gov.in/mcafoportal/logininvalidateuser.do>.

Syndicate Member

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Bank(s)

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to

receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI

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

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

REGISTERED BROKERS

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

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS (CDPs)

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

IPO Grading

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

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

Green Shoe Option

No Green Shoe Option is applicable for this Offer.

Brokers to the Offer

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

Debenture Trustees

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

Monitoring Agency

As the Net Proceeds of the Offer is more than ₹5,000 Lakhs, under the provisions of Regulation 262 of SEBI ICDR Regulations, it is mandatory that a monitoring agency is appointed by our Company. The Company shall appoint the Monitoring Agency prior to filing of the Red Herring Prospectus with the RoC.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

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

Our Company has received written consent dated June 25, 2025 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated June 25, 2025 on our restated consolidated financial information; and (ii) its report dated June 29, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 27, 2025 from the Architect namely, M/s. Sahil Khatri, Principal Architect to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Certificate dated June 27, 2025 issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities

Indcap Advisors Private Limited and Marwadi Chandarana Intermediaries Brokers Private Limited, being the two Book Running Lead Managers, will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Offer. Statement of inter se allocation of responsibilities is provided below:

Activities	Responsibility	Coordinator
Due diligence of the Company including its operations/management/business plans/legal etc and coordination with the legal counsel of the Company. Drafting, design and filing of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of RHP, Prospectus and RoC filing.	BRLMs	Indcap
Capital structuring with the relative components and formalities such as type of instruments, allocation between primary and secondary, etc.		
Drafting and approval of statutory advertisements	BRLMs	Indcap
Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc.	BRLMs	MCIBPL
Appointment of all intermediaries such as Registrar(s), Printer(s), Monitoring Agency, Banker(s) to the Issue and Sponsor Banker to the Issue and Advertising agency) Underwriters, Market Makers, Bankers to the Offer, finalizing Issue Materials, advertising agency, including co-ordination for agreements to be entered with such parties.	BRLMs	Indcap
Preparation of road show presentation and frequently asked question	BRLMs	MCIBPL
Domestic Institutional Marketing of the Issue, which will cover, inter alia: - Finalising the list and division of domestic investors for one-to-one meetings - Finalizing domestic road show schedules and investor meeting schedule	BRLMs	MCIBPL
Non-institutional marketing of the Issue, which will cover, inter alia, Finalising media, marketing and public relations strategy including list of frequently asked questions at non-institutional road shows; and	BRLMs	MCIBPL

Activities	Responsibility	Coordinator
Finalising centres for holding conferences for brokers, etc.;		
Individual Investor Marketing of the Issue, which will cover, inter alia, - Formulating marketing strategies, preparation of publicity budget - Finalizing Media and PR strategy - Finalizing centres for holding conferences for brokers, etc. - Finalizing collection centres; and - Follow-up on distribution of publicity and Issue material including application form, prospectus and deciding on the quantum of the Issue material	BRLMs	MCIBPL
Coordination with Stock-Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	MCIBPL
Managing the book and finalization of pricing in consultation with the Company	BRLMs	MCIBPL
Post-Offer activities, which shall involve essential follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, payment of applicable Securities Transaction Tax on behalf of the Promoter Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Issue, Bankers to the Issue, Sponsor Banks, SCSBs including responsibility for underwriting arrangements, as applicable.	BRLMs	Indcap
Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the initial and final post-Issue report to SEBI.		

BOOK BUILDING PROCESS

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Managers in accordance with the Book Building Process and advertised in all editions of [●] (a widely circulated English daily national newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation at least two working days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers in accordance with the Book Building Process after the Bid/Offer Closing Date.

Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Managers, in this case being Indcap Advisors Private Limited and Marwadi Chandarana Intermediaries Brokers Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Managers;
- The Registrar to the Offer, in this case being Cameo Corporate Services Limited;
- The Escrow Collection Banks/ Bankers to the Offerand
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLMs allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or

above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders in the following manner: (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with Application size of more than ₹10 lakhs; and (c) any 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, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Individual Bidders can revise their Bids (upward revision) during the Bid/Offer Period until the Bid/Offer Closing Date.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Individual Investors' Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investors' Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “Offer Procedure” beginning on page 317 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “Offer Procedure” on page 317 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%

2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLMs, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Offer Procedure” on page 317 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Offer Program:

Event	Indicative Dates
Bid/Offer Opening Date [^]	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

[^]Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Managers. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public offer to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being offer closing date. Our Company shall follow the timelines provided under the aforementioned circular.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 4.00 p.m. (IST) for Individual and Non-Individual Bidders.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 4.00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLMs are liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Applicants can revise (upwards modification) their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE OFFER

Our Company in consultation with the BRLMs, reserve the right not to proceed with the Offer at any time before the Bid/Offer Opening Date without assigning any reason thereof.

If our Company withdraw the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and price band advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Offer after the Bid/Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining the final listing and trading approval of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment.

UNDERWRITING AGREEMENT

This Offer is 100% underwritten. The Underwriting agreement is dated June 29, 2025. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Offer:

Details of the Underwriter	No. of Shares Underwritten	Amount Underwritten	% of total Offer size underwritten
Indcap Advisors Private Limited	Upto 8,61,300	[●]	15%
Marwadi Chandarana Intermediaries Brokers Private Limited	Upto 48,80,700	[●]	85%

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Managers have agreed to underwrite to a minimum extent of 15% of the Offer out of its own account. In the opinion of the Board of Directors (based on certificates given by the Underwriters), the resources of the above- mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Market Maker

Name:	[●]
Address:	[●]
Tel No:	[●]
Fax No:	[●]
Contact Person:	[●]
Email:	[●]
Website:	[●]
Contact Person:	[●]
SEBI Registration No.:	[●]

Our Company and the Book Running Lead Managers, have entered into an agreement dated [●] with [●], a Market Maker registered with SME Platform of BSE in order to fulfill the obligations of Market Making.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every blackout period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE from time to time.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
6. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

9. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
10. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange to decide controllable and uncontrollable reasons would be final.
11. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
12. The Market Maker shall have the right to terminate the said arrangement by giving three months-notice or on mutually acceptable terms to the Book Running Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

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

13. **Risk containment measures and monitoring for Market Maker:** SME Platform of BSE will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At- Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
14. **Punitive Action in case of default by Market Maker:** SME Platform of BSE will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non- compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

15. **Price Band and Spreads:** SEBI Circular bearing reference no: *CIR/MRD/DP/ 02/2012* dated *January 20, 2012*, has laid down that for Offer size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
 - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

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

The following spread will be applicable on the SME Platform:

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

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

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

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

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

CAPITAL STRUCTURE

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

(₹ In Lakh except the share data)

Sr. No.	Particulars	Aggregate Value at Nominal value	Aggregate value at Offer price ⁽¹⁾
A.	Authorized Share Capital		
	2,50,00,000 Equity Shares of face value of ₹ 10/- each	2,500.00	-
B.	Issued, Subscribed and Paid-Up Equity Share Capital before the Offer ⁽²⁾		
	1,66,80,086 Equity Shares of face value of ₹ 10/- each	1,668.01	-
C.	Present Offer in terms of the Draft Red Herring Prospectus ⁽³⁾		
	Offer of up to 57,42,000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share (including share premium of ₹ [●] per Equity Share)	[●]	[●]
	Comprising of:		
	Fresh Issue of up to 45,96,000 Equity Shares of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] by our Company.	[●]	[●]
	Offer for Sale by the Promoter Selling Shareholders of up to 11,46,000 Equity Shares of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] by our Promoter Shareholders.	[●]	[●]
D.	Reservation for Market Maker portion		
	[●] Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share (including share premium of ₹ [●] per Equity Share)	[●]	[●]
E.	Net Offer to the Public		
	[●] Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share (including share premium of ₹ [●] per Equity Share)	[●]	[●]
	Of which:		
	Not more than [●] Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Not Less than [●] Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not less than [●] Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share will be available for allocation to Individual Investors	[●]	[●]
F.	Issued, Subscribed and Paid-up Share Capital after the Offer		
	Up to [●] Equity Shares of face value of ₹ 10/- each	[●]	-
G.	Securities Premium Account		
	Before the Offer	NIL	
	After the Offer	[●]	

(1) To be finalized upon determination of Offer Price

(2) As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

(3) The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 30, 2025 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting (EGM) held on June 07, 2025 as per applicable provisions of the Companies Act, 2013.

(4) The Equity Shares being offered by each of the Promoter Selling Shareholders are eligible to be offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholder has, severally and not jointly, consented to the sale of their respective portion of the Offered Shares in the Offer for Sale. For further details on the authorizations of the Promoter Selling Shareholders in relation to the Offered Shares, see the sections titled “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 62 and 282 respectively.

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

CLASS OF SHARES

Our Company has only one class of shares i.e. Equity shares of ₹10/- each and all Equity Shares are ranked pari-passu in all respects. All Equity Shares issued are fully paid-up as on date of the Draft Red Herring Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE:

The present Public Offer upto 57,42,000 Equity Shares comprising of Fresh Issue upto 45,96,000 Equity shares and an Offer for Sale by the Promoter Selling Shareholders upto 11,46,000 Equity Shares have been authorized by the Board of Directors of our Company at its meeting held on May 30, 2025 and was approved by the Shareholders of the Company by Special Resolution at the Extra Ordinary General Meeting held on June 07, 2025 as per the as per applicable provisions of the Companies Act, 2013. The Promoter Selling Shareholders in Offer for Sale have given their consent to participate in the Offer vide their consent letters dated June 20, 2025 and June 21, 2025.

1. Changes in the Authorized Share Capital of our Company

Since incorporation of our Company, the authorized equity share capital of our Company has been changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Face Value (₹)	Cumulative Authorized Share Capital (₹ in Lakhs)	Date of Meeting	Whether AGM/ EGM
1.	Upon Incorporation *	100,000	10.00	10.00	N.A.	N.A.
2.	Increase in Authorized Share Capital from ₹ 10.00 lakh to ₹ 100.00 Lakhs	10,00,000	10.00	100.00	January 31, 2008	EGM
3.	Increase in Authorized Share Capital from ₹ 100.00 Lakhs to ₹ 110.00 Lakhs	11,00,000	10.00	110.00	September 19, 2012	AGM
4.	Increase in Authorized Share Capital from ₹ 110.00 Lakh to ₹ 1285.00 Lakhs	1,28,50,000	10.00	1,285.00	March 30, 2013	EGM
5.	Increase in Authorized Share Capital from ₹ 1285.00 Lakh to ₹ 1400 Lakhs	1,40,00,000	10.00	1,400.00	June 27, 2014	EGM
6.	Increase in Authorized Share Capital from ₹ 1400 Lakhs to ₹ 1500 Lakhs	1,50,00,000	10.00	1,500.00	November 22, 2014	EGM
7.	Increase in Authorized Share Capital from ₹ 1500 Lakhs to ₹ 2500 Lakhs	2,50,00,000	10.00	2,500.00	May 12, 2025	EGM

*The date of incorporation of the Company is October 06, 2003.

2. History of Issued and Paid-Up Share Capital of our Company

a) Equity Share Capital

The history of the issued and paid-up equity share capital of our Company is set forth below:

Date of allotment	No. of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹ in Lakhs)
Upon Incorporation - October 06, 2003	10,000	10.00	10.00	Cash	Subscriber to the MOA ⁽¹⁾	10,000	1.00
March 15, 2007	3,000	10.00	10.00	Cash	Further Issue ⁽²⁾	13,000	1.30
August 28, 2012	9,87,000	10.00	10.00	Cash	Further Issue ⁽³⁾	10,00,000	100.00
December 28, 2012	90,000	10.00	10.00	Cash	Further Issue ⁽⁴⁾	10,90,000	109.00
March 30, 2013	5,000	10.00	10.00	Cash	Further Issue ⁽⁵⁾	10,95,000	109.50
May 03, 2013	1,16,99,920	10.00	10.00	Other than Cash (in lieu of business takeover of "FCML project")	In lieu of purchase of business of "FCML Projects" ⁽⁶⁾	1,27,94,920	1,279.49
October 08, 2013	20	10.00	10.00	Cash	Further Issue ⁽⁷⁾	1,27,94,940	1,279.49
October 08, 2013	27,804	10.00	10.00	Other than Cash (in lieu of business takeover of FCML project)	In lieu of purchase of business of FCML Projects for final settlement ⁽⁸⁾	1,28,22,744	1,282.27
June 30, 2014	10,00,000	10.00	10.00	Conversion of unsecured loan into equity	Private Placement ⁽⁹⁾	1,38,22,744	1,382.27
December 05, 2014	10,04,000	10.00	10.00	Cash	Private Placement ⁽¹⁰⁾	1,48,26,744	1,482.67
September 12, 2023	(37,06,685)	10.00	34.39	Cash	Buyback ⁽¹¹⁾	1,11,20,059	1,112.01
June 07, 2025 [^]	55,60,027	10.00	NA	Other than Cash	Bonus Issue (in the ratio of 1:2) ⁽¹²⁾	1,66,80,086	1,668.01

- (1) The initial subscribers to the Memorandum of Association subscribed to 10,000 Equity Shares, on October 06, 2003 each with a face value of ₹ 10.00 each, as outlined below:

Sr. No.	Name of Allottees	No. of Equity Shares allotted
1	Nirmal Khandelwal	4,000
2	Abhinav Khandelwal	3,000
3	Madhu Khandelwal	3,000
Total		10,000

- (2) Allotment of 3,000 Equity Shares of ₹ 10.00/- each on March 15, 2007 pursuant to Further Issue as outlined below:

Sr. No.	Name of Allottees	No. of Equity Shares allotted
1.	Nirmal Khandelwal	1,000
2.	Abhinav Khandelwal	1,000
3.	Madhu Khandelwal	1,000
Total		3,000

- (3) Allotment of 9,87,000 Equity Shares of ₹ 10.00/- each on August 28, 2012 on Further Issue as outlined below:

Sr. No.	Name of Allottees	No. of Equity Shares allotted
1.	Nirmal Khandelwal	3,29,000
2.	Abhinav Khandelwal	3,29,000
3.	Madhu Khandelwal	3,29,000
Total		9,87,000

- (4) Allotment of 90,000 equity shares at ₹10.00/- each on December 28, 2012 pursuant to Further Issue as outlined below:

Sr. No.	Name of Shareholder	No. of Equity Shares allotted
1.	Nirmal Khandelwal	30,000
2.	Abhinav Khandelwal	30,000
3.	Madhu Khandelwal	30,000
Total		90,000

- (5) Allotment of 5,000 equity shares at ₹10.00/- each on March 30, 2013 pursuant to Further Issue as outlined below:

Sr. No.	Name of Shareholder	No. of Equity Shares allotted
1.	Nirmal Khandelwal	1,000
2.	Abhinav Khandelwal	2,000
3.	Madhu Khandelwal	2,000
Total		5,000

- (6) Allotment of 1,16,99,920 equity shares at ₹10.00/- each on May 03, 2013 pursuant to Further Issue for consideration other than cash (in lieu of purchase of business of M/s FCML Projects) as outlined below:

Sr. No.	Name of Shareholder	No. of Equity Shares allotted
1.	Nirmal Khandelwal	38,62,250
2.	Abhinav Khandelwal	34,83,180
3.	Madhu Khandelwal	43,54,490
Total		1,16,99,920

- (7) Allotment of 20 equity shares at ₹10.00/- each on October 08, 2013 pursuant to Further Issue for consideration in cash as outlined below:

Sr. No.	Name of Shareholder	No. of Equity Shares allotted
1	Kratika Khandelwal	1
2	Ramesh Khandelwal	1
3	Namita Khandelwal	1

4	Kratant Khandelwal	1
5	Raghuvendra Nath Gupta	1
6	Swarna Lata Gupta	1
7	Rishu Gupta	1
8	Rajat Gupta	1
9	Raj Rani Gupta	1
10	Anuja Gupta	1
11	Anubhav Nath	1
12	Alka Kumar	1
13	Deepak Sarin	1
14	Rekha Sarin	1
15	Sanjeev Bansal	1
16	Ashok Kumar	1
17	Mayank Gupta	1
18	Desh Raj Gupta	1
19	Ravi Raj Gupta	1
20	Mridula Gupta	1
Total		20

- (8) Allotment of 27,804 equity shares at ₹10.00/- each on October 08, 2013 pursuant to Further Issue for consideration other than cash (in lieu final settlement of purchase of business of M/s FCML Projects) as outlined below:

Sr. No.	Name of Shareholder	No. of Equity Shares allotted
1.	Nirmal Khandelwal	9,259
2.	Abhinav Khandelwal	9,282
3.	Madhu Khandelwal	9,263
Total		27,804

- (9) Allotment of 10,00,000 equity shares on June 30, 2014 pursuant to conversion of unsecured loan (by way of Private Placement) of ₹70.00 Lakh of Abhinav Khandelwal and ₹30.00 Lakh of Nirmal Khandelwal at fair value of shares at ₹10 per equity share as outlined below:

Sr. No.	Name of Allottees	No. of Equity Shares allotted
1.	Nirmal Khandelwal	3,00,000
2.	Abhinav Khandelwal	7,00,000
Total		10,00,000

- (10) Allotment of 10,04,000 equity shares on December 05, 2014 pursuant to Private Placement as outlined below:

Sr. No.	Name of Allottees	No. of Equity Shares allotted
1.	Abhinav Khandelwal	10,00,000
2.	Pallavi Khandelwal	2,000
3.	Savitri Devi	2,000
Total		10,04,000

- (11) Buyback of 37,06,685 equity shares on September 12, 2023 at a premium of ₹ 24.39 as outlined below:

Sr. No.	Name of Shareholders	No. of Equity Shares buyback
1.	Nirmal Khandelwal	43,969
2.	Abhinav Khandelwal	43,969
3.	Madhu Khandelwal	36,16,747
4.	Pallavi Khandelwal	2,000
Total		37,06,685

- (12) 55,60,027 Bonus Shares issued at a ratio of 1:2 shares on June 07, 2025 as outlined below:

Sr. No.	Name of Shareholders	No. of Equity Shares buyback
1.	Nirmal Khandelwal	22,46,270

2.	Abhinav Khandelwal	27,57,756
3.	Madhu Khandelwal	5,56,001
Total		57,60,027

b) Preference Share Capital

Our Company has not issued any preference shares since incorporation.

All equity shares issued by our Company from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus have been made in compliance with Companies Act, 2013 or Companies Act 1956, as applicable.

3. Shares issued for consideration other than cash or out of revaluation reserves or by way of a bonus issue

Our Company has not issued any Equity Shares out of its revaluation reserves. Further, except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash:

Date of Allotment	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Equity Shares
May 03, 2013	10.00	10.00	Shares were allotted in lieu of purchase of business of FCML Projects, a partnership firm where the Directors were partners	Broad basing the Capital	Nirmal Khandelwal	38,62,250
					Abhinav Khandelwal	34,83,180
					Madhu Khandelwal	43,54,490
					Total	1,16,99,920
October 08, 2013	10.00	10.00	Shares were allotted in lieu of purchase of business of FCML Projects a partnership firm where the Directors were partners	Broad basing the Capital	Nirmal Khandelwal	9,259
					Abhinav Khandelwal	9,282
					Madhu Khandelwal	9,263
					Total	27,804
June 07, 2025	10.00	NA	Bonus issue in the ratio of 1:2	Broad basing the Capital	Nirmal Khandelwal	22,46,270
					Abhinav Khandelwal	27,57,756
					Madhu Khandelwal	5,56,001
					Total	57,60,027

- Our Company has not issued or allotted any equity shares or preference shares pursuant to schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2021.
- All transactions in Equity Shares by our Promoter and members of our Promoter group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
- Except as disclosed below, our Company has not issued any Equity Shares at a price lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Equity Shares
June 07, 2025	10.00	NA	Bonus issue at the ratio of 1:2	Broad basing the Capital	Nirmal Khandelwal	22,46,270
					Abhinav Khandelwal	27,57,756
					Madhu Khandelwal	5,56,001
					Total	57,60,027

9. Our Shareholding Pattern:

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

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Draft Red herring Prospectus:

Summary of Shareholding Pattern

Sr. No.	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of partly paid-up equity shares	No. of shares underlying Depository Receipts	Total Nos. of shares held	Shareholding as a % of total no. of shares calculated as per SCRR, 1957) As a % of (A+B+C)	Number of Voting Rights held in each class of securities ¹				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C ²)	Number of Locked in shares ³		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form ⁴
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹ 10/- each ²	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoter & Promoter Group	3	16680082	-	-	16680082	100.00	16680082	-	16680082	100.00	-	100.00	-	-	-	-	16680082
(B)	Public	4	4	-	-	4	Negligible	4	-	4	Negligible	-	Negligible	-	-	-	-	4
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	16680086	-	-	16680086	100.00	16680086	-	16680086	100.00	-	100.00	-	-	-	-	16680086

Note:

¹As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote

² We have only one class of Equity Shares of face value of ₹ 10/- each.

³All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of BSE Limited.

⁴ In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, the Equity Shares held by the Promoters are dematerialized.

10. The shareholding pattern of our Promoters, Promoter Group and Additional Top 10 Shareholders before and after the Offer is set forth below:

- a. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 1,66,80,082 Equity Shares, equivalent to 100% of the issued, subscribed and paid-up equity share capital of our Company (shareholding by public shareholders is negligible), as set forth in the table below:

S.No.	Pre-Offer Shareholding as at the Date of Advertisement			Post-Offer Shareholding as at Allotment ⁽³⁾			
	Shareholders	Number of Equity Shares ⁽²⁾	Share holding (in%)* ⁽²⁾	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Share Holding (in %) ⁽²⁾
	PROMOTER AND PROMOTER GROUP ⁽¹⁾						
1.	Nirmal Khandelwal	67,38,810	40.40	[●]	[●]	[●]	[●]
2.	Abhinav Khandelwal	82,73,269	49.60	[●]	[●]	[●]	[●]
3.	Madhu Khandelwal	16,68,003	10.00	[●]	[●]	[●]	[●]
Total		1,66,80,082	100.00%	[●]	[●]	[●]	[●]

* Rounded Off

1) There is no Promoter Group shareholder.

2) Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-offer and price band advertisement until date of prospectus.

3) Based on the Offer price of ₹[●] and subject to finalization of the basis of allotment.

11. List of our Major Shareholders:

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

(A) List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of the pre-Offer Equity Share Capital*
1.	Nirmal Khandelwal	67,38,810	40.40
2.	Abhinav Khandelwal	82,73,269	49.60
3.	Madhu Khandelwal	16,68,003	10.00
Total		1,66,80,082	100.00

*Rounded Off

Notes: Details as on June 29, 2025 being the date of this DRHP

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of the pre-Offer Equity Share Capital*
1.	Nirmal Khandelwal	67,38,810	40.40
2.	Abhinav Khandelwal	82,73,269	49.60
3.	Madhu Khandelwal	16,68,003	10.00
Total		1,66,80,082	100.00

*Rounded Off

Notes: Details as on June 19, 2025 being the date ten days prior to the date of this DRHP

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of the pre-Offer Equity Share Capital*
1.	Nirmal Khandelwal	44,92,540	40.40
2.	Abhinav Khandelwal	55,15,513	49.60
3.	Madhu Khandelwal	11,12,006	10.00
Total		1,11,20,059	100.00

*Rounded Off

Notes: Details as on June 30, 2024 being the date one year prior to the date of this DRHP

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of the pre-Offer Equity Share Capital*
1.	Nirmal Khandelwal	45,36,509	30.60
2.	Abhinav Khandelwal	55,59,482	37.50
3.	Madhu Khandelwal	47,28,753	31.90
Total		1,48,26,744	100.00

*Rounded Off

Notes: Details as on June 30, 2023, being the date two years prior to the date of this DRHP

12. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

13. Other than as disclosed in this chapter, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

As on the date of filing the Draft Red Herring Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present offer or from the date the application moneys are refunded on account of failure of the Offer, after seeking and obtaining all the approvals which may be required.

14. Capital Build-up of Promoters' shareholding, Promoters' contribution and Lock-in:

Shareholding of the Promoters of our Company:

As on the date of the Draft Red Herring Prospectus, our Promoters Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal hold a total 1,66,80,082 Equity Shares representing 100% of the pre-issued, subscribed and paid-up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows:

Date of Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per shares	Nature of Consideration	Nature of Issue (Allotment / Transfer)	% of Pre- Offer equity share Capital	% of Post Offer equity share Capital
Nirmal Khandelwal (A)							
On Incorporation	4,000	10.00	10.00	Cash	Subscription to Memorandum of Association	0.02%	[●]
March 15, 2007	1,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
August 28, 2012	3,29,000	10.00	10.00	Cash	Further Issue	1.97%	[●]
December 28, 2012	30,000	10.00	10.00	Cash	Further Issue	0.18%	[●]

Date of Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per shares	Nature of Consideration	Nature of Issue (Allotment / Transfer)	% of Pre- Offer equity share Capital	% of Post Offer equity share Capital
March 30, 2013	1,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
May 03, 2013	3,86,2250	10.00	10.00	Other than cash	In lieu of business purchased of FCML Projects	23.15%	[●]
October 08, 2013	9,259	10.00	10.00	Other than cash	In lieu of business purchased of FCML Projects – for Final Settlement	0.06%	[●]
June 30, 2014	3,00,000	10.00	10.00	Other than cash	Conversion of unsecured loan	1.80%	[●]
September 12, 2023	(43,969)	10.00	34.39	Cash	Buyback of Shares	(0.26%)	[●]
June 07, 2025	22,46,270	10.00	NA	Other than Cash	Bonus Issue (in the ratio of 1:2)	13.47%	[●]
Sub-Total (A)	67,38,810					40.40%	[●]
Abhinav Khandelwal (B)							
On Incorporation	3,000	10.00	10.00	Cash	Subscription to Memorandum of Association	0.02%	[●]
March 15, 2007	1,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
August 28, 2012	3,29,000	10.00	10.00	Cash	Further Issue	1.97%	[●]
December 28, 2012	30,000	10.00	10.00	Cash	Further Issue	0.18%	[●]
March 30, 2013	2,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
May 03, 2013	34,83,180	10.00	10.00	Other than cash	In lieu of business purchased of FCML Projects	20.88%	[●]
October 08, 2013	9,282	10.00	10.00	Other than cash	In lieu of business purchased of FCML Projects for Final Settlement	0.06%	[●]
June 30, 2014	7,00,000	10.00	10.00	Other than cash	Conversion of unsecured loan	4.20%	[●]
December 05, 2014	10,00,000	10.00	10.00	Cash	Private Placement	6.00%	[●]
March 20, 2015	20	10.00	10.00	Cash	Transfer from 20 individual shareholders, names provided below\$	Negligible	[●]
August 31, 2015	2,000	10.00	10.00	Cash	Transfer from Savitri Devi	0.01%	[●]

Date of Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per shares	Nature of Consideration	Nature of Issue (Allotment / Transfer)	% of Pre- Offer equity share Capital	% of Post Offer equity share Capital
September 12, 2023	(43,969)	10.00	34.39	Cash	Buyback of Shares	(0.26%)	[●]
June 07, 2025	27,57,756	10.00	NA	Other than Cash	Bonus Issue (in the ratio of 1:2)	16.53%	[●]
Sub-Total (B)	82,73,269					49.60%	[●]
Madhu Khandelwal (C)							
On Incorporation	3,000	10.00	10.00	Cash	Subscription to Memorandum of Association	0.02%	[●]
March 15, 2007	1,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
August 28, 2012	3,29,000	10.00	10.00	Cash	Further Issue	1.97%	[●]
December 28, 2012	30,000	10.00	10.00	Cash	Further Issue	0.18%	[●]
March 30, 2013	2,000	10.00	10.00	Cash	Further Issue	0.01%	[●]
May 03, 2013	43,54,490	10.00	10.00	Other than cash	In lieu of purchase of business of FCML Projects	26.11%	[●]
October 08, 2013	9,263	10.00	10.00	Other than cash	In lieu of purchase of business of FCML Projects for Final Settlement	0.06%	[●]
September 12, 2023	(36,16,747)	10.00	34.39	Cash	Buyback of Shares	(21.68%)	[●]
December 06, 2024	(4)	10.00	10.00	Cash	Transfer of 1 share each to 4 employees*	Negligible	
June 07, 2025	5,56,001	10.00	NA	Other than Cash	Bonus Issue (in the ratio of 1:2)	3.33%	[●]
Sub-Total (C)	16,68,003					10.00%	[●]
Total (A+B+C)	1,66,80,082					100.00%	[●]

* Deepak Kumar Dwivedi, Surender Kumar Sharma, Anupam Sodhi and Gurmit Shoor

§ Kratika Khandelwal, Ramesh Khandelwal, Namita Khandelwal, Kratan Khandelwal, Raghuvendra Nath Gupta, Swarna Lata Gupta, Rishu Gupta, Rajat Gupta, Raj Rani Gupta, Anuja Gupta, Anubhav Nath, Alka Kumar, Deepak Sarin, Rekha Sarin, Sanjeev Bansal, Ashok Kumar, Mayank Gupta, Desh Raj Gupta, Ravi Raj Gupta and Mridula Gupta.

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.

15. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors. One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked- in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *#
1.	Nirmal Khandelwal	67,38,810	6.67
2.	Abhinav Khandelwal	82,73,269	6.67
3.	Madhu Khandelwal	16,68,003	6.67

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares by way of allotment.

#Based on Certificate dated June 29, 2025 from Statutory Auditors of the Company M/s. Bhojak Lunawat and Company, Chartered Accountants.

17. We have 7 (Seven) shareholders as on the date of filing of the Draft Red Herring Prospectus.
18. As on the date of the Draft Red Herring Prospectus, our Promoters and Promoters' Group hold a total Equity Shares of 1,66,80,082 representing 100% of the pre-offer paid up share capital of our Company (shareholding by public shareholders is negligible).
19. There has been no acquisition, sale or transfer of Equity Shares by our Promoters, Promoter Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Draft Red Herring Prospectus other than the following:

Date of Allotment / Transfer	Name of Shareholder	No. of Equity Shares allotted / Transferred / Acquired	% of Pre - Offer Capital	Subscribed / Acquisition / Disposal	Category of Allottees (Promoters / Promoter Group)
December 06, 2024	Madhu Khandelwal	1	Negligible	Disposal by way gift to Deepak Kumar Dwivedi	Promoter
December 06, 2024	Madhu Khandelwal	1	Negligible	Disposal by way gift to Surender Kumar Sharma	Promoter
December 06, 2024	Madhu Khandelwal	1	Negligible	Disposal by way gift to Anupam Sodhi	Promoter
December 06, 2024	Madhu Khandelwal	1	Negligible	Disposal by way gift to Gurmit Shoor	Promoter
June 07, 2025	Nirmal Khandelwal	22,46,270	13.47%	Subscribed to Bonus Shares	Promoter
	Abhinav Khandelwal	27,57,756	16.53%	Subscribed to Bonus Shares	Promoter
	Madhu Khandelwal	5,56,001	3.33%	Subscribed to Bonus Shares	Promoter

20. The members of the Promoters' Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Red Herring Prospectus.

21. Details of Promoters' Contribution locked in for three years:

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

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

We further confirm that Minimum Promoters Contribution of 20.00% of the post offer Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund or Foreign Venture Capital Investor or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

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

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

The details of Minimum Promoters' Contribution are as follows:

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	%of Pre- Offer Capital	%of post Offer Capital	Date up to which Equity Shares Are subject to Lock in
Nirmal Khandelwal								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Abhinav Khandelwal								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Madhu Khandelwal								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total			[•]	[•]	[•]	[•]	[•]	[•]

** Total number of Equity Shares held by all the Promoters as on the date of Draft Red Herring Prospectus are offered for the purpose of minimum Promoters' Contribution which will be locked in for a period of three years.*

All the Equity Shares held by the Promoters / members of the Promoters' Group are already dematerialized as on date of this Draft Red Herring Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of [•] % of the Post Offer Capital of our Company as mentioned above does not consist of ineligible securities and are hence eligible. Details provided below:

Reg. No	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. Hence Eligible
237 (1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issue or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution.	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible

Reg. No	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1)(b)	Specified securities acquired by the promoter's 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.	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Not Applicable.</u>
237 (1)(c)	Specified securities allotted to the promoter and alternative investment funds 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 issue 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 promoter of the issue and there is no change in the management.	The minimum Promoter's contribution does not consist of Equity Shares allotted to alternative investment funds. <u>Hence Not Applicable.</u>
237 (1)(d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Not Applicable.</u>

22. Details of Promoters' Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018, fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer

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

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-offer capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 4 (four) Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

24. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment

25. Inscription or recording of non-transferability:

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

26. Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Offer and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by the Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

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

27. Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter (s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than Promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoters and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

28. Our Company, our Directors and the Book Running Lead Managers to this Offer have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
29. As on date of the Draft Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be issued fully paid-up equity shares.
30. Neither the Book Running Lead Managers, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
31. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to the public at large.
32. As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
33. As per RBI regulations, OCBs are not allowed to participate in this offer.
34. Our Company has not raised any bridge loan against the proceeds of this Offer. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
35. There are no Equity Shares against which depository receipts have been issued.
36. As on date of the Draft Red Herring Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
37. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.

38. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
39. Since present offer is a Book Built Offer, the allocation in the net offer to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
- a. not less than thirty-five per cent to the 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
40. 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.

41. In accordance with regulation 268 of the SEBI (ICDR) Regulation, an over-subscription of not more than 10% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to locking shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
42. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled “*Offer Procedure*” beginning on page 317 of this Draft Red herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
43. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the Offer to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the offer.
44. Our Promoters and the members of our Promoters’ Group will not participate in this Offer, except to the extent of shares offered for sale by our promoter selling shareholders.
45. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters’ Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
46. The Book Running Lead Managers and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of upto 45,96,000 Equity Shares aggregating up to ₹ [●] lakhs by our Company and the Offer for Sale of up to 11,46,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholders. For details, see “*The Offer*” beginning on page 62.

OFFER FOR SALE

The object of the Offer for Sale is to allow the Selling Shareholders to sell up to 11,46,000 Equity Shares of face value of ₹ 10 each held by them aggregating up to ₹ [●] lakhs.

Set forth hereunder are the details of the number of Equity Shares offered by the Selling Shareholders in the Offer:

Name of the Selling Shareholder	Type	Number of Equity Shares Offered
Abhinav Khandelwal	Promoter Selling Shareholder	Up to 57,600 Equity Shares aggregating up to ₹ [●] lakhs
Nirmal Khandelwal	Promoter Selling Shareholder	Up to 8,00,400 Equity Shares aggregating up to ₹ [●] lakhs
Madhu Khandelwal	Promoter Selling Shareholder	Up to 2,88,000 Equity Shares aggregating up to ₹ [●] lakhs

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, net of their respective proportion of the Offer related expenses and the relevant taxes thereon.

FRESH ISSUE

REQUIREMENT OF FUNDS

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

1. Opening of new Premium Luxury BathDetails and Wood & Boundless format stores;
2. Meeting the incremental long term Working Capital requirements;
3. Advertisement and marketing expenses towards enhancing the awareness and visibility of our brand;
4. Expenditure for (1) Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and (2) Renovation of our Registered Office situated at Delhi
5. Repayment of Term Loan availed by our Company;
6. General Corporate Purposes.

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

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the proposed activities to be funded from the Net Proceeds for which the funds are being raised by us in this Offer.

Further, our Company expects to receive the benefits of listing of our Equity Shares on the SME Platform of BSE, including enhancement of Company’s visibility and brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

NET PROCEEDS

The details of the proceeds from the Fresh Issue are summarised in the following table:

(₹ in lakhs)

Particulars	Estimated amount
Gross Proceeds of the Fresh Issue ⁽¹⁾	[●]

(Less) Offer related expenses in relation to the Fresh Issue ⁽²⁾⁽³⁾	[●]
Net Proceeds⁽²⁾	[●]

(1) Subject to full subscription of the Fresh Issue component.

(2) For details, please see "Offer Related Expenses" on page 119.

(3) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in accordance with the details provided in the table below:

(₹ in lakhs)

S. No.	Particulars	Estimated amount
1.	Opening of new Premium Luxury BathDetails and Wood & Boundless format stores	996.12
2.	Meeting the long term Working Capital requirements	3,418.05
3.	Advertisement and marketing expenses towards enhancing the awareness and visibility of our brand	1,095.56
4.	Expenditure for (1) Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and (2) Renovation of our Registered Office situated at Delhi	773.32
5.	Repayment of Term Loan availed by our Company	Upto 327.97
6.	General Corporate Purposes ⁽¹⁾⁽²⁾	[●]
	Total	[●]

(1) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) The amount utilized for general corporate purposes shall not exceed 15% of the amount being raised by the issuer or ₹ 1,000 lakhs, whichever is less, in accordance with the SEBI ICDR Regulations.

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

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

(₹ in lakhs)

Particulars	Total Estimated Amount	Amount spent on the Objects as on the date of DRHP	Amount to be Financed from Net Proceeds	Estimated deployment of the Net Proceeds in	
				FY 2025-26	FY 2026-27
Opening of new Premium Luxury BathDetails and Wood & Boundless stores (A)	996.12	NIL	996.12	498.06	498.06
Meeting the long term Working Capital Requirements (B)	3,418.05	NIL	3,418.05	2,885.41	532.64
Advertisement and marketing expenses towards enhancing the awareness and visibility of our brand (C)	1095.56	NIL	1095.56	602.85	492.71
(i) Branding / Rebranding	155.00	Nil	155.00	135.00	20.00
(ii) Digital Presence & Content Creation					
- Enhancement of Digital Brand Presence	75.00	Nil	75.00	50.00	25.00
- Social Media - Content Creation & Posting Agency	84.00	Nil	84.00	36.00	48.00
- Product digital content and Social Media Advertisements	149.73	Nil	149.73	58.75	90.98
(iii) Business Promotions	573.18	Nil	573.18	294.3	278.88
(iv) Print Media	58.65	Nil	58.65	28.80	29.85
Expenditure for (1) Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and (2) Renovation of our Registered Office situated at Delhi (D)	773.32	NIL	773.32	189.60	583.72
Repayment of Term Loan availed by our Company (E)	327.97	NIL	327.97	327.97	-
General Corporate Purposes (F) ⁽¹⁾⁽²⁾	[●]	[●]	[●]	[●]	[●]
Total (A+B+C+D+E+F)	[●]	[●]	[●]	[●]	[●]

- (1) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.
- (2) The amount utilized for general corporate purposes shall not exceed 15% of the amount being raised by the issuer or ₹ 1,000 lakhs, whichever is less, in accordance with the SEBI ICDR Regulations.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, current and valid quotations from vendors, market conditions and other external commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. For further details, see “Risk Factors - Risk Factor 47 – *Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval*” on page 51. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial condition, business and growth strategies, ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, access to capital, variation in cost estimates and other external factors such as changes in the business environment, market conditions, regulatory frameworks and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, as may be determined by our Company, in accordance with applicable laws.

If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes (to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations) or any other Object.

DETAILS OF UTILIZATION OF NET PROCEEDS

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

Details of the Objects of the Offer

I. Opening of new Premium Luxury BathDetails and Wood & Boundless stores

We are a retailer of home interiors, specializing in luxury bathroom, kitchen, and wooden flooring solutions. We primarily sell our product through 11 stores with presence in 9 states across India spread across a total operational area of 90,987 sq ft as on the date of DRHP and therefore our stores form an important part of our retail distribution strategy. Purchasing home interior is a personal experience, which requires customers to physically examine products, assess quality, and try the products to ensure perfect fit and style. We try to enhance our in -store experience by offering wide selection of products and through presence of our sales executives at each store, which provides on - ground assistance to our customers on aspects related to availability of design, sizes, materials and quality or customization of size and designs, which helps fostering relationships and trust that translate into sales and brand loyalty. We have expanded our footprint from 9 stores as on Fiscal 2023 to 11 stores as on Fiscal 2025 in 8 states and 1 union territory with an expansion of total operational area from 82,839 sq ft in Fiscal 2023 to 87,747 in Fiscal 2025. This has resulted in our revenue growing at a CAGR of 10.77 % from ₹ 16,319.02 Lakhs as of Fiscal, 2023 to ₹ 20,022.51 Lakhs as of Fiscal, 2025.

We retail our ultra luxury products primarily through our store format “FCML” which target customers in the ultra – luxury home interior products. Further, we have also experimented at one of our existing COCO store located at Delhi to include different store format, i.e., “Bath Details” at a single location in order to efficiently utilize the real estate and provide an opportunity to our customers to experience all our products across categories and price point at one location. At such store, different store format is located at different levels, maintaining their own independent store characteristics, such as look, products offered, dedicated employees for Bath Details. We believe that such a strategy not only provide operational synergies, it also provides an opportunity for us to increase cross-selling opportunities by introducing our customers to various store formats and expand their buying opportunities. In addition, we endeavour to continuously undertake refurbishment of our existing stores to reflect recent trends and align customer expectations of a store experience with contemporary aesthetics.

In line with our strategy to enter into the premium luxury segment, we intend to establish 6 new COCO stores in the next two Financial Years, FY 2025-26 and FY 2026-27, which will include 4 standalone Bathroom Stores under our Premium Luxury store format “BathDetails”⁽¹⁾, and 2 standalone wooden flooring stores under our private label brand, “Wood & Boundless”⁽²⁾ for targeting customers in the premium luxury category price points.

Store Type	Total number of stores to be opened	Mumbai	Delhi
BathDetails	4	2	2
Wood & Boundless	2	1	1
Total	6	3	3

(1) BathDetails is our Premium Luxury store and online (hybrid) platform, which integrates bathroom solutions with an online interface, which will help architects as well as our customers to visualize our products more effectively.

(2) Wood & Boundless is our exclusive private label brand, offering premium engineered wood flooring at an accessible price point.

While our Company has currently not identified the precise locations where the New Stores will be established, the same will be undertaken basis a combination of factors including an analysis primarily focused on, among others, the demographics of such location, existing businesses in the surrounding areas, the site quality such as site visibility, footfall generation, accessibility and the feasibility of the location to the customers. While we currently propose each of such premise to be taken on a leasehold basis. Our Company will fund all costs in relation to lease of such premises (such as security deposits and advance rentals) from internal accruals. Our Board, by way of its resolution dated June 25, 2025, approved the proposal to set up the 6 new stores.

Our Company will be required to incur various fit-out costs for making these New Stores operational. The estimated cost for the fit outs will depend on the format and the estimated size of such store. The size of our stores varies across regions and is dependent on various factors such as the availability of suitable locations, addressable market, lease rentals, etc. We have assumed an average store size of 3000 square feet and 2800 square feet for Wooden Flooring Stores and Bathroom Stores respectively, for the purpose of calculating the fit-out costs on the basis of average size of the existing stores. However, the size and format of each New Store may vary based on factors such as locations, rental costs, target addressable market, estimated demand and other related commercial considerations.

We propose to utilise an estimated amount of ₹ 996.12 lakhs from the Net Proceeds towards fit-out cost of these six stores. The proposed schedule for establishment of the new stores, along with estimated cost in the next two Financial Years FY 2025-26 and FY 2026-27 is as follows:

(₹. in Lakhs)			
Store Type	Total number of stores to be opened	Number of stores to be opened in FY 2025-26	Number of stores to be opened in FY 2026-27
Bathroom Stores	4	2	2
Wooden Flooring Stores	2	1	1
Total	6	3	3

Deployment Schedule:

Store Type	Total number of stores to be opened	Estimated Cost FY 2025-26 (₹ in Lakhs)	Estimated Cost FY 2026-27 (₹ in Lakhs)	Total Estimated Cost (₹ in Lakhs)
Bathroom Stores	4	348.72	348.72	697.43

Wooden Flooring Stores	2	149.35	149.35	298.69
Total	6	498.06	498.06	996.12

- a. The estimated fit-out cost for each Bath Details store includes the following types of works, details and estimated costs for 1 store having a average store size of 2800 square feet of which are provided hereunder:

(₹ in Lakhs)

Particulars (TABLE C1)	Details	Estimated Cost
Civil Work	Includes mezzanine flooring, masonry and plastering, floor and wall tiling, composite and waterproof roof work, lime coating, demolition of existing finishes and plumbing items, debris removal, and UGT and pantry works.	29.70
Metal Work	Includes fabrication and installation of mezzanine MS structures and railings, spiral staircase, façade glazing, grid screens, mezzanine screens and soffits, GI roof drain with support.	30.27
Ceiling Work	Roof cladding with ZCP, supporting MS structures, roof soffit fins, and Shera board installations on mezzanine soffits.	22.26
Paint Work	Paint (Colortek) applied to various interior surfaces.	2.79
Carpentry/Furniture/ Fixtures	Fixed and loose furniture elements such as green panelling, shower panels, basin and WC panels, accessory panels, light fixtures, reception and meeting tables, display units, workspace carpentry, and seating (e.g., chairs).	51.77
Electrical and Miscellaneous	Electrical works (including lighting and HVAC), plumbing, pumps, signage (hoardings), decorative installations (pots, sculptures), AC boxing, and uplighter paneling on retaining walls.	37.59
Total		174.36*

Notes: Total estimated cost as per the Quotation received from M/s DELTA Contracts dated June 23, 2025 valid for a period of six months from the date of quotation. The estimated cost provided above is exclusive of applicable GST.

*Assuming all the 4 stores with an average store size of 2800 sq. ft the total cost for 4 stores would be ₹ 697.43 Lakhs

- b. The fit-out cost for each Wood & Boundless store includes the following types of works, details and estimated costs of which are provided hereunder:

(₹ in Lakhs)

Particulars (TABLE C2)	Details	Estimated Cost
Demolition	The scope of Demolition Work includes the removal and dismantling of: 100mm brick wall, basement store door opening, partition dismantling, wall paint chip-off, partition breakage, staircase railing dismantling, boxing removal, and the table located under the basement stairs.	0.65
Civil Work	The Civil Work scope includes the construction of a basement store wall, plastering of brickwork for the basement store door opening and panel back wall, waterproofing treatment, and PCC flooring.	8.67
Interiors - Partition and sliders for wood floor	The interior scope includes the installation of partition walls and custom sliding systems across the ground and basement floors.	73
Finishes	The finishes include wall paneling using plyboard, application of Gypboard facia on partitions, Micro concrete top coats for repairing both walls and floors, tiling for wet area walls, Floor decking, pantry flush door and new store flush door paneling to match the adjoining wall finishes.	24.27
Paint Work	The paint work includes acrylic paint and textured paint on the main wall. The store's back wall will also be painted. PU matt finish paint, subject to approval, will be applied to the basement display counter table, stair railing, and three AC units to maintain a uniform finish throughout the space.	9.54
Furniture Work	The furniture scope includes the provision of mesh chairs, guest stools, Reception table, Meeting area tables on both the ground floor and the basement floor, and other items including arm chairs, side tables, and a dedicated guards' table.	6.34

Particulars (TABLE C2)	Details	Estimated Cost
Service Charges	The services scope includes electrical work such as wiring, conduits, and installation of MCBs, installation of Lighting fixtures, Plumbing work including removing and replacing the PVC pipe connected to the water outlet near the store room door.	8.96
Miscellaneous	The miscellaneous works include the installation of exterior signage, reception signage, internal wayfinding signages, mirrors, digital display screens etc.	4.18
Other Extra Works	This includes brick wall construction, plywood paneling, pop plaster, PCC floor raising, platform construction, trap door, tiles, waste disposal, pantry painting etc.	13.74
Total		149.35

Notes: Total estimated cost as per the Quotation received from K N T Homes and Design LLP dated June 16, 2025 valid for a period of six months from the date of the quotation. The estimated cost provided above is exclusive of applicable GST.

*Assuming all the 2 stores with an average store size of 3000 sq ft the total cost for 2 stores would be ₹ 298.69 Lakhs

Total Cost Estimate:

(₹ in Lakhs)

Store Type	Total number of stores to be opened	Estimated Cost for each Store	Total Estimated Cost
Bathroom Stores	4	174.36	697.43
Wooden Flooring Stores	2	149.35	298.69
Total	6		996.12

All quotations received from the contractor/ vendor mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the contractor/ vendor and there can be no assurance that the same contractor/ vendor would be engaged eventually to supply the requisite equipment/ fit-outs or supply at the same costs. If there is any increase in the costs of equipment/ fit-outs, the additional costs shall be paid by our Company from its internal accruals or through debts to be availed from lenders. The quantity of equipment/ fit-outs to be purchased is based on the present estimates of our management. We shall have the flexibility to deploy such equipment/ fit-outs according to the business requirement

Methodology for selection of vendor quotation as certified by Architect – Sahil Khatri & Associates dated June 27, 2025

Our estimated costs for our four BathDetails stores and two Wood & Boundless stores are based on valid and existing quotations received from the vendors as mentioned above in the Notes to the Tables C1 and C2. We have received three quotations for the fit-out of Bath Details and three quotations for the fit-out of Wood & Boundless stores.

We have selected M/s DELTA Contracts and K N T Homes and Design LLP for carrying out the entire works for our new stores, as approved by our Board in its meeting dated June 25, 2025, based on the following reasons:

- Competitive Pricing: Submitted the most cost-effective proposal while maintaining the required quality standards, resulting in overall project cost savings.
- Technical Compliance: The technical specifications and proposed methodologies align best with the project requirements, particularly in areas like furniture detailing, electrical integration, and plumbing layout.
- Past Experience: Vendor has demonstrated experience in similar-scale projects, with positive references and a strong portfolio in commercial interiors.
- Lead Time & Execution Capacity: Offered the shortest project timeline and has adequate manpower and infrastructure to ensure timely delivery without compromising on quality.

Government Approvals

In relation to this proposed Object, we are required to obtain certain approvals and/or licenses, which are routine in nature, from certain governmental or local authorities, which include registration of our stores under the shops and establishments legislations of the states where they are located, wherever applicable. We will apply for such approvals, as applicable, in the ordinary course and in accordance with applicable laws.

II. Working capital Expenditure

We have significant working capital requirements, and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals, equity, non-convertible debentures and financing from banks by way of working capital facilities. Our Company requires working capital primarily for financing and/or replenishment of the inventory in our physical stores and warehouse. As we continue to expand our stores footprint, our working capital needs are expected to grow in tandem. This includes the establishment of new physical stores and the scaling up of inventory in our existing stores. Additionally, our strategic expansion into premium luxury segments under store format BathDetails and Wood & Boundless, will further drive the need for increased working capital. Further, investment in inventory is essential not only to supply our new stores but also to increase the range and quantity of products available at our existing stores, including for our private label brands. This helps us serve customers better and supports the Company's efforts to grow its revenue. Therefore, the working capital requirements of our Company shall increase as we continue to increase inventory at existing stores as well as produce additional inventory for new stores.

We intend to utilise ₹ 3418.05 Lakhs to meet the incremental working capital requirements in Fiscal 2026 and Fiscal 2027. We believe that securing funding for our incremental working capital requirements will play a critical role in supporting the targeted growth of both our proposed new store network and our existing store operations.

Basis of estimation of incremental working capital requirement

(a) Existing working capital

The details of our Company's working capital as at March 31, 2025, March 31, 2024 and March 31, 2023, derived from our Standalone Financial Information, together with the source of funding, are provided in the table below:

(₹ in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
<u>Current Assets</u>			
(a) Inventories	4,654.45	4,284.19	4,031.46
(b) Trade receivables	6,785.02	4,507.97	2,734.36
(c) Short-term loans and advances	1,074.80	705.92	620.07
-Advance to Suppliers	898.82	552.61	487.29
-Staff Advance	175.98	153.31	132.78
(d) Other current assets	119.26	65.56	75.94
-Prepaid Expenses	93.75	65.32	70.61
-Other Recoverable	25.51	0.24	5.33
Total Current Assets (A)	12,633.53	9,563.64	7,461.83
<u>Current Liabilities</u>			
(a) Trade Payables	3,035.92	2,374.05	1,910.09
(b) Other Current Liabilities	4,614.22	3,966.37	3,624.99
-Statutory Dues Payable	828.71	636.85	509.11
-Employee Related Payable	410.55	195.94	147.17
-Expense Payable	163.73	82.49	187.10
-Advances From Customers	3,211.23	3,051.09	2,781.61
(c) Short-Term Provisions	241.74	229.15	184.35
Total Current Liabilities (B)	7,891.88	6,569.57	5,719.43
Net Working Capital (A-B)	4,741.65	2,994.07	1,742.40

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Sources of Funds			
Borrowings	290.97	405.97	586.62
Internal Accruals	4,450.67	2,588.10	1,155.79
Total	4,741.65	2,994.07	1,742.40

(b) Future working capital requirement

We sell a wide range of goods across our product categories i.e. Bathrooms, kitchen, and wooden flooring solutions under COCO and FOCO model. For instance, each of our retail stores offer more than approximately 19370 SKUs in the bathroom segment, 4,360 in kitchens, and 4,102 in wood flooring. We focus on using our deep knowledge of the clusters and regions in which we operate to customize our product assortment in each store, keeping in mind the region demands and preferences. We majorly procure our store inventories from reputed third party brands including from brands where we have exclusive distributorship and from third party manufacturers for our private label products.

Our trade receivables primarily comprise of receivables from our dealers and direct customers to whom we supply our private label goods and traded goods.

We normally insist for advance from our customers to an extent of 16% to 17% of the order value. Our customer advance for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 stood at ₹ 3,211.23 Lakhs, ₹ 3,051.09 Lakhs and ₹ 2,781.61 Lakhs, respectively. The advance from customers is accounted under the head “Other Current Liabilities”. Further, we pay advance against our imported products. Our advance for supplier for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 stood at ₹ 898.82 Lakhs, ₹ 552.61 Lakhs and ₹ 487.29 Lakhs, respectively. The advance to suppliers is accounted under the head “Short Term Loans and Advances”.

Key parameters determining the working capital requirements such as growth in revenue from operations, % of net working capital to revenue are as under:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Sales (₹ In Lakhs)	20,022.51	17,556.16	16,319.02
Net Working Capital (₹ In Lakhs)	4,741.65	2,994.07	1,742.41
Percentage of Net working capital to Revenue (%)	23.68	17.05	10.68
Growth in revenue (%)	14.05	7.58	-

Hence, we have significant working capital requirement in inventory and trade receivables, which we fund in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and related parties. Further, additional working capital is planned to maintain the inventory which may enable us to achieve our growth targets and serve our customers on a consistent timeline.

Accordingly, based on the existing working capital requirements, management estimates and projected business plan and growth, our Board has, pursuant to its resolution dated June 25, 2025, approved the projected working capital requirements for the Fiscal 2026 and Fiscal 2027. The proposed funding of such working capital requirements of the Company are as set out below:

Particulars	Fiscal 2027 (Estimated)	Fiscal 2026 (Estimated)
<u>Current Assets</u>		
(a) Inventories	11,075.77	8,297.15
(b) Trade receivables	12,407.22	8,519.01
(c) Short-term loans and advances	2,392.11	1,787.20
(d) Other current assets	144.30	131.18
Total Current Assets (A)	26,019.40	18,734.55
<u>Current Liabilities</u>		
(a) Trade Payables	4,456.53	3,427.52

Particulars	Fiscal 2027 (Estimated)	Fiscal 2026 (Estimated)
(b) Other Current Liabilities	7,373.67	5,465.94
(c) Short-Term Provisions	376.79	295.69
Total Current Liabilities (B)	12,206.99	9,189.15
Net Working Capital (A-B)	13,812.41	9,545.40
Sources of Funds		
Internal Accruals / Borrowings	13279.38	6659.6
IPO	532.64	2,885.41
Total	13,812.41	9,545.40

Key assumptions for working capital projections made by our Company:

(No. of Days)

Particulars	Fiscal 2027 (Estimated)	Fiscal 2026 (Estimated)	Fiscal 2025 (Actual)	Fiscal 2024 (Actual)	Fiscal 2023 (Actual)
Inventories	169	169	145	152	154
Trade Receivables	125	125	124	94	61
Trade Payables	68	70	94	84	73

Justification for holding levels

Particulars	Justification
Inventory	Inventory days have been calculated as inventory as on balance sheet date divided by purchases over 365 days. Our Company's inventory primarily consists of bathroom sanitary fittings, wooden floor and kitchen cabinets across our product segments. Our Company had maintained overall inventory holding period of 154 days in Fiscal 2023, 152 days in Fiscal 2024 and 145 days in Fiscal 2025 for maintaining required level of inventory to meet the future requirements including the display inventory needed for our stores. Our inventory comprises of store inventory and non-store inventory. We have to maintain inventory our at warehouse to meet the requirements of our stores and franchisee stores operated by us. Inventory days for Fiscal 2026 and 2027 are anticipated to be 169 days. The projections for the holding levels are based on our projected increase in sales coupled with the projected increase in stores. <i>Rationale for Inventory Management:</i> Higher Lead Times - Company's purchases are through imports. Imported goods usually arrive through sea routes on a standard timeline of 60 days to 90 days to Indian ports. On top of shipping time, goods face slowdowns at Indian ports due to customs clearance, Assessment of duty payments and compliance with various import regulations. Strategic Stocking - To manage the higher lead time and capture upcoming demand, strategic stocking is essential of our supply chain and retail execution strategy. It involves planning and maintaining optimal inventory levels to ensure two key outcomes: (i) timely fulfillment of product orders placed by our FOCO (Franchise-Owned, Company-Operated) stores, and (ii) prompt delivery of products to end customers once an order is placed. This approach allows us to proactively align inventory with market demand, reduce lead times, and minimize stockouts or overstock situations. By anticipating the needs of each store and the preferences of our customers, we aim to create a seamless flow of products from our warehouses to our stores and direct customers.

Particulars	Justification
	Strategic stocking also supports operational efficiency, enhances customer satisfaction, and reinforces our commitment to reliable service delivery as we expand our retail footprint. c. New Stores: We plan to open 6 new stores over FY 2026, 2027 and 2028. In line with this expansion, we anticipate an increase in working capital requirements to support the initial stocking of inventory at each new location. This inventory investment in the new stores will be guided by: (i) the projected size and format of each store; (ii) the inventory levels necessary to ensure optimal product availability and customer experience from the outset; (iii) the demographic and commercial profile of the target locations; and (iv) the inventory norms followed across our existing store network, which help us calibrate optimal stock levels for efficient operations Our approach is to ensure that each new store is fully equipped to meet anticipated demand, minimize stockouts, and support a seamless launch. The working capital allocation for inventory will be aligned with our broader operational and sales objectives, ensuring efficiency and agility as we scale.
Trade Receivables	Trade receivables days are calculated as current trade receivables as on balance sheet date divided by revenue from operations over 365 days. Our holding level of trade receivables were 61 days, 94 days and 124 days in Fiscal 2023, Fiscal 2024 and Fiscal 2025 respectively. <i>Rationale for Trade Receivables</i> 1. Change in Revenue Mix: Increasing contribution from FOCO (Franchise-Owned, Company-Operated) stores is altering the overall revenue composition. As FOCO revenue share grows, the average trade receivables days are expected to rise accordingly. 2. Credit Terms for FOCO Stores: To support the growth and operational stability of our FOCO partners, we extend liberal credit terms, with average credit periods ranging between 90 to 180 days. These extended terms are designed to provide financial flexibility to our partners, enabling them to better manage their cash flows, maintain optimal inventory levels, and focus on growing their customer base. Our support in this regard is a deliberate strategic move to strengthen the network, improve brand consistency, and ensure product availability at the store level without imposing undue financial pressure on partners. 3. Architect Network Support We continue to maintain and strengthen relationships with our broader architect network. To maintain relationship with our existing architect network, we offer average credit periods typically ranging from 60 to 90 days to their customers. Impact on Trade Receivable days: The extended credit terms to FOCO stores and dealers are not only intended to support our partners' financial health but are also instrumental in driving product availability, customer satisfaction, and long-term loyalty. Simultaneously, our internal controls and receivables management initiatives are designed to maintain discipline and ensure sustainable working capital efficiency as we scale. Accordingly, in line with holding levels of past, we have anticipated trade receivable days as 125 days in Fiscal 2026 & 2027.

Particulars	Justification
Short-term loans and advances	Short-term loans and advances comprise of advance to suppliers. It has been maintained in line with the projected business activity for the Fiscal 2026 and Fiscal 2027
Other current assets	Other current assets comprise of prepaid expenses, staff advance and other receivables. The same is expected to be in similar lines.
Trade Payables	Trade payable days are calculated as trade payable as on balance sheet date divided by purchases over 365 days. Holding levels for trade payables for Fiscal 2023, 2024 and 2025 were 73 days, 84 days and 94 days, respectively. Our trade payables mainly comprise of import suppliers where we enjoyed average credit period of 73 days to 94 days. Our accounts payables have increased steadily over the years, reflecting the growing scale of our operations and the strengthening of our relationships with suppliers. These extended credit terms have provided additional flexibility in managing our working capital and funding the company's growth more efficiently. <i>Rationale for Trade Payable days:</i> • With the launch of our premium luxury segment, we are engaging with a new class of suppliers who operate with distinct commercial terms from our existing business credit terms provided by our existing supplier ranging between average 70 to 100 days. • Based on our initial discussions and industry practices within the premium and luxury space, we expect to receive an average credit period ranging between 45 to 60 days. • The above credit terms are expected to enhance our ability to negotiate more competitive pricing, ultimately contributing to improved margins for the company. <i>Impact on Trade payable days:</i> • The reduced credit period will lead to higher upfront cash requirements for inventory purchases. • We are factoring this into our working capital planning, especially for the initial phases of the premium segment rollout. Accordingly, considering historical holding level and launch of new venture we have anticipated average trade payable days as 70 days in Fiscal 2026 and 68 days in Fiscal 2027.
Other Current Liabilities	Other current liabilities majorly comprise of advances from customers, statutory dues payable and expense payable. The same is expected to be in similar lines.
Short-Term Provisions	Provisions primarily comprise provision for tax, are assumed to grow in line with business growth and is computed from the historic audited Standalone Financial Information

III. Advertisement and marketing expenses towards enhancing the awareness and visibility of our brand

We are a retailer of home interiors, specializing in luxury bathroom, kitchen, and wooden flooring solutions, with presence in 9 states across India. Our company has built a strong reputation for delivering high-quality luxury products through our exclusive showrooms and strategic partnerships with globally recognized brands and proprietary private labels. We aim to offer consumers a premium experience in home interiors, supported by our expertise in design, quality, and technical solutions. Over the years, we have developed deep expertise and a credible presence in the market, as awareness and demand continue to grow. To strengthen our brand and support future expansion, we are investing in a comprehensive marketing strategy:

- Brand identity development and rebranding initiatives - aimed at refining our visual and narrative presence which involves building new websites and upgrading existing digital platforms to create seamless, engaging experiences for our customers.
- Focusing on dynamic social media engagement through dedicated content creation and management, supported by professional agencies. Alongside this, we are developing a rich library of product content including high-quality videos and renders, digital presentations, photoshoots, e-brochures etc. to effectively communicate the value and uniqueness of our offerings and also focusing on targeted digital marketing, including social media advertisements, influencer

testimonials, and direct communication via platforms like WhatsApp and email. These initiatives are designed to boost visibility and strengthen our connection with both new and existing customers.

- c. In the physical space, we are investing in high-impact showroom launch events for our New Stores, customer engagement trips, and industry-facing events that provide opportunities to showcase our brand in memorable and experiential ways.
- d. Print materials also play a critical role in reinforcing our messaging; we continue to develop brochures, posters, postcards, signages, and other high-quality collateral to support both brand recall and sales enablement.

The below table enumerate the advertising and marketing expense incurred by the Company during the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(₹ In Lakhs)

Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
(i) Branding / rebranding	8.48	20.12	6.67
(ii) Digital Presence & Content Creation	26.55	65.60	102.05
(iii) Business Promotions	142.65	184.39	240.85
(iv) Print Media	5.36	23.98	30.28
Total	183.05	294.09	379.85

As certified by the Bhojak Lunawat and Company, Statutory Auditor vide its certificate dated June 29, 2025.

Pursuant to a Board Resolution dated June 25, 2025, we intend to spend ₹ 1,095.56 Lakhs on the Sales and Marketing which will help generate leads for our business and enhance our reputation in the industry, for which we plan to utilize funds as follows:

(₹ in lakhs)

Particulars	Total Estimated Cost	Funds to be utilised in Fiscal 2026	Funds to be utilised in Fiscal 2027
(i) Branding / Rebranding	155.00	135.00	20.00
(ii) Digital Presence & Content Creation	308.73	144.75	163.98
(iii) Business Promotions	573.18	294.30	278.88
(iv) Print Media	58.65	28.80	29.85
Total Estimated Cost	1,095.56	602.85	492.71

Methodology of Computation and Selection:

A. Branding / Rebranding

i. Rebranding of Existing Ultra-Luxury Segment

To reinforce our leadership in the ultra-luxury space, we are undertaking a rebranding of our existing segment to elevate its exclusivity and prestige in line with global luxury benchmarks. Key focus areas include:

- i. **Positioning:** Showcasing timeless, heritage-inspired luxury that appeals to elite customers who value rarity, exclusivity, and craftsmanship.
- ii. **Brand Evolution:** Refreshing the brand to reflect a more refined and timeless identity while preserving its legacy and credibility.
- iii. **Global Benchmarking:** Aligning our brand experience—design, story, and image—with top international luxury interior brands

ii. Branding of New Premium Luxury Segment

Our new premium luxury home interior segment is designed to cater to the evolving aspirations of modern, affluent consumers who seek elegance, functionality, and refined design. The branding strategy for this segment will focus on:

- **Positioning:** A stylish and aspirational brand that offers accessible luxury for successful, design-conscious homeowners.
- **Brand Identity:** A fresh identity that communicates modern luxury.
- **Target Audience:** High-net-worth individuals (HNWIs) and the growing class of affluent buyers who appreciate quality and exceptional design.

Together, this two-tiered brand strategy will allow us to effectively capture a broader share of the high-value interior design market, appealing to both aspirational premium customers and discerning ultra-luxury client while ensuring each segment remains clearly defined and differentiated. By clearly distinguishing our premium and ultra-luxury segments, we can more effectively target and serve diverse customer groups, optimizing our product mix and marketing spend.

The following table indicates the year-wise cost and total estimated cost for the Branding & Collaterals activities proposed for the next two years:

(₹ in lakhs)

S. No.	Particulars	Flagship	Estimated Cost		Total Estimated Cost	Name of the vendor	Date of Quotation & Validity
			FY 2026	FY 2027			
(i)	Brand Identity & Re-Branding	FCML	105.00	-	105.00	Four Hundred Five Associates	Valid for 6 months from May 14, 2025
		Details B.E.	30.00	-	30.00	M/s IndiDesign Private Limited	Valid for 6 months from May 14, 2025
		Wood & Boundless	-	20.00	20.00		
	Total		135	20	155.00		

We have not entered into any definitive agreements with any vendors for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendors from whom we have received such estimates. If there is any increase in the estimated costs, the additional costs shall be paid by us from our internal accruals.

B. Digital Presence & Content Creation

i. Enhancement of Digital Brand Presence

We plan to expand and elevate our digital footprint across key online channels by revamping our website into a high-end, immersive luxury experience with personalized shopping journeys. Enhancing 3D product visualization, and seamless integration of customer service touchpoints (live chat and virtual appointments). These digital upgrades are aimed at creating an elevated and intuitive experience that aligns with the expectations of high-net-worth (HNW) customers, thereby driving deeper engagement and conversion within this discerning customer segment.

The following table indicates the year-wise cost and total estimated cost for the revamp of website activities proposed for the next two years:

(₹ in lakhs)

S. No.	Particulars	Description	Total Estimated Cost	Fund to be utilized in FY 2026	Fund to be utilized in FY 2027	Name of the vendor	Date of Quotation & Validity
1.	Website Development	FCML	50	50	-	Four Hundred Five Associates	Valid for 6 months from May 14, 2025
		Details BE website	25	-	25	M/s IndiDesign Private Limited	Valid for 6 months from May 15, 2025
	Total		75	50	25		

We have not entered into any definitive agreements with any vendors for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendors from whom we have received such estimates. If there is any increase in the estimated costs, the additional costs shall be paid by us from our internal accruals.

ii. Social Media - Content Creation & Posting Agency

We intend to adopt a content-first digital strategy for our new business vertical, designed to reflect our brand ethos, showcase craftsmanship, and highlight our heritage. As part of this initiative, we will develop high-quality, editorial-style content that emphasizes the provenance of our products, designer collaborations, and behind-the-scenes narratives that resonate with our target audience.

In parallel, we plan to leverage leading social media platforms—such as Instagram, YouTube, LinkedIn, and Pinterest—to distribute curated storytelling and aspirational content. These efforts are aimed at driving awareness, shaping brand perception, and generating qualified customer engagement for the new business line. This digital-first approach is expected to support both brand visibility and sales activation as we scale this vertical.

The following table indicates the year-wise cost and total estimated cost for the revamp of website activities proposed for the next two years:

(₹ in lakhs)

S. No.	Particulars	Description	Total Estimated Cost	Fund to be utilized in FY 2026	Fund to be utilized in FY 2027	Name of the vendor	Date of Quotation & Validity
1.	Social Media Management	Wood & Boundless	42	24	18	Four Hundred Five Associates	Valid for 6 months from May 14, 2025
		BathDetails Social media (Agency)	42	24	18		

We have not entered into any definitive agreements with any vendors for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendors from whom we have received such estimates. If there is any increase in the estimated costs, the additional costs shall be paid by us from our internal accruals.

iii. Product digital content and Social Media Advertisements for our new format store “BathDetails” and “Wood & Boundless”

- *Development of Immersive Product Content*
 - Creation of editorial-grade product photography and 360-degree videos showcasing the intricate design details, finishes, and functionality of bath and furniture collections.
 - Production of branded content—such as mood boards, lookbooks, virtual walkthroughs, and installation inspirations—to assist customers in visualizing products within luxury living spaces.
 - Integration of interactive product displays on digital platforms, enabling design professionals and UHNI clients to explore offerings remotely.
- *Targeted Social Media Advertising*
 - Execution of precision-targeted campaigns across Instagram, Pinterest, LinkedIn, and YouTube to reach affluent homeowners, architects, interior designers, and premium lifestyle audiences.
 - Collaborations with luxury lifestyle influencers, design curators, and content creators to expand reach and lend aspirational appeal to the “BathDetails” and “Wood & Boundless” brands.
 - Leveraging performance analytics to optimize campaign reach, conversion, and engagement across geographies relevant to our target clientele.

Objective and Impact

These content and marketing investments are aimed at:

- Establishing a strong digital-first identity for our premium luxury store formats;
- Driving targeted footfall and inquiries to physical stores and digital platforms;

- Positioning the brands as aspirational destinations in the ultra-premium / premium luxury home interiors category.

This initiative aligns with our broader strategy of building brand equity, driving early-stage customer adoption, and accelerating sales in the premium segment through a digitally enabled, storytelling-led approach, our Company intend to utilise ₹ 149.73 Lakhs out of Net Proceeds in Fiscal 2026 & 2027.

The below table enumerate the Product digital content and Social Media Advertisements incurred by the Company for the existing business during the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(₹ In Lakhs)			
Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
Product digital content and Social Media Advertisements	13.99	41.43	66.74

C. Business Promotions

In line with our strategy to establish a distinct and aspirational brand identity in the premium and ultra-luxury home interiors segment, we propose to utilise ₹ 573.18 Lakhs of the net proceeds towards business promotion expenses in Fiscal 2026 & Fiscal 2027.

Our business promotion strategy will focus on new store launch parties & architects awareness campaigns, Business Expansion Events including sponsorships and exhibition participation. etc. These expenses are intended to strengthen brand recall, drive consumer awareness, and support demand generation for our new retail formats, BathDetails and Wood & Boundless and existing store format under FCML.

The below table enumerate the business promotion expense incurred by the Company for the existing business during the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(₹ In Lakhs)			
Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
Business promotion expense	142.65	153.35	186.30

D. Print Media

We intend to invest ₹ 58.65 Lakhs out of the Net Proceeds in Fiscal 2026 and Fiscal 2027, in high-quality print media and marketing collaterals to support our physical and digital customer touchpoints. Our key components of Print Media strategy includes development of visually rich, editorial-style brochures to showcase curated product collections, material finishes, and design inspiration.

The below table enumerate the business promotion expense incurred by the Company for the existing business during the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(₹ In Lakhs)			
Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025
Print Media (Brochures, Posters, Postcards, Signages, Photoshoot & Other Print Materials)	5.36	23.98	30.28

These marketing efforts intended to support the successful launch and visibility of our brand. The final quantum of expenditure may vary depending on actual quotations received, final store locations, and the specific media mix opted for at each location. Any additional expenditure over and above the amount allocated from the Net Proceeds will be funded through our internal accruals.

IV. Expenditure for (1) Partial renovation of our two existing Ultra Luxury owned stores at Delhi and Mumbai and (2) Renovation of our Registered Office situated at Delhi

As approved by the Board of Directors vide their resolution date June 25, 2025, we intend to utilise an estimated amount of ₹ 773.32 lakhs from the Net Proceeds to renovate our existing stores situated at Delhi and Mumbai and our Registered Office at Delhi between during the period FY 2026 and FY 2027.

The financial year wise amounts to be deployed for each location are as follows:

(₹ in Lakhs)

Address	FY 2025-26	FY 2026-27	Total Amount to be Deployed
a. Delhi Store at CRC Design Center, Opp. Metro Pillar no. 17B, Sultanpur Chowk, Mehrauli-Gurgaon Rd, near Sultanpur Metro Station, New Delhi - 110 030	84.54	197.61	282.15
b. Mumbai Store at S/10, Laxmi Woolen Mills Estate Shakti Mill Lane, Off. Dr. E. Moses Road Mahalaxmi Mumbai - 400 011	-	141.07	141.07
c. Registered Office at A-217 Okhla Industrial Area Phase I, New Delhi - 110020	105.06	245.04	350.10
Total	189.60	583.72	773.32

a. Partial Renovation of our existing Ultra Luxury owned stores at Delhi

Our Company intends to utilise ₹ 282.15 Lakhs from the Net Offer proceeds towards the renovation of Delhi Store situated at CRC Design Center, Opp. Metro Pillar no. 17B, Sultanpur Chowk, Mehrauli-Gurgaon Rd, Near Sultanpur Metro Station, New Delhi, Delhi 110030 spread across 25,800 sq.ft. In the last three Fiscal and upto the date of architect certificate, our Company has renovated an area of about 3,500 sq ft, as certified by the Architect - Sahil Khatri & Associates, vide it certificate dated June 26, 2025.

The capital expenditure for the renovation of stores is undertaken to:

- Improve the store's visual appeal to better reflect the preferences and expectations of the target customer segment,
- Improve customer experience, and
- align with updated brand aesthetics and operational standards.
- Increased footfall,
- Improved sales performance, and

As such, they are classified as capital expenditure due to their long-term value and impact on business operations.

Set out below is a brief description of the types of works included in the proposed renovation:

Particulars	Details
Furniture, Electrical and Civil	Under the Furniture component of the renovation plan, the proposed works include carpentry work, electric work such as MCBs, conduits, wiring replacement, POP work, wall painting, loose furniture items include round marble tables with fluting work and basin counter storage units made of solid wood, cantilevered tables, shower storage, shower area flooring, mock-up work on site, civil work, Corian-finished tables, MOF paneling, WC and profile handle area, exterior box cabin, shower area glass, shutters or partitions, and rework of paint on two walls and WC counter.
Furnishings	This includes lighting fixtures including wall mounted lamps and bulbs, potted artificial plants with planters, various carpets, runners and rugs, honeycomb style blinds for the stores, and aesthetic elements like paintings, mirrors, wall art, display boxes etc.
HVAC and Low Side Works	This includes installation of Air Conditioners and their related expenses like wiring, copper tubing, installation charges, loading and unloading charges for indoor & outdoor units etc.

Methodology for Computation

Following table indicates the break-up of costs under each component of proposed renovation for the stores:

Our estimated costs for renovating the Existing Stores of area about 3200 sq ft are based on valid and existing quotations received from the below mentioned vendor. We have not entered into any definitive agreements with any vendors for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendors from whom we have received such estimates. If there is any increase in the costs of renovation, the additional costs shall be paid by us from our internal accruals.

(₹ in Lakhs)

Particulars	Components Includes	Estimated Cost
Furniture, Electrical and Civil	Carpentary work, Electrical Work, POP, wall painting, loose furniture item, flooring, mock-up, civil work, surface finishes, shutter and Partition Installation, Bathroom and shower display area	213.28
Furnishing	Lamps and bulbs, potted artificial plants with planters, Carpets, runners and rugs, honeycomb style blinds for the stores, and aesthetic elements like paintings, mirrors, wall art, display boxes.	30.98
HVAC and Low Side Works	Air Conditioners and ancillary like wiring, copper tubing, installation charges etc.	16.99
Service Charges	Service charge for the job / work	20.90
Total		282.15

Notes: Total estimated cost as per the quotations dated June 16, 2025 received from vendor K N T Homes and Design LLP, valid for a period of six months from the date of quotation. The estimated cost provided above is exclusive of applicable GST.

b. Partial Renovation of our existing Ultra Luxury owned store in Mumbai

Our Company intends to utilise ₹ 141.07 Lakhs from the Net Offer proceeds towards the renovation of Mumbai Store situated at Unit no. S/10 Laxmi Woolen mill, Estate Shakti mill, Estate off Dr. E. mosses road, Mahalaxmi, Mumbai – 400 011 spread across 6,700 sq.ft. In the last three Fiscal and upto the date of architect certificate, our Company has renovated an area of about 4000 sq ft, as certified by the Architect - Sahil Khatri & Associates, vide it certificate dated June 26, 2025.

The capital expenditure for the renovation of stores is undertaken to:

- Improve the store's visual appeal to better reflect the preferences and expectations of the target customer segment,
- improve customer experience, and
- align with updated brand aesthetics and operational standards.
- Increased footfall,
- Improved sales performance, and
- Better space efficiency.

As such, they are classified as capital expenditure due to their long-term value and impact on business operations.

Set out below is a brief description of the types of works included in the proposed renovation:

Particulars	Details
Furniture, Electrical and Civil	Under the Furniture component of the renovation plan, the proposed works include carpentry work, electric work such as MCBs, conduits, wiring replacement, POP work, wall painting, loose furniture items include round marble tables with fluting work and basin counter storage units made of solid wood, cantilevered tables, shower storage, shower area flooring, mock-up work on site, civil work, Corian-finished tables, MOF paneling, WC and profile handle area, exterior box cabin, shower area glass, shutters or partitions, and rework of paint on two walls and WC counter.
Furnishings	This includes lighting fixtures including wall mounted lamps and bulbs, potted artificial plants with planters, various carpets, runners and rugs, honeycomb style blinds for the stores, and aesthetic elements like paintings, mirrors, wall art, display boxes etc.
HVAC and Low Side Works	This includes installation of Air Conditioners and their related expenses like wiring, copper tubing, installation charges, loading and unloading charges for indoor & outdoor units etc.

Methodology for Computation

Following table indicates the break-up of costs under each component of proposed renovation for the stores:

Our estimated costs for renovating the Existing Stores area of about 1600 sqft are based on valid and existing quotations received from the below mentioned vendors. We have not entered into any definitive agreements with vendor for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same vendors from whom we have received such estimates. If there is any increase in the costs of renovation, the additional costs shall be paid by us from our internal accruals.

(₹ in Lakhs)

Particulars	Components Includes	Estimated Cost
Furniture, Electrical and Civil	Carpentary work, Electrical Work, POP, wall painting, loose furniture item, flooring, mock-up, civil work, surface finishes, shutter and Partition Installation, Bathroom and shower display area	106.64
Furnishing	Lamps and bulbs, potted artificial plants with planters, Carpets, runners and rugs, honeycomb style blinds for the stores, and aesthetic elements like paintings, mirrors, wall art, display boxes.	15.48
HVAC and Low Side Works	Air Conditioners and ancillary like wiring, copper tubing, installation charges etc.	8.50
Service Charges	Service charge for the job / work	10.45
Total		141.07

Notes: Total estimated cost as per the quotations dated June 16, 2025 received from vendor Delta Contracts, valid for a period of six months from the date of quotation. The estimated cost provided above is exclusive of applicable GST.

c. Renovation of our Registered Office situated at Delhi

We are undertaking a substantial renovation of our registered office with the goal of enhancing operational efficiency, improving workplace conditions, aligning our infrastructure with both current needs and future business growth and aims to bring in line with international standards, reflecting our global outlook and supporting our engagement with foreign suppliers and partners. This strategic initiative underscores our commitment to providing a productive, safe, and comfortable environment for our employees, while also streamlining workflows and optimizing business operations. With an investment of ₹ 350.10 Lakhs has been allocated for this project, which will involve comprehensive upgrades to workspaces, storage areas, and the overall office layout. These enhancements are expected to:

- Strengthen our corporate image and reinforce brand perception
- Boost employee productivity, engagement, and morale
- Improve operational efficiency through better space utilization and design
- Prepare the office to support future team expansion and evolving business requirements

The renovation of our office will include the following types of works, details and estimated costs of which are provided hereunder:

(₹ in Lakhs)

S No	Description of Items	ITEM/SPACE	BOQ Amount
A1	Demolition and enabling works	Dismantling and Demolition	7.90
A2	Demolition and enabling works	Disposal	1.05
A3	Demolition and enabling works	House Keeping	2.16
A4	Demolition and enabling works	Enabling work	6.00
A	Sub Total for Demolition and Enabling Works		17.11
B1	CIVIL WORKS	RCC Works	1.21
B2	CIVIL WORKS	Casted concrete works	0.55
B3	CIVIL WORKS	Brick Work	2.17
B4	CIVIL WORKS	AAC Block Work	0.97
B5	CIVIL WORKS	Flooring works	1.16
B6	CIVIL WORKS	Outdoor Metal Structures	6.60

S No	Description of Items	ITEM/SPACE	BOQ Amount
B7	CIVIL WORKS	Internal Cement Plaster	6.30
B8	CIVIL WORKS	Water Proofing	2.03
B9	CIVIL WORKS	RCC Chiselling	1.50
B10	CIVIL WORKS	False Ceiling Works	19.71
B11	CIVIL WORKS	POP Work	7.78
B	Sub Total for Civil Works		49.96
C1	Metal Works & Signages	Metal Works	41.88
C2	Metal Works & Signages	Signages	1.16
C	Sub Total for Metal Works & Signage		43.04
D1	PARTITION SYSTEMS	Drywall Partition Systems	14.41
D2	PARTITION SYSTEMS	Glass Partition Systems	12.58
D3	PARTITION SYSTEMS	Glass Brick Wall	5.60
D4	PARTITION SYSTEMS	Semi-Open Glass Partition	16.04
D	Sub Total for Partition System		48.63
E1	DOOR & WINDOWS	Aluminium Framed Glass Door	5.55
E2	DOOR & WINDOWS	Internal Solid Door	8.88
E3	DOOR & WINDOWS	Sliding Glass Door	3.19
E4	DOOR & WINDOWS	Pocket Sliding Door	1.15
E5	DOOR & WINDOWS	Fire Rated Door	1.85
E6	DOOR & WINDOWS	Fluted glass door	2.38
E7	DOOR & WINDOWS	Metal Doors	0.60
E8	DOOR & WINDOWS	Aluminium Framed Glass Windows	6.42
E	Sub Total for Door & Windows		30.02
F1	WALL FINISHES	Royale Emulsion Paint	2.69
F2	WALL FINISHES	Texture Paint	8.48
F3	WALL FINISHES	Wall Tiles	7.61
F4	WALL FINISHES	Lime Plaster	9.36
F	Sub Total for Wall Finishes		28.14
G1	CEILING FINISHES	Royale Emulsion Paint	2.82
G	Sub Total for Ceiling Finishes		2.82
H1	FLOORING	Wooden Flooring	1.55
H2	FLOORING	Carpet Flooring	7.65
H3	FLOORING	Floor Tiles	4.10
H4	FLOORING	Skirting	1.22
H5	FLOORING	Stone works	7.88
H	Sub Total for Flooring		22.40
I	Furniture		53.45
J	Electrical Works		48.72
K	Plumbing Works		5.82
	TOTAL AMOUNT		350.10

Notes:

Total estimated cost as per the Quotation received from S.S. Interiors dated June 16, 2025 valid for period of six months from the date of quotation. The estimated cost provided above is exclusive of applicable GST.

Methodology for Computation

Following table indicates the break-up of costs under each component of proposed renovation for the stores:

Our estimated costs for renovating the Existing Registered Office area of about 6771 sq ft is based on valid and existing quotations received from the below mentioned vendor. We have not entered into any definitive agreements with vendor for the matters set out above. There can be no assurance that the estimates received will not change at the time of entering into definitive agreements with them, and consequently there can be no assurance that we will enter into definitive agreements with the same

vendors from whom we have received such estimates. If there is any increase in the costs of renovation, the additional costs shall be paid by us from our internal accruals.

Methodology for selection of vendor quotation as certified by Architect – Sahil Khatri & Associates dated June 27, 2025

Our estimated costs for renovating our existing owned stores at Delhi, Mumbai and our Registered Office are based on valid and existing quotations received from the vendors as mentioned above. We have received three quotations for the renovation of stores and for renovation of Registered Office. Our Board have selected M/s S.S. Interiors, M/s Delta Contracts and M/s K N T Homes & Design LLP for carrying out the renovation of our respective stores and Registered Office, as approved by our Board in its meeting dated June 25, 2025, based on the following reasons:

- i. **Competitive Pricing:** Selected vendor submitted the most cost-effective proposal while maintaining the required quality standards, resulting in overall project cost savings.
- ii. **Technical Compliance:** The technical specifications and proposed methodologies by selected vendor align best with the project requirements, particularly in areas like furniture detailing, electrical integration, and plumbing layout.
- iii. **Past Experience:** Selected vendor has demonstrated experience in similar-scale renovation projects, with positive references and a strong portfolio in commercial interiors.

V. Repayment of Term Loan availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, inter alia, unsecured loans, short term loans and long term loans. For disclosure of our Company's secured and unsecured borrowings as on March 31, 2025, please refer to chapter titled "*Financial Indebtedness*" beginning on page 262.

As at June 25, 2025, we had outstanding total secured and unsecured borrowings – a) long term secured borrowings of Rs. 327.97 lakhs; b) short term secured borrowings with a positive balance of Rs. 7.24 Lakhs and c) Unsecured borrowing of Rs. 4.31 lakhs. The Board of Directors vide their resolution dated June 25, 2025 proposes to utilize an aggregate amount of ₹ 327.97 lakh from the Net Proceeds towards repayment/pre-payment, in full or in part, of certain borrowings availed of by our Company. The selection and extent of borrowings proposed to be prepaid and/or repaid by our Company as mentioned below is based on various commercial considerations including, among others, nature of loan, the interest rate of the relevant borrowings, prepayment charges, the amount of the borrowings outstanding, amount and nature of security provided and the remaining tenor of the borrowings. We believe that such repayment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our internal accruals for further investment in the growth and expansion of our business. Such reduction of our outstanding indebtedness will also help us to improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

In the event the Net Proceeds are insufficient for payment of pre-payment penalty or accrued interest, as applicable, such payment shall be made from the internal accruals of our Company. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing the Red Herring Prospectus or Prospectus with the RoC, the details in this chapter shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us.

If our Board considers it appropriate, the amount allocated for repayment of Term Loan from the Net Proceeds in a particular financial year may be utilised to repay or prepay the same Term Loan, in part or full, in a later financial year. However, the aggregate amount to be utilised from the Net Proceeds towards repayment, in part or full, of certain borrowings, would not exceed ₹ 327.97 Lakhs.

The following table provides details of loans and facilities as at June 26, 2025, which are proposed to be repaid by our Company from the Net Proceeds:

(₹ in lakhs)

S.No.	Name of Bank/ FI	Type of Facility	Date of Sanction	Amount Sanctioned	First Date of Disbursement	Amount Outstanding as on June 25, 2025	Net Proceeds proposed to be Utilised	Purpose of Availing the Facility	Interest (% p.a.)	Tenure / Repayment Schedule	Prepayment Terms
1.	ICICI Bank Limited	Term Loan	January 29, 2024	500.00	March 19, 2024	327.97	327.97	Expansion in form of renovation of head office and showroom situated at Okhla (Registered Office Delhi), Sultanpur (Delhi) and Mumbai.	Repo Rate + Spread of 2.5% plus applicable statutory levy, if any,	7 years	1% of principal amount of the loan being prepaid

Note: In accordance with Clause 9(A) (2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated June 29, 2025 from the Statutory Auditors M/s Bhojak Lunawat & Company, Chartered Accounts, certifying that the borrowings have been utilized towards the purposes for which such borrowings were availed by us. For further details, see “Financial Indebtedness” on page 262 of this Draft Red Herring Prospectus.

In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Offer, we may utilize Net Proceeds towards repayment of such additional indebtedness availed by us, details of which shall be provided in the Red Herring Prospectus.

No portion of the Net Proceeds, that will be utilised for repayment / prepayment, in full or part, of certain borrowings availed by our Company, will be directly or indirectly routed to our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management.

We confirm that in respect of any of the above-mentioned long-term loan, there have been no instances of delays, defaults and/or rescheduling / restructuring.

I. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹ 1,000.00 lakhs towards funding our General Corporate Purposes, subject to such amount not exceeding 15% of the amount being raised by the issuer or ₹ 1,000 lakhs, whichever is less, in accordance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, but not limited to, strategic initiatives, expansion initiatives and meeting exigencies, salary, rent, IT upgradation, services obtained from vendors, electricity charges and advertisements and meeting expenses incurred by our Company in the ordinary course of business, as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds for 'General Corporate Purposes' towards other expenditure considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

OFFER RELATED EXPENSES

The total expenses of the Offer are estimated to be approximately ₹ [●] lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Offer expenses are as follows:

Expenses	Expenses* (₹ In lakhs)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Mangers Fees including Underwriting Commission	[●]	[●]	[●]
Commission / processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs.	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Total Estimated Offer Expenses	[●]	[●]	[●]

Notes:

- *The Members of RTAs and CDPs will be entitled to application charges of ₹ 1/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*
- *Registered Brokers, will be entitled to a commission of ₹ [●]- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*
- *SCSBs would be entitled to a processing fee of ₹ [●]- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*
- *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ [●] - (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*
- *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*

INTERIM USE OF NET PROCEEDS

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds only in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board, in accordance with the policies of our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

APPRAISING ENTITY

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

BRIDGE FINANCING FACILITIES

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

MONITORING OF UTILISATION OF FUNDS

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Net Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹ 5,000 lakhs.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and the Monitoring Agency shall submit the report required under Regulation 262 of the SEBI ICDR Regulation, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such financial years as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Net Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit

Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee.

VARIATION IN OBJECTS

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Notice") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, 2013, read with relevant rules. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, Hindi also being the regional language of Delhi where our Registered Office is situated. In accordance with the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

OTHER CONFIRMATIONS

Except to the extent of the proceeds from Offer for Sale that will be received by the Promoter Selling Shareholder, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters, the Promoter Group, our Directors, our Key Managerial Personnel, our Senior Management Personnel or our Group Companies.

Our Company has not entered into and is not planning to enter into any arrangement / agreements with any of our Promoters, Promoter Group, Directors, Key Managerial Personnel or Senior Management Personnel in relation to the utilisation of the Net Proceeds.

There are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, the Promoter Group, our Directors, our Key Managerial Personnel, our Senior Management Personnel or our Group Companies.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company and Promoter Selling Shareholders in consultation with the BRLM based on an assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Offer Price is [●] times of the face value.

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 30, 246 and 149 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

1. We have built a strong brand reputation in the luxury segments of bathrooms, kitchens, and wood flooring, establishing ourselves as a trusted name in the premium market. With a focus on high-quality imported products, we cater to high-net-worth individuals (HNIs), luxury residential developers, and premium hospitality chains.
2. Our Promoters bring a wealth of experience in the luxury interiors segment, with more than 22 years of experience since the incorporation of our Company, playing a pivotal role in shaping the Company’s growth trajectory.
3. With over two decades of presence in the luxury interiors space, we have developed a comprehensive understanding of market dynamics, consumer preferences, and industry trends.
4. Our company operates using both Company-Owned Company-Operated (COCO) and Franchise-Owned Company-Operated (FOCO) retail models. This dual-channel approach allows us to ensure operational control and consistency through our COCO stores, while the FOCO stores provide a scalable way to rapidly expand our footprint across the country.
5. With over two decades of industry presence, we have built an extensive and trusted network of architects and interior designers across India.
6. Our Company benefits from a broad and well-curated product portfolio across three key luxury segments which are bathrooms, kitchens, and wood flooring.

For further details please refer “Our Business – Our Strengths” on page 154.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Consolidated Financial Statements for the financial year ended March 31, 2025, 2024 and 2023 prepared in accordance with IGAAP. For more details on financial information, investors please refer the chapter titled “Restated Consolidated Financial Statements” beginning on page 216 of this Draft Red Herring Prospectus.

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

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2025	13.35	3
March 31, 2024	9.92	2
March 31, 2023	6.21	1
Weighted Average		11.02

Notes:

- (1) Basic and Diluted EPS is computed in accordance with Accounting Standard 20, notified under the Companies (Accounting Standards) Rules, 2006 (as amended) read with the requirements of SEBI ICDR Regulations.
- (2) Basic and diluted EPS is calculated as Profit/(loss) for the year/period attributable to Equity shareholders divided by the adjusted weighted average number equity shares outstanding during the year/period.

2. Price Earnings Ratio (“P/E”) in relation to the Offer Price of [●]/- per share of ₹ 10/- each fully paid-up – Post

Bonus.

Particulars	P/E (number of times)
Based on Restated Financial Statements – Post Bonus	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]

3. Return on Net worth (RoNW) As per Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2025	29.27%	3
March 31, 2024	35.41%	2
March 31, 2023	27.91%	1
Weighted Average		31.09%

Note: The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year/period.

4. Net Asset Value (NAV)*As per Restated Financial Statements – Post Bonus*

Financial Year	NAV (₹)
As on March 31, 2025	45.60
After the Issue	
At Floor Price	[●]
At Cap Price	[●]
At Offer Price *	[●]

Note: Net assets value per share: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the period/ year.

**Offer Price per Equity Share will be determined on conclusion of the Book Building Process in consultation with BRLMs*

5. Comparison of Accounting Ratios with Industry Peers

There are no listed companies in India that are engaged in the business segment in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company

6. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 25, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified Bhojak Lunawat & Co, Chartered Accountants, by their certificate dated June 25, 2025

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 149 and 248 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “Objects of the Offer” on page 98, whichever is later or for such

other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

The table below sets forth the relevant and material KPIs that have a bearing on arriving at the Offer Price along with a brief explanation of and the importance of these KPIs for our business and operations and how these KPIs have been used by the management to analyse and track the performance of our Company

Financial Key Performance Indicators of our Company

(₹ in Lakhs except percentages)

Particulars	Units	Fiscal		
		2024-25	2023-24	2022-23
Revenue from Operations ⁽¹⁾	(₹ in Lakh)	20,022.51	17,556.16	16,319.02
Growth in Revenue from Operations ⁽²⁾	(YoY %)	14.05%	7.58%	26.96%
Gross Profit ⁽³⁾	(₹ in Lakh)	8,676.30	7,518.51	6,846.56
Gross Profit Margin ⁽⁴⁾	(%)	43.33%	42.83%	41.95%
EBITDA ⁽⁵⁾	(₹ in Lakh)	2,966.56	2,493.56	1,997.07
EBITDA Margin ⁽⁶⁾	(%)	14.82%	14.20%	12.24%
Profit After Tax ⁽⁷⁾	(₹ in Lakh)	2,226.03	1,904.02	1,381.10
PAT Margin ⁽⁸⁾	(%)	11.12%	10.85%	8.46 %
RoE ⁽⁹⁾	(%)	34.29%	36.88%	32.00%
RoCE ⁽¹⁰⁾	(%)	37.93%	42.01%	37.66%
Return on Assets (ROA) ⁽¹¹⁾	(%)	15.50%	15.86%	13.08%
Operating Cash Flows ⁽¹²⁾	(₹ in Lakh)	642.94	1028.56	2,854.08
Net Fixed Asset Turnover ⁽¹³⁾	(In Times)	18.89	19.77	19.13

Notes: As certified by Bhojak Lunawat & Co, Chartered Accountants through their certificate dated June 25, 2025

Explanation of KPIS:

- (1) Revenue from operation means revenue from sales and other operating revenue.
- (2) Growth in revenue from operations(yoy%) is calculated by subtracting the previous period's revenue from the current period's revenue, and then dividing that number by the previous period's revenue.
- (3) Gross Profit is the Revenue from Operations of the Company as reduced by the purchases of stock in trade and Changes in Inventories of finished goods, work in progress and stock-in-trade.
- (4) Gross Profit Margin (%) is Gross Profit divided by Revenue from Operations
- (5) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (6) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (7) PAT is calculated as Profit before tax – Tax Expenses
- (8) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations
- (9) Return on Equity is ratio of Profit after Tax and Average Shareholders Equity wherein average shareholders' equity = (Opening Shareholders Equity + Closing Shareholders Equity)/2
- (10) Return on Capital Employed is ratio of Profit after Tax and Average Capital Employed wherein Capital Employed = Share Capital + Reserves & Surplus – Intangible Assets and Average Capital Employed = (Opening Capital Employed + Closing Capital Employed)/2
- (11) Return on Assets (ROA) = PAT / average total assets deployed wherein average total assets deployed = (Opening total assets + Closing total assets)/2
- (12) Operating cash flow is extracted from Cash Flow Statement in Restated Consolidated Financial Statements.
- (13) Net Fixed Asset Turnover = net revenue from operations/average fixed assets wherein average fixed assets = (Opening fixed assets + Closing fixed assets)/2

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 149 and 246, respectively

OPERATIONAL KPIs MONITORED BY THE COMPANY

In addition to the financial KPIs mentioned above, we also monitor the following operational metrics to assess our business performance and identify areas for improvement, with the aim of optimizing both revenue (top line) and profitability (bottom line):

1. Order Booking contribution of customers with total order value more than 10 Lakhs, from FCML COCO Showrooms (Delhi & Mumbai)

Order Book Value in ₹ lakhs:

Customers with Order Value	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
More than 10 Lakhs	11,845.87	79.50%	9,042.98	74.42%	8,332.27	72.02%
Less than 10 Lakhs	3,053.90	20.50%	3,108.84	25.58%	3,236.95	27.98%
Total	14,899.77	100.00%	12,151.82	100.00%	11,569.21	100.00%

Number of Customers in each segment:

Customers with Order Value	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
More than 10 Lakhs	326	13.74%	276	11.85%	295	12.80%
Less than 10 Lakhs	2,047	86.26%	2,054	88.15%	2,009	87.20%
Total	2,373.00	100.00%	2,330.00	100.00%	2,304.00	100.00%

2. Order Booking from Unique architects per year from FCML COCO Showrooms (Delhi & Mumbai)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
No. of Unique Architects	437	419	406

3. Order Booking from architects vs. non-architect orders per year, from FCML COCO Showrooms (Delhi & Mumbai)

(₹ in lakhs)

Orders	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
Through Architects	12,348.66	82.88%	9,706.77	79.88%	8,861.22	76.59%
Non-Architect orders	2,551.12	17.12%	2,445.06	20.12%	2,707.99	23.41%
Total	14,899.77	100.00%	12,151.82	100.00%	11,569.21	100.00%

4. No. of Stores and Total Area of stores in Sq. ft.

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
No. Of Stores	11[#]	11	9
Total Area (in Sq. ft.)	83,399	83,399	78,490

#As the Surat showroom which has been replaced on March 11, 2025 was operating throughout financial year 2024-25 till the date of closure. We have considered that for the purpose of store area calculation for financial year 2024-25. Subsequently, a new Memorandum of Understanding was signed on May 14, 2025 with a different franchisee for the launch of a new FOCO store in Surat. The store location has been identified, and the franchisee is currently undertaking fit-out and preparatory work at the premises.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

S. No.	KPIs	Rationale for inclusion as a KPI Explanation
1	Revenue from operations	Revenue from operations represents revenue from sale of products and other operating revenue. It represents the scale of the business as well as provides information regarding the overall financial performance.
2.	Profit After Tax	Profit after tax reflects the company's true earnings and financial health. It shows how much profit is available for reinvestment in the business or distribution to shareholders as dividends.
3	Operating Cash Flow	It represents cash generated by the company from its core business operations excluding any financing or investing activity.
4	Gross Profit	Indicates the company's profitability from core operations before considering overheads and indirect expenses.

S. No.	KPIs	Rationale for inclusion as a KPI Explanation
5	Gross Profit Margin	Gross profit margin (GPM) represents the percentage of revenue remaining after accounting for the direct costs of producing goods or services (COGS).
6	EBITDA (₹ in Lakh)	Indicates operating performance and cash generating ability before accounting for non-operational expenses and non-cash items.
7	EBITDA Margin (%)	Reflects operating profitability as a percentage of revenue from operations.
8	PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability of the business and provides the financial benchmarking against peers as well as to compare against the historical performance of the business.
9	RoE (%)	Represents how efficiently a business generates profit from its shareholders' equity.
10	RoCE (%)	Measure how effectively capital is deployed to generate operating profits.
11	Return on Assets	ROA measures how a company is more efficient at using its assets to generate profit.
12	Fixed Asset Turnover	Measure how effectively the Company generates revenue from its fixed Assets.
13	Revenue Growth	Represents growth in sales on Year-on-year basis.
14	Order booking of customer - more than 10 lakhs and below 10 lakhs	This KPI tracks high value customers.
15	Order booking by architects and non-architects	This KPI help to track the importance of architect in Company's business.
16	Number of unique architects	This KPI help to track the number of architects we work during a year and thus helps us to focus on onboarding more architects.
17	Number of stores and Total Area of stores in Sq. Ft.	This KPI Denotes the total no. of operating stores as of the end of each financial period which are used to carry out retail operations of the business.

Comparison of KPI based on additions or dispositions to our business: NA

Description on the historic use of the KPIs by us to analyse, track or monitor our operational and/or financial performance

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Indian GAAP and are not presented in accordance with Indian GAAP. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Indian GAAP measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Indian GAAP. Investors are encouraged to review the Indian GAAP financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPI with Listed Industry Peers

There are no listed companies in India that are engaged in the business segment in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an KPI comparison with Listed Industry Peers in relation to our Company

7. Price per share, floor price and cap price

- a. **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

There have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-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 30 days.

- b. **The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders, members of the Promoter Group or other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)**

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue share 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.

Since there are no such transaction to report to under (a) and (b), the following are the details based on the last five primary or secondary transactions (secondary transactions where the Promoters or members of the Promoter Group or shareholders having a right to nominate directors to the Board are a party to the transaction, excluding gifts), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

A. Primary Transaction				
Date of Allotment	Nature of Transaction	No. of Equity Shares	Cost per Equity Share	Total Cost
June 07, 2025	Bonus issue	55,60,027	Nil	Nil
WACA				Nil

B. Secondary Transaction[^]						
Name of the Acquirer	Date of Allotment / Transfer	Nature of Allotment / transaction	Face Value	Offer Price	Number of Equity Shares Allotted	Total Consideration
Transferred from Madhu Khandelwal to Gurmit Shoor	December 06, 2024	Transfer gift deed	10	0	1	0
Transferred from Madhu Khandelwal to Surendra Kumar Sharma	December 06, 2024	Transfer gift deed	10	0	1	0
Transferred from Madhu Khandelwal to Anupam Sodhi	December 06, 2024	Transfer gift deed	10	0	1	0
Transferred from Madhu Khandelwal to Deepak Kumar Dwivedi	December 06, 2024	Transfer gift deed	10	0	1	0
Total					4	Nil
Weighted Average Cost of Acquisition (Secondary Transaction) (₹ per Equity Share)						Nil

[^]The Company has bought back 37,06,685 shares at a price of ₹24.39 per equity shares vide its resolution dated September 12, 2023

* As certified by Bhojak Lunawat and Company, Chartered Accountants through their certificate dated June 29, 2025.

- c. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the shareholders with rights to nominate directors are disclosed below:

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Offer Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹[●]/-)	Cap Price (₹[●]/-)
Weighted average cost of acquisition of primary issuances as per paragraph 7(a) above	NA [^]	[●]	[●]
Weighted average cost of acquisition for secondary transactions as per paragraph 7(b) above	NA ^{^^}	[●]	[●]
Weighted average cost of acquisition of primary issuance as per paragraph 7(c) (A) above	Nil	[●]	[●]
Weighted average cost of acquisition of secondary transactions as per paragraph 7(c) (B) above ^{^^^}	Nil	[●]	[●]

As certified by Bhojak Lunawat & Company, statutory auditors, vide their certificate dated June 29, 2025.

[^]There were no primary / new issue of shares (equity/convertible securities).

^{^^}There were no secondary sales / acquisition of shares (equity/ convertible securities) transactions in last 18 months from the date of this Draft Red Herring Prospectus, the detail as required under paragraph (b) above is thus applicable.

^{^^^} The Company has bought back 37,06,685 shares at a price of ₹34.39 per equity shares vide its resolution dated September 12, 2023.

8. **Explanation for Offer Price being [●] times of weighted average cost of acquisition of secondary issuance price of Equity Shares (set out in 7(d) above) along with our Company's key performance indicators and financial ratios and in view of external factors for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023.**
[●]*

*To be included on finalisation of Offer Price and updated in the Prospectus.

9. **The Offer Price is [●] times of the face value of the equity shares**

The face value of our share is ₹ 10/- per share and the Offer Price is of ₹ [●]/- per share are [●] times of the face value. Our Company, Promoter Selling Shareholders in consultation with the Book Running Lead Managers believes that the Offer Price of ₹ [●]/- per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 30 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 216 of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: June 29, 2025

To

The Board of Directors

FCML Distributors Limited

A-217, Okhla Industrial Area, Phase I – 110 020,

New Delhi, India.

AND

Indcap Advisors Private Limited

Suite 1201, 12th Floor,

Aurora Waterfront, GN Block, Sector V,

Bidhannagar– 700 091, West Bengal, India.

AND

Marwadi Chandarana Intermediaries Brokers Private Limited

X-change Plaza, Office no. 1201 to 1205, 12th Floor,

Building No. 53E, Zone-5, Road 5E, Gift City,

Gandhinagar - 382355,

Gujarat, India

(Indcap Advisors Private Limited and Marwadi Chandarana Intermediaries Brokers Private Limited are together referred to as the “Book Running Lead Managers”)

Dear Sir,

Sub: **Proposed initial public offering of equity shares of face value ₹ 10 each (“Equity Shares”) by FCML Distributors Limited (“Company”) (referred to as the “Issue”).**

We hereby confirm that the enclosed Annexure 1 and 2 (together “**the Annexures**”), prepared by the Company, provides the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“**GST Act**”), as amended by the Finance Act 2024 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India (together, the “**Tax Laws**”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
 - i) the Company or its shareholders will continue to obtain these benefits in future;
 - ii) the conditions prescribed for availing the benefits have been / would be met with; and
 - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus.

For BHOJAK LUNAWAT & COMPANY

Chartered Accountants

ICAI Firm Registration No.: 027566C

Yours sincerely,

Prafful Bhojak

Partner

Membership No: 166845

Place: Bikaner

Date: June 29, 2025

UDIN: 25166845BMJQEO2521

ANNEXURE 1

TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

ANNEXURE 2

TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the GST Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole/first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefits under any other law.

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

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032) - Focusing on the Ultra Luxury Price Segment” dated May 15, 2025 (the “**Credence Report**”) prepared and issued by Credence Research Inc., and exclusively commissioned and paid for by us in connection with this Issue.*

The data included herein includes excerpts from the Credence Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Credence Report and included herein with respect to any particular calendar year/Fiscal refers to such information for the relevant calendar year/ Fiscal. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the Credence Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. For more information, see “Risk Factors.” on page 30 of this Draft Red Herring Prospectus. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency Presentation” on page 17 of this Draft Red Herring Prospectus.

Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032) - Focusing on the Ultra Luxury Price Segment

Market Definition

The luxury fittings market refers to the segment of the interior design and construction industry that deals with high-end, Premium luxury-quality products and fixtures used in residential, commercial, and hospitality spaces. These fittings include sophisticated and aesthetically designed items such as bathroom fixtures, kitchen fittings, flooring, lighting, doors, windows, and smart home systems.

Definitions of Ultra Luxury and Premium Luxury in each of the three categories:

1. Bathrooms

For a complete bathroom package, under Ultra Luxury segment, the spend is expected at approximately ₹ 3 lakh and above while under the Premium Luxury segment, it is approximately ₹ 1 Lakh to 3 Lakhs.

Segment	Description	Typical Spend per Complete Bathroom
Ultra Luxury	Complete bathrooms products with imported fittings, high-end brands, and bespoke finishes	₹3,00,000 and above
Premium Luxury	Complete bathrooms products with elegant branded fittings, suitable for aspirational urban homes	₹1,00,000 – ₹3,00,000

Typical Complete Bathroom Includes:

- Basin Area: Washbasin, basin mixer, angle valves & bottle trap, mirror de-fogger
- Shower Area: Diverter, rain shower, hand shower, spout, tile insert drain
- WC Area: WC, cistern & cistern plate, health faucet, chair bracket, inlet-outlet washer set, tile insert drain
- Accessories: Towel rail, toilet paper holder, 2× robe hooks

2. Wood Flooring

Ultra Luxury wood flooring starts at a price of ₹1,000 per square foot. Below ₹ 1000 per foot is categorised as Premium Luxury.

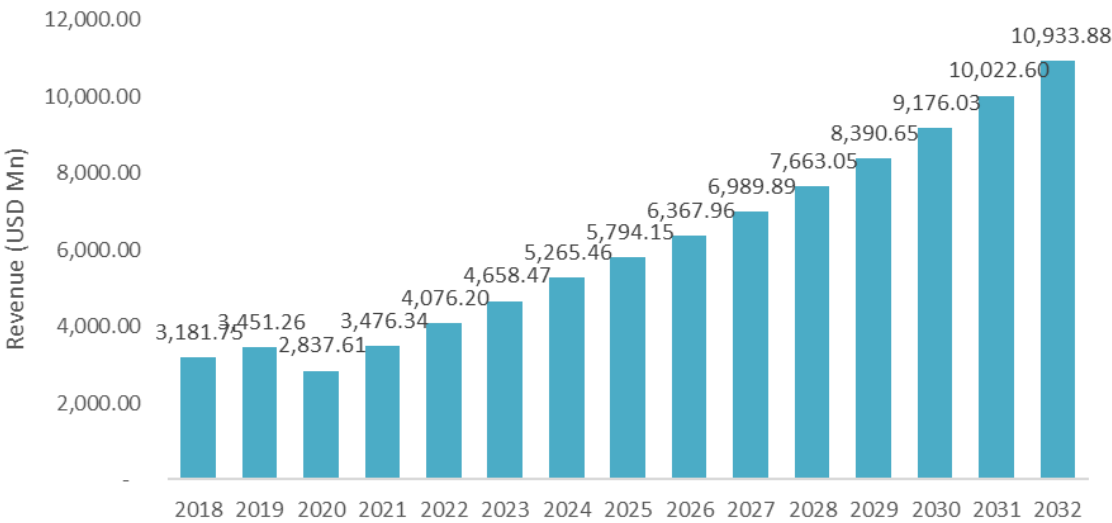
3. Kitchen

Ultra Luxury kitchens start at ₹40 lakhs + GST for a standard-sized configuration. Premium Luxury kitchens start at ₹20 lakhs + GST for the same configuration.

India Luxury Fittings Market Snapshot

The demand for the India Luxury Fittings Market was valued at USD 5,265.46 Million in 2024 is expected to reach USD 10,933.88 Million in 2032 growing at a CAGR of 9.50% between 2025 and 2032.

India Luxury Fittings Market Revenue, 2018 - 2032 (USD Million)



Source: Primary Interviews, Credence Research Analysis, 2025

Introduction

The India Luxury Fittings Market is experiencing robust growth, driven by rising disposable incomes, rapid urbanization, evolving consumer preferences, and the emergence of a quality-conscious, aspirational middle and upper class.

This market comprises high-end products and solutions in:

- Bathroom fittings
- Kitchen fittings
- Floor and wall treatments

The luxury fittings segment caters to high-net-worth individuals (HNIs), luxury real estate developers, hospitality chains, NRI investors, and a growing base of consumers seeking aesthetic sophistication, customization, and smart living solutions.

Moreover, technological advancement is also a major factor driving the market growth. Products enhanced with IoT, artificial intelligence (AI), and home automation technologies such as voice-controlled lighting, sensor-based taps, and programmable showers are becoming central to luxury interior design.

Leading brands such as Kohler, Hansgrohe, and Jaquar Artize are at the forefront, offering cutting-edge, tech-enabled solutions tailored for Indian luxury homes.

Indian consumers are no longer just spending more—they are also making well-informed, value-driven decisions.

Today’s buyers seek a combination of:

- Aesthetic excellence
- Product innovation

- Environmental sustainability
- Long-term value

There is a noticeable shift toward eco-conscious, water-efficient fittings, reflecting global sustainability trends and increasing awareness of environmental responsibility. Similarly, demand for smart bathrooms and energy-efficient lighting systems continues to rise, especially in luxury residential and hospitality segments.

Despite the promising outlook, the market faces several hurdles:

- Shortage of skilled labour capable of installing and handling advanced or artisanal luxury materials
- Lack of consumer education and awareness in Tier 2 and Tier 3 cities, where demand is rising but brand penetration remains limited
- High import duties and Goods & Services Tax (GST)—with luxury fittings often taxed at 28%—which increases the final cost to consumers and reduces affordability for many mid-Premium luxury buyers

These factors, while not drastically hindering the market, do present barriers to scale and broader adoption across India.

Hence, India Luxury Fittings Market is poised for continued growth, driven by rising affluence, demand for smart technologies, and design sophistication. Despite challenges like high taxes and skilled labour shortages, the market offers significant opportunities for brands that deliver innovation, sustainability, and Premium luxury service.

Market Drivers

Rising Affluent Consumer Base

The concept of "Affordable Luxury" is particularly significant in the Indian market. Unlike traditional luxury, which is typically aimed at a small elite, affordable luxury bridges the gap between mass-market products and high-end offerings. It appeals to upwardly mobile consumers who seek sophistication and quality while still being mindful of their budgets.

This shift in consumer behaviour reflects broader transformations in India's socio-economic landscape, which is being reshaped by demographic changes, economic growth, and evolving aspirations. As India's consumer base grows, there is a marked movement towards Premium luxuryization, where consumers increasingly prioritize quality, innovation, and aspirational value over the traditional focus on value-for-money. This transformation signals deeper socio-economic changes in the country as people seek products that reflect their rising affluence and changing lifestyles.

India, with a population exceeding 1.4 billion, is one of the largest and most dynamic consumer markets globally. This rapid growth is primarily driven by the increasing number of affluent consumers—those earning over US\$10,000 annually. According to UBS reports, this affluent population reached 40 million people in 2023 and is expected to double by 2028, growing to 88 million. This surge in affluence directly impacts consumer spending, especially on luxury products such as bathroom and kitchen fittings, which have witnessed significant demand. As these upwardly mobile consumers seek products that combine quality and sophistication with accessibility, the affordable luxury market in India is experiencing unprecedented growth. For instance, wealthy customers in Delhi and Mumbai, who live in opulent residences like ₹50 crore apartments, are no longer merely indulging in designer sofas and Italian chaise lounges. They are also willing to spend up to ₹1.5 crore on designing their bathrooms, signaling the growing importance of luxury in every aspect of their homes.

The rise in affluence offers a tremendous opportunity for the affordable luxury sector, as the demand for high-quality yet accessible products continue to grow. Brands that can adapt to these shifts and offer products that blend innovation, quality, and aspirational value will find themselves at the forefront of this emerging market. India's expanding middle class, coupled with the increasing affluence of consumers, is creating a fertile ground for brands to cater to evolving consumer preferences. With disposable incomes rising, there is a growing market for products that provide both luxury and value for money, creating a distinct space for affordable luxury brands.

India is also becoming a key market for global luxury bathroom and kitchen brands such as Kohler, Toto, and Hansgrohe. These renowned brands are expanding their presence by opening more stores, forging partnerships with developers, and ramping up production to meet the rising demand from the affluent population. According to UBS, India is set to have over one million millionaires by 2028, surpassing countries like Singapore, Hong Kong, and Brazil. This increased wealth is mirrored in the luxury real estate sector, where luxury homes accounted for 26% of total residential sales in 2023, more than three times the share in 2020. These luxury homes are primarily located in gated communities across India's top cities, with prices above 15 million rupees (approximately S\$234,843).

Kohler, recognizing India as its fastest-growing market globally, has already established three "experience centres" in India, where consumers can test water temperature settings and shower pressure. The company plans to expand these centres across major cities, potentially making India one of the largest hubs for such outlets. Additionally, Kohler is planning to open numerous smaller stores to broaden its reach and further tap into the growing demand for luxury bathroom products. The company's local sales surged to approximately US\$230 million in 2023-2024, reflecting a compound annual growth rate of 17% since 2019.

Thus, the rapidly expanding affluent consumer base in India is driving significant changes in the market for luxury home products. With rising incomes, a focus on quality and sophistication, and an increasing desire for aspirational products, India is set to become a major hub for affordable luxury brands. Global players such as Kohler, Toto, and Hansgrohe are capitalizing on this growth, expanding their footprints to cater to the evolving needs of Indian consumers. As India becomes one of the largest consumer markets globally, businesses that can effectively cater to the demands of the growing affluent population will be well-positioned for success in the years to come.

Increasing Demand for Premium luxury and Customizable Design

In recent years, India has seen a significant rise in demand for Premium luxury and customizable designs, particularly in luxury bathroom and kitchen fittings. The luxury interiors market in India is expected to continue growing, driven by increasing disposable incomes, urbanization, and a growing demand for high-quality home solutions. This trend reflects a growing preference for high-quality materials, innovative designs, and personalized solutions. Consumers are increasingly seeking spaces that reflect their unique tastes and lifestyles, with a focus on luxury, functionality, and aesthetics.

Premium luxury design in India has evolved beyond traditional luxury. It now includes bespoke elements that cater to individual preferences, especially in key areas like bathrooms and kitchens, where customization plays a central role. As these spaces are considered the heart of the home, they are now being designed as luxurious retreats with sophisticated finishes, advanced technology, and Premium luxury materials. Consumers no longer settle for "off-the-shelf" solutions; they want products that can be tailored to their needs through custom designs, innovative layouts, and specialty features.

In the luxury bathroom segment, customization is key. Premium luxury materials and innovative designs are incorporated into bathtubs, sinks, faucets, and showers. Examples of this include:

- Customizable vanities, designed to suit any bathroom size with personalized storage solutions, finishes, and hardware.
- Freestanding bathtubs made from high-end materials like solid stone, acrylic, or cast iron.
- Advanced shower systems, featuring rainfall showerheads, smart temperature control, and steam options.
- High-tech toilets with bidet features, self-cleaning functions, heated seats, and remote controls for an enhanced experience.
- Unique tiling and flooring solutions, using imported tiles, natural stone, and bespoke patterns tailored to individual preferences.

In the kitchen, spaces are also being reimagined with luxury in mind. Premium luxury cabinetry, high-end appliances, and state-of-the-art fittings are key features of these spaces. Customization options in kitchens include:

- Modular kitchen systems with adjustable layouts to suit the user's needs.
- High-quality countertops made from marble, granite, or engineered stones, seamlessly fitting into any design.
- Smart appliances, such as touch-controlled ovens, built-in refrigerators, and wine coolers, that enhance both functionality and style.
- Luxury faucets and sinks made from materials like brass, copper, and stainless steel, designed for performance and aesthetics.
- Custom lighting solutions that create a luxurious ambiance, like under-cabinet lighting or feature lighting for high-end countertops.

Thus, the rise of Premium luxury and customizable designs in bathrooms and kitchens reflects a broader shift towards luxury, personalization, and high-quality living spaces. As consumers demand more unique, high-tech, and aesthetically pleasing environments, companies are stepping up to offer bespoke design solutions.

Rising Urbanization and Premium luxury Residential Developments

India has witnessed a remarkable surge in urbanization over the past decade, largely driven by a growing population. According to the United Nations, the country's population is expected to increase by over 400 million people by 2050, which

will inevitably result in a significant rise in housing demand. This expanding population is set to bring about a major transformation in India's real estate sector, with urbanization playing a central role in driving the need for residential properties. In response to these changes, the real estate market is evolving to accommodate growing demand, despite challenges such as rising home loan rates due to the Reserve Bank of India's efforts to curb inflation.

As of the second quarter of 2023, home sales in India's top seven cities reached 1,15,100 units, marking a 36% increase compared to the previous year, when 84,940 units were sold, according to ANAROCK Property Consultants. This growing demand has posed challenges for developers and the government, urging them to provide affordable and sustainable housing solutions. Urbanization has also shifted preferences toward mixed-use developments, where people can live, work, and enjoy leisure activities in close proximity. Consequently, new developments are incorporating lifestyle amenities such as gyms, co-working spaces, and recreational facilities, offering a holistic living experience.

In 2022, approximately 18% of the 365,000 homes sold in India's top seven cities were luxury properties, totalling around 65,680 homes. This marks a significant increase from 2019, when only 7% of the 261,000 homes sold were in the luxury segment, amounting to roughly 17,740 homes. This shift underscores the growing preference for upscale living spaces with elevated offerings. Luxury living in India today encompasses not only high-end homes but also exceptional communal spaces. Developers are increasingly incorporating beautifully designed parks, plazas, and recreational areas within luxury neighbourhoods, fostering a sense of community. Additionally, there is a rising trend of township developments, which are self-contained communities offering residential spaces, employment opportunities, schools, healthcare facilities, and other essential amenities, all within a single location. These townships provide convenience and a higher quality of life, making them highly attractive to consumers seeking an integrated living experience.

India's Premium luxury residential sector is witnessing significant growth, driven by innovative designs and an increasing demand for luxury living spaces in both established urban centres and emerging metros. According to ANAROCK Research, luxury homes priced above Rs 1.5 crore now make up nearly 17% of all new residential launches in India as of 2024. Interestingly, tier-2 and tier-3 cities account for 12% of these luxury developments, indicating a shift in buyer preferences and market dynamics. Cities such as Chandigarh, Ludhiana, Kochi, Indore, and Ahmedabad have emerged as prominent players in the luxury real estate segment, driven by rapid urbanization and improving infrastructure.

As urbanization continues to expand and the demand for Premium luxury residential developments grows, the need for high-quality luxury fittings, such as bathroom and kitchen solutions, is expected to increase significantly. As more luxury homes and mixed-use developments are constructed to meet the rising aspirations of India's affluent consumer base, there will be a growing demand for products that complement these upscale living spaces. The rise of smart homes, integrated communities, and luxury housing will further drive the need for innovative and Premium luxury bathroom and kitchen fittings. Therefore, as India's urbanization journey progresses and Premium luxury residential developments proliferate, the demand for luxury fittings is likely to experience a steady increase, offering significant opportunities for manufacturers and suppliers in this sector.

Market Restraints

Shortage of Skilled Labor

The luxury fittings market in India, encompassing high-end products such as bathroom fittings, kitchen fittings, floor treatments, and lighting fixtures, is growing rapidly due to increasing demand from high-net-worth individuals (HNIs), luxury real estate developers, and hospitality chains. However, one of the key challenges facing this market is the shortage of skilled labor, particularly for the installation and maintenance of luxury fittings. This issue is particularly pronounced in handling Premium luxury materials and integrating smart home technologies, both of which are essential to the luxury market.

Although India has a large workforce, the lack of technical education programs focused on the luxury home fitting segment is a major issue. Skilled tradespeople such as designers, technicians, and installers are often trained in general construction or plumbing, without specific expertise in high-end materials or smart technology integration.

According to the National Skill Development Corporation (NSDC), India needs an additional 12 million skilled workers in the construction and infrastructure sectors by 2025. However, a significant gap remains in training personnel for niche sectors like luxury fittings, which require a deeper level of technical expertise.

A shortage of skilled labor can lead to inconsistent quality in installation, which is crucial for luxury products. Incorrect installations can damage high-end materials and create incompatibility issues with smart technologies, resulting in a poor user experience. In some cases, it can lead to delays in project timelines and additional costs for rework, which ultimately

affects both brands and consumers. For instance, in a luxury bathroom installation featuring smart faucets and high-tech bathtubs, improper installation can result in leaking or malfunctioning systems, which may be difficult to repair due to the complexity of these products. The shortage of skilled labor drives up wages for highly trained workers, increasing the overall cost of installation and service. For example, an experienced technician specializing in luxury bathroom fittings may charge as much as ₹1,500 to ₹2,500 per hour, compared to a general plumber's rate of ₹500 to ₹1,000 per hour. This escalation in labor costs adds to the final price of luxury homes or projects.

Hence, shortage of skilled labor remains a significant challenge for the luxury fittings market in India, especially as demand for Premium luxury products and smart home installations continues to grow. While the market is expanding, the lack of specialized talent hinders the quality of installations, project timelines, and overall cost structure.

Lack of Awareness and Education

Despite the growing demand for luxury fittings in bathrooms and kitchens in India, there remains a significant gap in awareness and education regarding these Premium luxury products. Many consumers are not fully aware of the wide range of high-end, customizable solutions available in the market, which limits their ability to make informed decisions when designing or renovating their homes. This lack of awareness can be attributed to several factors, including inadequate information, limited access to luxury brands, and a general underappreciation of the value that these fittings can bring to a home.

One of the primary challenges in India's bathroom and kitchen industry is the lack of understanding surrounding the advanced materials and technological innovations found in luxury fittings. Many consumers are unaware of the benefits of using Premium luxury materials such as quartz, granite, marble, and engineered stones for countertops, or the cutting-edge technologies integrated into modern bathroom fixtures, including smart toilets, touchless faucets, and rainfall shower systems. As a result, consumers often opt for conventional, mass-produced products that may not provide the same level of durability, aesthetic appeal, or functionality as luxury alternatives. Additionally, they miss out on eco-friendly features, such as water-saving technologies and energy-efficient appliances, which are commonly incorporated into Premium luxury fittings.

Although Premium luxury fittings are often seen as a worthwhile investment, many consumers are discouraged by the perception that these products are unaffordable. Due to a lack of understanding regarding the long-term value and durability of luxury fittings, homeowners may fail to recognize the full cost-benefit picture. For instance, they may not realize that luxury fittings often come with extended warranties, superior craftsmanship, and energy-saving features, making them more cost-effective in the long run. In contrast, the lower initial cost of standard fittings may appear more attractive, but these products often lack the longevity, performance, and aesthetic appeal of their Premium luxury counterparts. Consequently, homeowners might end up spending more on frequent replacements and repairs over time.

Therefore, while the demand for luxury fittings in bathrooms and kitchens continues to rise in India, the lack of awareness and education about these Premium luxury products remains a significant barrier. Consumers need to be better informed about the benefits, advanced technologies, and long-term value of luxury fittings to make more educated decisions. As the market for high-end, customizable solutions grows, it is essential for both brands and designers to educate consumers, helping them realize the true potential and cost-effectiveness of investing in Premium luxury bathroom and kitchen fittings.

Market Opportunities

The Luxury Fittings Market in India presents numerous growth opportunities due to the evolving lifestyle choices of affluent consumers, rapid urbanization, the boom in the real estate sector, and an increasing demand for technologically advanced home solutions. With India's growing number of high-net-worth individuals (HNIs) and a rise in the luxury real estate market, the demand for Premium luxury bathroom fittings, kitchen fittings, floor and wall treatments, and lighting fixtures is expected to expand at a robust pace.

Key Drivers of Market Growth:

Rapid Growth in Luxury Real Estate: India's luxury real estate market has been growing rapidly, with high-end housing projects increasingly incorporating luxury fittings. According to Knight Frank India's Wealth Report 2022, the Indian luxury real estate market has seen a 10–15% annual growth over the past few years, signaling a rising demand for Premium luxury fittings in new developments. High-end residential projects are now prioritizing luxury bathroom and kitchen solutions, designer floor treatments, and smart lighting systems to cater to affluent buyers.

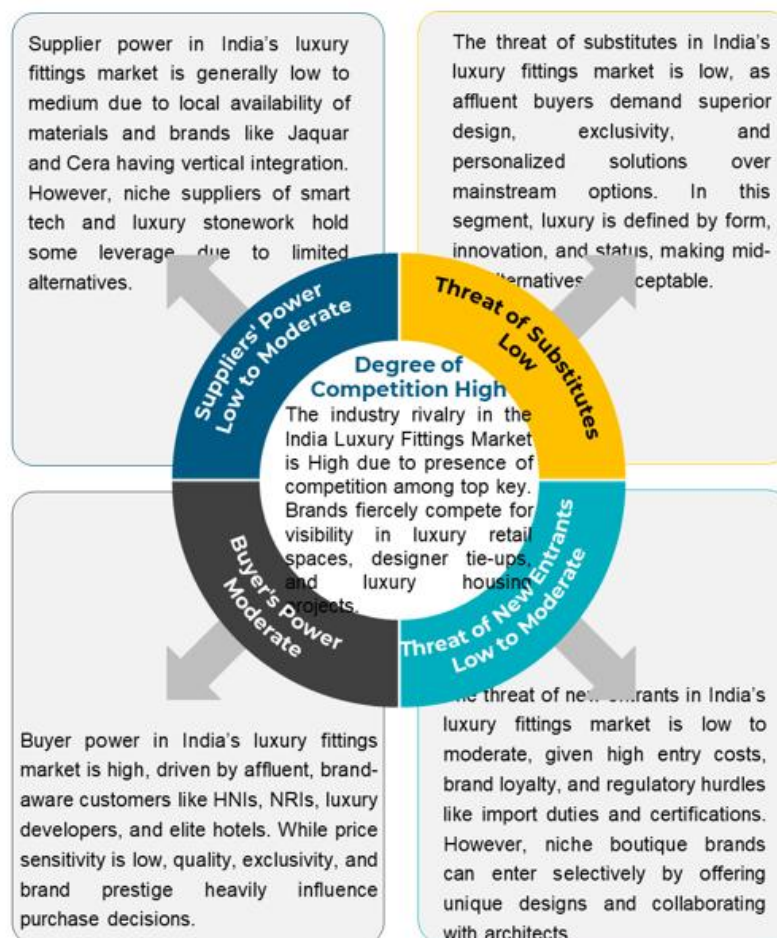
Expansion Beyond Tier 1 Cities: While Tier 1 cities like Mumbai, Delhi, and Bengaluru have historically been the focal points for luxury fittings demand, there is an emerging market in Tier 2 and Tier 3 cities. As urbanization continues to spread across these regions, the demand for luxury homes—and consequently, luxury fittings—is on the rise. Cities such as Pune, Ahmedabad, and Chandigarh are witnessing a surge in Premium luxury housing projects, making them key markets for luxury fittings.

FCML India, a leading interior and lifestyle products retailer, is actively expanding its presence across the country. In addition to existing stores in 11 major cities, the company is set to open new showrooms in key emerging tier 1 cities. This strategic move underscores FCML’s commitment to tapping into high-growth urban centers and strengthening its national retail footprint.

Tier 2 and Tier 3 Cities as Key Growth Areas: The growing demand in Tier 2 and Tier 3 cities presents a significant opportunity for luxury fitting brands. These regions are expected to account for 40% of the luxury housing market by 2025. This shift indicates a broadening consumer base seeking Premium luxury, customized fittings, providing brands with the opportunity to expand their footprint beyond traditional metro cities.

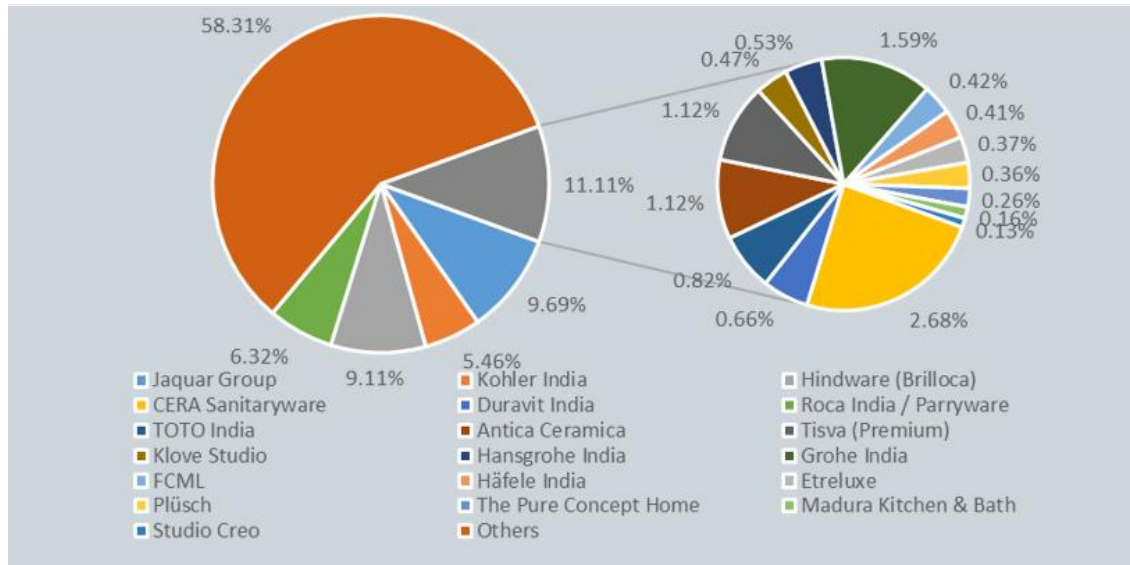
Thus, luxury Fittings Market in India is poised for substantial growth, driven by an increase in affluent consumers, the expansion of luxury real estate, and the spread of urbanization to Tier 2 and Tier 3 cities. As these regions rise in prominence, the demand for high-end fittings is expected to increase, providing significant opportunities for brands to tap into new markets. With Tier 2 and Tier 3 cities expected to account for 40% of the luxury housing market by 2025, this segment presents an exciting avenue for expansion, innovation, and investment in India’s luxury fittings market.

Porter’s Five Forces Analysis



Source: Primary Interviews, Credence Research Analysis, 2025

Company Market Share Analysis – 2024



Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market, Overall Company Share, 2024

Company Name	Market Revenue (USD Million)	Market Share (%)
Jaquar Group	510.12	9.69%
Kohler India	287.51	5.46%
Hindware (Brilloca)	479.83	9.11%
CERA Sanitaryware	141.35	2.68%
Duravit India	34.62	0.66%
Roca India / Parryware	332.71	6.32%
TOTO India	43.01	0.82%
Antica Ceramica	59.14	1.12%
Tisva (Premium luxury)	59.14	1.12%
Klove Studio	24.52	0.47%
Hansgrohe India	28.06	0.53%
Grohe India	83.66	1.59%
FCML	22.19	0.42%
Häfele India	21.46	0.41%
Etreluxe	19.45	0.37%
Plüsch	19.13	0.36%
The Pure Concept Home	13.82	0.26%
Madura Kitchen & Bath	8.51	0.16%
Studio Creo	6.91	0.13%
Others	3,070.35	58.31%
Total	5,265.46	100.00%

Source: Primary Interviews, Credence Research Analysis, 2025

India High End Bathroom Fittings Company Share by Price Range, 2024

Company Name	Market Revenue (USD Million)	Market Share (%)
TOTO India	10.75	19.77%
Duravit India	0.95	1.75%
Hansgrohe India (AXOR)	4.21	7.74%
Grohe India (SPA series)	1.20	2.21%
FCML	7.98	14.68%
Villeroy & Boch	1.04	1.92%
Others	28.24	51.92%
Total	54.38	100.00%

Source: Primary Interviews, Credence Research Analysis, 2025

India Premium luxury Bathroom Fittings Company Share by Price Range, 2024

Company Name	Market Revenue (USD Million)	Market Share (%)
TOTO India	32.26	15.55%
Duravit India	18.13	8.74%
Hansgrohe India (AXOR)	23.85	11.50%
Grohe India (SPA series)	10.84	5.23%
Villeroy & Boch	9.38	4.52%
Others	112.94	54.46%
Total	207.38	100.00%

Source: Primary Interviews, Credence Research Analysis, 2025

India Mid Range Bathroom Fittings Company Share by Price Range, 2024

Company Name	Market Revenue (USD Million)	Market Share (%)
Jaquar (Artize)	219.67	27.96%
Kohler India	122.33	15.57%
Hindware (Queo)	102.77	13.08%
Roca India / Parryware	81.24	10.34%
CERA Sanitaryware	51.38	6.54%
Grohe India (Standard)	56.80	7.23%
Others	371.15	47.24%
Total	785.67	100.00%

Source: Primary Interviews, Credence Research Analysis, 2025

PESTEL Analysis

Political Factors

Luxury-Oriented Urban Development Policies

- Government policies around smart cities and high-end infrastructure are encouraging developers to include luxury amenities and interiors.
- Incentives for luxury real estate developers to participate in infrastructure growth indirectly benefit the Premium luxury fittings segment.

FDI and Ease of Doing Business

- 100% FDI in construction and real estate allows international luxury brands to set up operations and showrooms in India.
- Brands such as Villeroy & Boch, Grohe, and Duravit are expanding their India presence through exclusive stores and partnerships.

Import Duties on Premium luxury Goods

- High import duties (28% or more) on finished luxury fittings affect pricing and availability.
- However, demand remains inelastic in the Premium luxury segment, where exclusivity is a selling point.

Economic Factors

Rising High-Net-Worth Individuals (HNWIs)

- India had more than 800,000 millionaires in 2023, and this number is expected to grow to 1.65 million by 2027. These high-net-worth individuals (HNIs) are increasingly drawn to global luxury brands, smart home solutions, and bespoke, high-end fittings tailored to their personal tastes.

Growth of Luxury Real Estate

- Projects in cities such as Mumbai, Delhi NCR, Bengaluru, and Hyderabad are integrating imported fittings and designer fixtures to appeal to ultra-Premium luxury buyers.

Price Elasticity

- Luxury fittings buyers are less price-sensitive, focusing more on exclusivity, innovation, craftsmanship, and international appeal than cost.

Social Factors

Luxury as a Lifestyle Statement

- Urban elite consumers see bathrooms and kitchens as experience zones, not just functional spaces.
- Bathrooms with rain showers, mood lighting, heated floors, and smart toilets are becoming the norm in Premium luxury homes.

Personalization & Custom Design

- High-net-worth individuals demand tailor-made luxury—e.g., marble from Italy, handmade Moroccan tiles, or gold-plated faucets.
- Interior designers are often brought in to source fittings from global expos like Salone del Mobile (Milan) or ISH Frankfurt.

Western Influence & Wellness Trends

- Spa-like bathrooms and gourmet kitchens are driven by exposure to global design trends.
- Wellness spaces (e.g., steam rooms, aromatherapy lighting) are emerging in luxury homes.

Technological Factors

Smart Technology Integration

- Voice-controlled lighting, motion-sensor faucets, smart mirrors with AI, and IoT-enabled showers are trending.

Advanced Materials & Automation

- Use of nanotech coatings, anti-fingerprint stainless steel, Italian marble slabs, and artisanal surfaces appeals to luxury buyers.
- CNC, laser-cutting, and 3D-printing allow for precise, custom-built fittings.

Digital Customization & Virtual Visualization

- Augmented reality (AR) tools from brands allow consumers to visualize fittings in their actual homes.

Environmental Factors

Sustainable Luxury

- Eco-conscious high-income consumers seek luxury fittings that are also sustainable low-flow showers, recycled tiles, and energy-efficient LED chandeliers.

LEED/IGBC Certification Compliance

- Luxury projects often aim for green certifications. This drives demand for fittings that reduce water and power consumption without compromising aesthetics.

Climate-Resilient Materials

- Products must withstand India's monsoons, humidity, and hard water—hence, the demand for high-quality chrome, brass, and corrosion-resistant materials is high.

Legal Factors

IP & Design Protection

- Premium luxury fittings often involve exclusive designs and patented technologies. Design piracy is a concern, and protection under Indian IP laws helps sustain brand integrity.

BIS & International Standards Compliance

- High-end products must adhere to both local standards (BIS) and international certifications (CE, WaterSense).
- Brands that meet green building codes (e.g., IGBC) gain preference in high-end commercial and residential projects.

GST Classification

- Premium luxury fixtures generally fall under 28% GST, but brand collaborations with builders can help streamline procurement and reduce end-user tax burdens through input credits.

India Luxury Fittings Market Overview - By Product Type

Based on Product Type, India luxury fitting market is segmented into Bathroom Fixtures, Kitchen Fittings, Flooring and Wall Treatments, and Others. Bathroom fixtures held the largest market share in the Indian luxury fittings market in 2024, accounting for 39.73%. This segment comprises Premium luxury washbasins, bathtubs, showers, faucets, bidets, and smart toilets. Once considered purely functional, bathrooms in modern Indian homes particularly in urban and high-end residential developments are now being transformed into personal wellness retreats. Homeowners are increasingly investing in spa-like features such as rain showers, Jacuzzi tubs, steam enclosures, sensor-activated faucets, and ambient lighting, elevating bathrooms into spaces of relaxation and indulgence.

The increasing development of gated communities, upscale high-rises, and serviced residences has further accelerated this trend. Real estate developers are progressively integrating Premium luxury bathroom fittings as standard features in residential projects, especially in properties valued above ₹1 crore. As a result, luxury bathroom fixtures are no longer perceived as optional upgrades but are becoming a baseline expectation, significantly driving demand through B2B channels.

Bathroom Fixtures is further segmented into High-end Bathtubs, Showers, Sinks and Others such as mirrors, toilets and faucets. High-end bathtubs lead the segment, with a market share of 17.61% in 2024. These include luxury options such as freestanding bathtubs, Jacuzzis, whirlpool systems, and designer bathtubs crafted from Premium luxury materials like stone, marble, and high-quality acrylic. With an increasing number of urban consumers desiring spa-like experiences in their homes, bathtubs have become synonymous with luxury, relaxation, and indulgence.

Also, Kitchen Fittings segment is an essential component of the Indian luxury fittings market, accounting for 25.08% of the total market in 2024, with a valuation of USD 1,320.38 Million. This segment encompasses a wide range of high-end fixtures including designer sinks, Premium luxury faucets, soft-close drawers, pull-out baskets, built-in waste management systems,

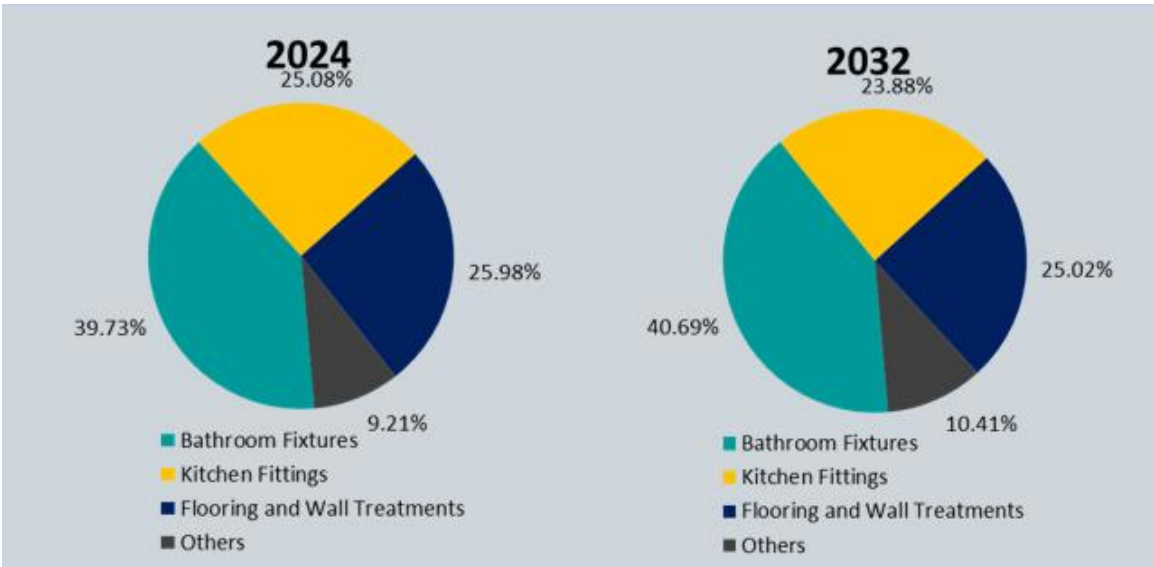
and water purification taps many of which are integrated into modular kitchen systems. Driven by rapid urbanization, the rise of nuclear families, and increasing disposable income, kitchens are undergoing a significant transformation from traditional, utilitarian spaces to contemporary, functional lifestyle zones. The surge in demand for modular kitchens in urban areas particularly in Tier 1 and Tier 2 cities—has been a key catalyst for the segment’s growth.

Cabinetry fittings are the largest sub-segment, accounting 23.50% of the market share in 2024. This category includes Premium luxury kitchen cabinets, soft-close drawers, modular storage systems, and corner pull-out units. As more consumers opt for modular kitchens, demand for sleek, customizable cabinetry that maximizes space and complements modern kitchen designs is growing. Cabinetry fittings have become an essential feature in luxury homes, offering both practicality and design flexibility to create personalized kitchen spaces.

Faucets account for 13.93% of the market. The demand for high-end faucets including pull-out spray taps, touchless faucets, and sensor-activated faucets is growing as urban consumers look for ways to enhance convenience, sustainability, and hygiene in the kitchen. Faucets have become an integral part of luxury kitchen designs, with advanced features like temperature regulation, water-saving mechanisms, and smart functionality contributing to their popularity.

Thus, the Indian luxury fittings market presents substantial opportunities for growth and innovation, with segments such as Kitchen Fittings and Bathroom Fixtures leading the way. Companies that focus on technological advancements, high-end materials, and personalized experiences will be well-positioned to capitalize on the evolving demands of the modern Indian consumer.

India Luxury Fittings Market Revenue Share, By Product Type, 2024 & 2032



Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market – By End-user

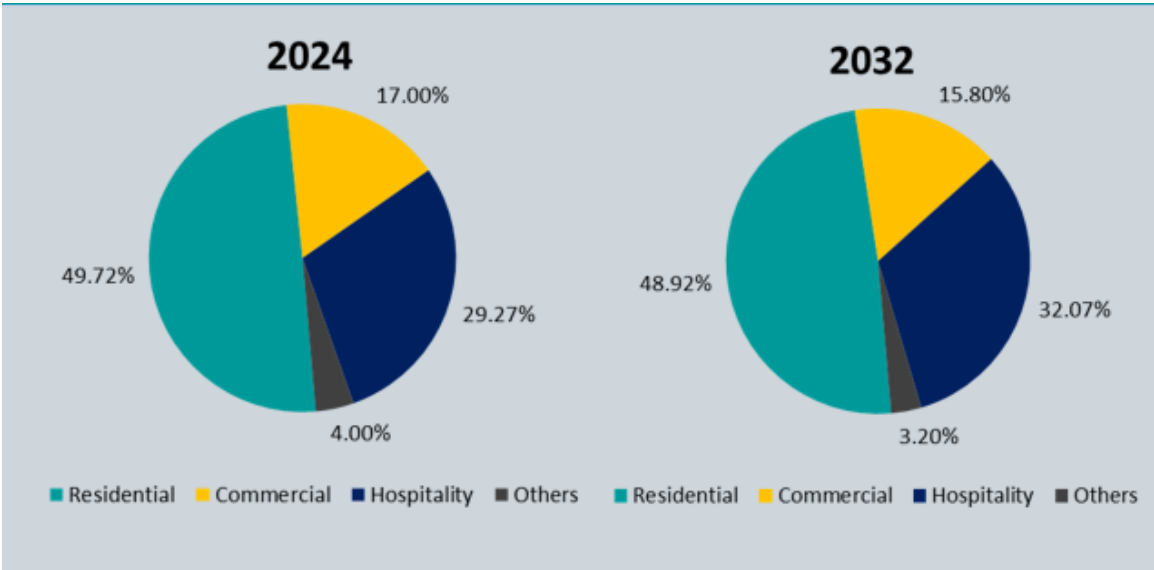
India Luxury Fitting Market is segmented into Residential, Commercial, Hospitality, and Others. The Residential segment is the largest and most dominant in the Indian luxury fittings market, accounting for over 49.72% of the total market share. This segment continues to grow, driven by the increasing demand for luxury homes and the rise of high-net-worth individuals (HNIs) looking to invest in Premium luxury home fittings. Several factors contribute to this growth. As India’s urban population grows, more consumers are investing in luxury homes, particularly in metropolitan cities. This has led to a surge in demand for Premium luxury bathroom fixtures, kitchen fittings, lighting solutions, and flooring treatments. Also, there's a growing trend of integrating smart technology and sustainable solutions into homes, with many consumers investing in smart lighting, energy-efficient systems, and wellness-oriented fittings.

The Commercial segment accounts for 17.0% of the market share. This segment is driven by the increasing demand for luxury fittings in commercial spaces such as offices, retail stores, malls, and corporate buildings. The key factors driving the market growth are aesthetic and functional design, and brand image and customer experience. The commercial segment would continue to grow, particularly with Premium luxury office spaces, corporate buildings, and luxury retail outlets driving demand for high-end interior fittings.

Hospitality segment in India continues to witness fastest growth, with a CAGR of 10.75% in 2024. This growth is primarily due to rise of luxury hotels and resorts in India, especially in metropolitan cities and tourist destinations, is a major factor. Also, Hospitality providers are increasingly offering luxurious, personalized experiences to attract high-end customers. Features such as Jacuzzis, smart bathrooms, and luxury lighting systems are being incorporated into guest rooms and public spaces.

Hence, Indian Luxury Fittings Market is driven by strong demand in the residential segment, with significant contributions from Commercial and Hospitality sectors. The growing trend of Premium luxury, smart, and sustainable fittings continues to shape the market’s expansion. As urbanization and disposable incomes rise, the market is expected to maintain robust growth across all end-user segments.

India Luxury Fittings Market Revenue Share, By End-user, 2024 & 2032



Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market – By Price Range

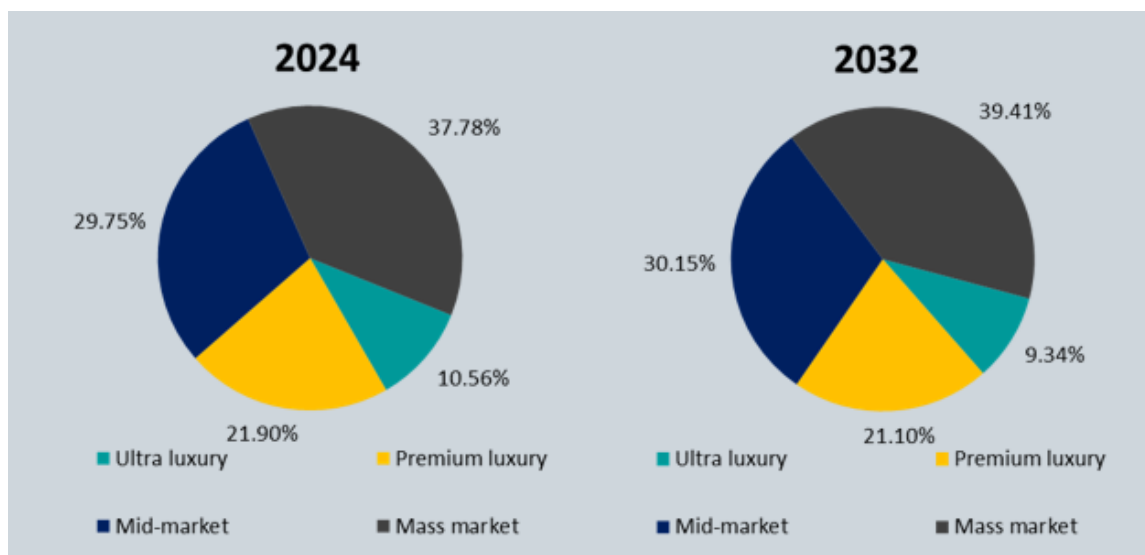
Based on the Price Range, India Luxury Fittings Market is segmented into Ultra High-End, Premium luxury, Mid-market, and Mass market. Mass market segment accounted for the largest share of 37.78% in 2024, indicating that a significant portion of consumers prioritize affordability. This could include builders focused on high-volume residential projects, budget-conscious homeowners or landlords, and cost-efficient renovations.

The Mid-market segment occupies nearly one-third of the market. It offers products that balance price with design, performance, and quality. Urban Middle-Class Expansion, Awareness & Digital Influence are key factors driving the growth of the market. For instance, rising disposable incomes among young, working professionals in Tier 1 and Tier 2 cities is fueling demand for aesthetically pleasing yet affordable fittings. A surge in home renovations post-COVID has shifted attention to Mid-market upgrades for better functionality and look. Developers in mid-income housing segments are opting for slightly more Premium luxury fittings to differentiate and justify higher price tags.

In 2024, the Premium luxury segment accounted for 21.90% of the market, encompassing smart bathrooms with sensor technology, designer faucets and fittings, high-end flooring, and modular kitchens featuring soft-close mechanisms, built-in appliances, and branded hardware. Key factors driving this demand include real estate developers incorporating Premium luxury fittings as a key selling point, particularly in metro cities, the growing influence of professional interior design, and the rising emphasis on sustainability and home automation. With increased disposable incomes and greater spending power, Indian consumers are progressively choosing Premium luxury, high-tech bathroom products.

The Ultra High-End category caters to elite customers and luxury projects. Though the smallest in share of 10.56% in 2024, this segment represents the highest per-unit value. Rise in HNIs & UHNIs, Luxury Real Estate Boom, Global Design Trends, and Prestige and Personalization.

India Luxury Fittings Market Revenue Share, By Price Range, 2024 & 2032



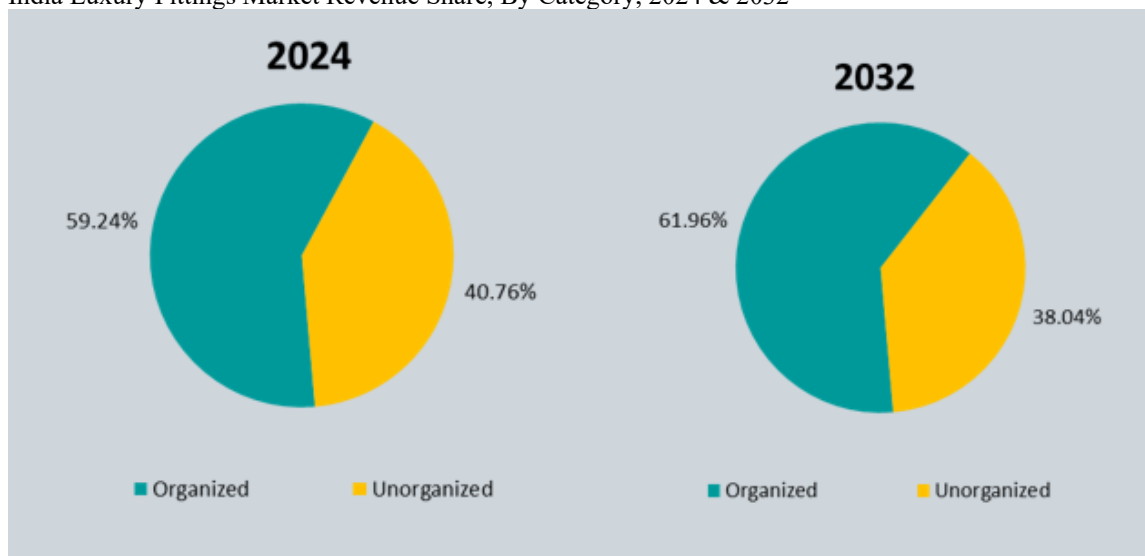
Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market – By Category

In 2024, the luxury fittings market (bathroom, kitchen, flooring) is seeing a structural shift, with the organized sector accounted for 59.24% of the market, while the unorganized segment holds 40.76%. This marks a notable transition from previous years where local, informal players dominated. The growth of the organized sector is driven by increasing consumer demand for branded, reliable, and aesthetically designed products, supported by strong after-sales service and professional installation. Brands like Jaquar, Kohler, and are expanding their reach into Tier 2 and Tier 3 cities, offering a wide range of options including smart, modular, and sustainable fittings.

Meanwhile, the unorganized sector continues to retain a significant share due to its deep penetration in smaller towns and its appeal to budget-conscious consumers. Local vendors offer customization and lower prices, often relying on contractor networks and informal supply chains. However, with rising awareness, regulatory reforms (like GST and RERA), and increasing preference for quality and design consistency, the market is steadily formalizing. The organized segment is expected to continue gaining ground as homebuyers and developers alike prioritize brand reliability and long-term value over short-term savings.

India Luxury Fittings Market Revenue Share, By Category, 2024 & 2032



Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market Overview, by Distribution Channel

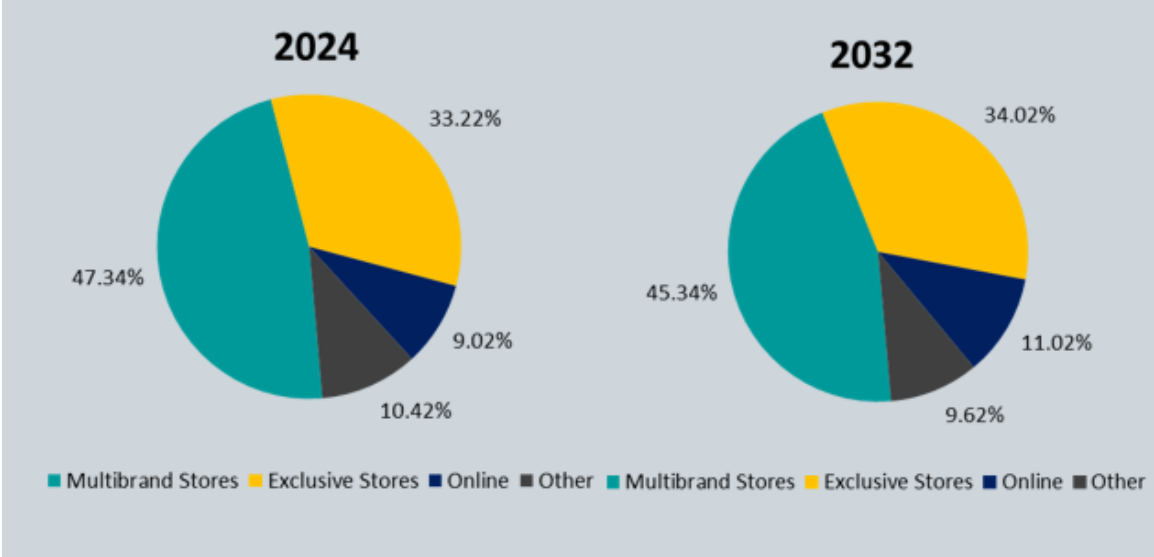
In 2024, the distribution landscape for luxury fittings (bathroom, kitchen, flooring) is led by Multibrand stores, which hold the largest market share at 47.34%. These outlets remain the most preferred channel due to their ability to offer a wide variety

of brands and price points under one roof, making them especially popular among contractors, dealers, and homeowners in Tier 2 and Tier 3 cities. Their established local presence and hands-on product access make them a critical part of the customer decision-making process.

Exclusive brand stores account for 33.22% of the market, reflecting growing consumer preference for curated experiences, personalized service, and direct access to flagship product lines. Premium luxury and Ultra luxury customers, especially in urban centers, are increasingly drawn to these showrooms for design inspiration, expert consultation, and assured quality.

The online channel, though still emerging, represents 9.02% of the market. It caters mainly to digitally savvy consumers and is popular for smaller accessories, research, or follow-up purchases. The remaining 10.42% falls under "Other" channels, including direct sales through architects and designers, B2B/institutional procurement, and informal networks — which continue to play a role in project-based or large-scale orders.

India Luxury Fittings Market Revenue Share, By Distribution Channel, 2024 & 2032



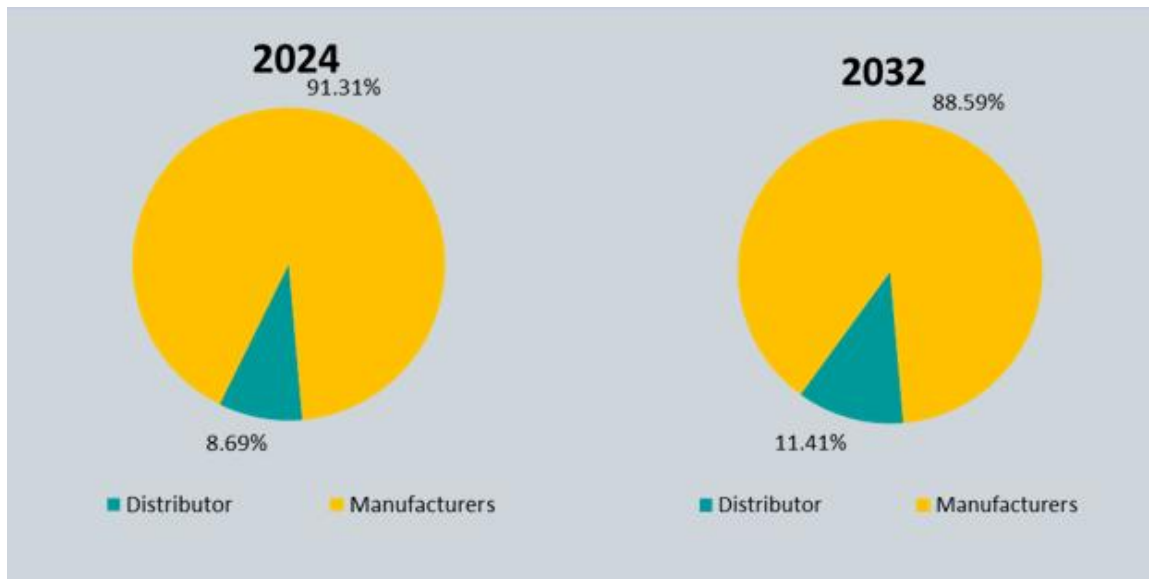
Source: Primary Interviews, Credence Research Analysis, 2025

India Luxury Fittings Market – By Supply Chain Partner

In 2024, the luxury fittings market is overwhelmingly controlled by manufacturers, who account for 91.31% of the distribution activity. This reflects a strategic shift toward direct-to-retail and direct-to-consumer models, where manufacturers prefer owning the supply chain to ensure better control over branding, customer experience, pricing, and service. Exclusive brand showrooms, company-operated outlets, and direct project partnerships are increasingly common as companies aim to deliver consistent quality and protect brand equity.

Distributors, on the other hand, represent only 8.69% of the market in 2024 and likely to garner market share over 11.41% in 2032. This consolidation is also driven by digitization, improved logistics, and the desire for tighter inventory and margin control.

India Luxury Fittings Market Revenue Share, By Supply Chain Partner, 2024 & 2032



Source: Primary Interviews, Credence Research Analysis, 2025

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 20 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Restated Consolidated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 30, 216 and 246, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Statements” beginning on page 216. Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “our Company” or “the Company”, refers to FCML Distributors Limited. Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Industry Report on Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032)- focusing on the ultra luxury price segment by Credence Research, which has been paid for, by the Company” dated May 15, 2025 (the “Credence Report”) prepared and issued by Credence Research Inc. commissioned by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Credence Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

OVERVIEW

Our Company was originally incorporated as “FCML Distributors Private Limited”, a private limited company under the provisions of the Companies Act, 1956, Thereafter, it acquired the business of M/s FCML Projects (erstwhile partnership firm of our Promoters, Nirmal Khandelwal, Abhinav Khandelwal, and Madhu Khandelwal), which was originally constituted on September 25, 1995, pursuant to a Business Transfer Agreement dated March 31, 2013, with effect from April 01, 2013.

We are a retailer of luxury home interiors, specializing in luxury bathroom, kitchen, and wood flooring solutions, with presence in 8 states and 1 union territory across India. The partnership firm was engaged in the same line of business as our Company, namely trading in hardware, sanitaryware, plumbing, and hotel supplies etc. Our company has built a prestigious luxury lifestyle brand dedicated to offering high-quality luxury products through our exclusive showrooms, franchisee outlets and strategic partnerships with globally recognized brands and proprietary private labels (*Source: Credence Report*). We aim to offer consumers a premium experience in home interiors, supported by our expertise in design, quality, and technical solutions.

We primarily cater to the following product categories:

1. **Bathrooms** - This category features a wide range of sanitaryware and bathroom fixtures, like wash basins, basin mixers, showers, diverters, WCs, urinals, bath tubs, bath tub fillers, bathroom accessories etc.
2. **Kitchens** - This category consists of modular kitchens, including kitchen cabinetry and a full range of components such as countertops, sinks, faucets, and storage solutions etc.
3. **Wood Floors** - This category offers a variety of wood flooring options, including solid wood flooring, engineered wood flooring and laminate flooring.
4. **Others** – This category includes home furnishing products like clock, frames, crockery, etc., hospitality products including carpets, tea kettles, glassware items, minibars, etc.

Our Company was originally incorporated as “FCML Distributors Private Limited”, a private limited company under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated October 06, 2003 issued by the Registrar of Companies, Delhi. Thereafter, it acquired the business of M/s FCML Projects (erstwhile partnership firm of our Promoters, Nirmal Khandelwal, Abhinav Khandelwal, and Madhu Khandelwal), which was originally constituted on September 25, 1995, pursuant to a Business Transfer Agreement dated March 31, 2013, with effect from April 01, 2013. The partnership firm was engaged in the same line of business as our Company, namely trading in hardware, sanitaryware, plumbing, and hotel supplies etc. Our Company was established in 2003 with the vision of becoming a key player in India’s luxury interiors market. Initially operating as an institutional supplier, we evolved over time to become a consumer-centric retailer, offering a curated range of products through our showrooms across India. This transformation was driven by a commitment to quality and customer satisfaction, positioning us as a known brand in the luxury interiors space.

Our offerings are carefully curated to provide the highest quality, featuring internationally recognized brands. We have exclusive tie-ups with 7 global suppliers and are their sole distributors in India. In addition to the above brands, we also have exclusive private labels, namely, Details B.E. (sanitaryware, shower enclosures, steam generators and accessories), and

Wood & Boundless (wood flooring). While most of our imported products fall in the “Ultra Luxury” category and cater to our HNI customers, premium developers, and luxury hospitality projects, the private label products (Premium Luxury) are aimed at the mid-market segment, including mid-to-high-end homeowners, architects, and interior designers looking for stylish and functional bathrooms, kitchens and wood flooring within a budget.

While a significant portion of our revenues has historically been derived from our imported products, accounting for 93.28%, 94.43%, and 96.79% of total revenue in FY 2025, FY 2024, and FY 2023, respectively, we are now strategically increasing our focus on expanding our private label products. We believe that, these private labels allow us to maintain control over pricing and ensure that we meet the expectations of our customers.

Our retail strategy leverages two key channels for growth: Company-Owned Company-Operated (COCO) and Franchise-Owned Company-Operated (FOCO) showrooms under “FCML” store format. Through the COCO model, we operate flagship stores ensuring complete control over the customer experience and brand consistency. The FOCO model enables us to expand rapidly by partnering with franchisees, who operate stores under our operational and branding guidelines. We have generated a revenue of ₹ 10,820.08 lakh (54.20%), ₹ 11,060.57 lakh (63.34%) and ₹ 10,720.24 lakh (65.85%) through our COCO stores and ₹ 6249.53 lakh (31.31%), ₹ 5191.03 lakh (29.73%) and ₹ 3686.70 lakh (22.65%) through our FOCO stores in FY 2025, FY 2024 and FY 2023 respectively. This dual approach has allowed us to scale efficiently while maintaining high operational standards across all locations.

We currently have 11 showrooms (2 COCO and 9 FOCO), 8 in major Tier-1 cities across India, including Delhi, Mumbai, Bangalore, Pune, Chennai, Ahmedabad, Kolkata and Hyderabad and 3 in Tier-2 cities, namely, Coimbatore, Indore and Lucknow. These locations are strategically chosen to cater to the growing demand for luxury interiors. We have launched a hybrid platform for our Bathroom segment i.e., “BathDetails,” which combines physical retail stores with a supporting digital interface where customers can explore our Premium Luxury product range online and visit the stores for in-person consultation and product selection.

Our footprint across India:



Following table represents the timeline of opening of our new stores in the last three years:

Particulars	FY 2026 (from April 01, 2025 till date*)	FY2025	FY2024	FY2023
Opening Number	10	11	9	8
Stores Added	1 [^]	-	2	1
Stores Closed	-	1 [§]	-	-
Closing Number as on March 31 of the FY	11	10	11	9

* As on the date of this Draft Red Herring Prospectus

[^] Kolkata store was opened (under FOCO model) on April 30, 2025.

\$ The Surat store (under FOCO model) was replaced on March 11, 2025. Subsequently, a new Memorandum of Understanding was signed on May 14, 2025 with a different franchisee for the launch of a new FOCO store in Surat. The store location has been identified, and the franchisee is currently undertaking fit-out and preparatory work at the premises.

Store-wise Revenue Bifurcation:

(₹ in Lakh, except percentages)

Stores	FY 2024-25		FY 2023-24		FY 2022-23	
	Revenue	%age of total Revenue	Revenue	%age of total Revenue	Revenue	%age of total Revenue
Delhi	6,815.69	34.14%	6,429.55	36.82%	5,982.33	36.75%
Mumbai	4,004.39	20.06%	4,631.02	26.52%	4,737.91	29.10%
Pune	880.59	4.41%	792.59	4.54%	599.88	3.68%
Bangalore	1,977.54	9.91%	2,270.79	13.00%	1,544.69	9.49%
Chennai	754.81	3.78%	483.87	2.77%	365.54	2.25%
Surat*	305.77	1.53%	435.35	2.49%	444.69	2.73%
Hyderabad	1,016.97	5.09%	442.63	2.53%	255.10	1.57%
Coimbatore	342.80	1.72%	237.39	1.36%	304.60	1.87%
Indore	70.81	0.35%	43.32	0.25%	68.76	0.42%
Ahmedabad	697.49	3.49%	369.86	2.12%	82.44	0.51%
Lucknow	202.77	1.02%	115.23	0.66%	21.00	0.13%
Head Office (Delhi)	2,893.62	14.49%	1,210.93	6.93%	1,872.94	11.50%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

* The Surat store was replaced on March 11, 2025.

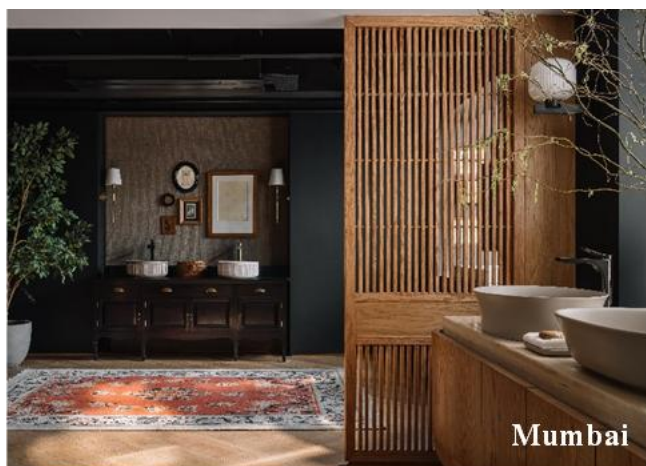
The luxury interiors market in India is expected to continue growing, driven by increasing disposable incomes, urbanization, and a growing demand for high-quality home solutions. This trend reflects a growing preference for high-quality materials, innovative designs, and personalized solutions. Consumers are increasingly seeking spaces that reflect their unique tastes and lifestyles, with a focus on luxury, functionality, and aesthetics¹. As we expand our geographic footprint and introduce more locations, we anticipate significant growth in revenue and market share. Our focus areas include expanding our Premium Luxury (BathDetails) segment, enhancing our private label offerings, and embracing digital transformation to improve customer engagement and operational efficiency.

(¹Source: Credence Report)

In FY 2024-25, we generated an annual revenue of ₹ 19,963.25 lakh, primarily driven by our flagship Ultra Luxury showrooms. As our new locations become operational and our new business vertical expand, our revenue will grow in the coming years. We believe that our strong financial position and operational efficiency have positioned us well for sustained profitability and growth in the years ahead.

Our Company is promoted by Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal, whose leadership and strategic vision have been integral to FCML's success. Together, they bring 87 years of combined experience in retail strategy, brand positioning, and supply chain management. Nirmal and Madhu Khandelwal have played a critical role in building strong supplier relationships and operational efficiency, while Abhinav Khandelwal, the next-generation leader, has been driving digital transformation and the development of our private labels. Their collective expertise continues to propel FCML's expansion in India's luxury interiors market. Nirmal Khandelwal has been awarded the Rashtriya Udyog Ratna Award in July 2010 by Council of Economic Growth and Research and Abhinav Khandelwal has been awarded the Entrepreneur of the Year in Trading Business – Distributor in July 2014 (by Franchise India, a private company that acts as a platform connecting entrepreneurs and businesses seeking franchising opportunities).

Pictures of our COCO stores in Delhi and Mumbai are provided below:



FINANCIAL KPIs

The financial performance of the Company for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 as per Restated Consolidated Financial Statement are as follows:

(₹ in Lakhs)

Particulars	Units	Financial Year		
		2024-25	2023-24	2022-23
Revenue from Operations ⁽¹⁾	(₹ in Lakh)	20,022.51	17,556.16	16,319.02
Growth in Revenue from Operations ⁽²⁾	(YoY %)	14.05%	7.58%	26.96%
Gross Profit ⁽³⁾	(₹ in Lakh)	8,676.30	7,518.51	6,846.56
Gross Profit Margin ⁽⁴⁾	(%)	43.33%	42.83%	41.95%

EBITDA ⁽⁵⁾	(₹ in Lakh)	2,966.56	2,493.56	1,997.07
EBITDA Margin ⁽⁶⁾	(%)	14.82%	14.20%	12.24%
Profit After Tax ⁽⁷⁾	(₹ in Lakh)	2,226.03	1,904.02	1,381.10
PAT Margin ⁽⁸⁾	(%)	11.12%	10.85%	8.46 %
RoE ⁽⁹⁾	(%)	34.29%	36.88%	32.00%
RoCE ⁽¹⁰⁾	(%)	37.93%	42.01%	37.66%
Return on Assets (ROA) ⁽¹¹⁾	(%)	15.50%	15.86%	13.08%
Operating Cash Flows ⁽¹²⁾	(₹ in Lakh)	642.94	1028.56	2,854.08
Net Fixed Asset Turnover ⁽¹³⁾	(In Times)	18.89	19.77	19.13

Notes: As certified by Bhojak Lunawat & Co, Chartered Accountants through their certificate dated June 25, 2025

Explanation of KPIS:

- (1) Revenue from operation means revenue from sales and other operating revenue.
- (2) Growth in revenue from operations(yoy%) is calculated by subtracting the previous period's revenue from the current period's revenue, and then dividing that number by the previous period's revenue.
- (3) Gross Profit is the Revenue from Operations of the Company as reduced by the purchases of stock in trade and Changes in Inventories of finished goods, work in progress and stock-in-trade.
- (4) Gross Profit Margin (%) is Gross Profit divided by Revenue from Operations
- (5) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (6) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (7) PAT is calculated as Profit before tax – Tax Expenses
- (8) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations
- (9) Return on Equity is ratio of Profit after Tax and Average Shareholders Equity wherein average shareholders' equity = (Opening Shareholders Equity + Closing Shareholders Equity)/2
- (10) Return on Capital Employed is ratio of Profit after Tax and Average Capital Employed wherein Capital Employed = Share Capital + Reserves & Surplus – Intangible Assets and Average Capital Employed = (Opening Capital Employed + Closing Capital Employed)/2
- (11) Return on Assets (ROA) = PAT / average total assets deployed wherein average total assets deployed = (Opening total assets + Closing total assets)/2
- (12) Operating cash flow is extracted from Cash Flow Statement in Restated Consolidated Financial Statements.
- (13) Net Fixed Asset Turnover = net revenue from operations/average fixed assets wherein average fixed assets = (Opening fixed assets + Closing fixed assets)/2

OPERATIONAL KPIs MONITORED BY OUR COMPANY

In addition to the financial KPIs mentioned above, we also monitor the following operational metrics to assess our business performance and identify areas for improvement, with the aim of optimizing both revenue (top line) and profitability (bottom line):

1. Order Booking contribution of customers with total order value more than 10 Lakhs, from FCML COCO Showrooms (Delhi & Mumbai)

Order Book Value in ₹ lakhs:

Customers with Order Value	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
More than 10 Lakhs	11,845.87	79.50%	9,042.98	74.42%	8,332.27	72.02%
Less than 10 Lakhs	3,053.90	20.50%	3,108.84	25.58%	3,236.95	27.98%
Total	14,899.77	100.00%	12,151.82	100.00%	11,569.21	100.00%

Number of Customers in each segment:

Customers with Order Value	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
More than 10 Lakhs	326	13.74%	276	11.85%	295	12.80%
Less than 10 Lakhs	2,047	86.26%	2,054	88.15%	2,009	87.20%
Total	2,373.00	100.00%	2,330.00	100.00%	2,304.00	100.00%

This KPI indicate the percentage of orders received from the High Value Customers (customers having orders of above 10 lakhs) ("HVC"), which helps the Company to track the high order value bookings and focus on these HVC.

2. Order Booking from Unique architects per year from FCML COCO Showrooms (Delhi & Mumbai)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
No. of Unique Architects	437	419	406

This KPI tracks the number of Architects who have been actively associated with our Company with respect to order booking for their customers.

3. Order Booking from architects vs. non-architect orders per year, from FCML COCO Showrooms (Delhi & Mumbai)

(₹ in lakhs)

Orders	FY 2024-25	%age of total	FY 2023-24	%age of total	FY 2022-23	%age of total
Through Architects	12,348.66	82.88%	9,706.77	79.88%	8,861.22	76.59%
Non-Architect orders	2,551.12	17.12%	2,445.06	20.12%	2,707.99	23.41%
Total	14,899.77	100.00%	12,151.82	100.00%	11,569.21	100.00%

The KPI shows the percentage of orders placed through Architects on yearly basis which indicates that the Company has maintained strong relationships with the Architect which is the backbone of the business in this sector.

4. No. Of Stores and Total Area of stores in Sq. ft.

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
No. Of Stores	11	11#	9
Total Area (in Sq. ft.)	83,399	83,399	78,490

#As the Surat showroom which has been replaced on March 11, 2025 was operating throughout financial year 2024-25 till the date of closure. We have considered that for the purpose of store area calculation for financial year 2024-25. Subsequently, a new Memorandum of Understanding was signed on May 14, 2025 with a different franchisee for the launch of a new FOCO store in Surat. The store location has been identified, and the franchisee is currently undertaking fit-out and preparatory work at the premises.

Note: The above operational KPIs have been approved by our Audit Committee vide their meeting dated June 25, 2025.

OUR STRENGTHS

1. Extensive Product Portfolio Enabling Strong Brand Positioning and Cross-Selling Capability

We have built a strong brand reputation in the luxury segments of bathrooms, kitchens, and wood flooring, establishing ourselves as a trusted name in the premium market (*Source: Credence Report*). With a focus on high-quality imported products, we cater to high-net-worth individuals (HNIs), luxury residential developers, and premium hospitality chains. Our product range is tailored to meet the needs of high-end customers, while also expanding to offer solutions for a broader consumer base. Our curated, high-end solutions have enabled us to become the preferred choice for discerning clients who value quality, exclusivity, and expert solutions, which is demonstrated in our year-on-year revenue growth of 14.05%, 7.58% and 26.96% in Financial Years 2025, 2024 and 2023.

A breakup of our Revenue from our three product categories (and others) for the last three Financial Years is provided below:

(₹ in Lakh)

Product Category	FY 2025	%age of Total Revenue	FY 2024	%age of Total Revenue	FY 2023	%age of Total Revenue
Bathroom	14,767.58	73.97%	12,708.28	72.77%	11,721.31	72.00%
Kitchen	1,926.07	9.65%	1,818.01	10.41%	1,691.66	10.39%
Wood Floor	2,973.18	14.89%	2,536.61	14.53%	2,103.84	12.92%
Others, which includes						
Home ⁽¹⁾	18.77	0.09%	14.41	0.08%	38.26	0.23%
Hospitality ⁽²⁾	116.88	0.59%	215.37	1.23%	580.48	3.57%
Miscellaneous ⁽³⁾	160.76	0.81%	169.86	0.97%	144.34	0.89%
Sub-Total Others	296.42	1.49%	399.64	2.28%	763.08	4.69%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

(1) Home includes Home Décor Items like Clock, Frames, crockery, etc.

(2) Hospitality includes Carpets, Kettles Tea, Glassware items, Minibars, etc.

(3) Miscellaneous includes Freight Charges, Installation Charges etc.

Our Company benefits from a broad and well-curated product portfolio across the three key luxury segments of bathrooms, kitchens, and wood flooring. As on the date of this Draft Red Herring Prospectus, we have approximately 19,370 SKUs in the bathroom segment, 4,360 in kitchens, and 4,102 in wood flooring, enabling us to meet a wide spectrum of aesthetic and functional preferences of our clients.

This expansive range allows us to offer comprehensive interior solutions and effectively cross-sell complementary products within a single client journey. Over the last three financial years, we have achieved a healthy cross-selling conversion rate of approximately 32% in our high-spending customers (cumulative order value of more than ₹15 lakhs) from our COCO stores at Delhi and Mumbai, reflecting our success in engaging customers across multiple categories. This not only enhances client satisfaction but also increases revenue per customer through a high-touch, consultative sales approach.

2. Long Standing Supplier Relationships for our Ultra-Luxury offerings

We have cultivated strong, exclusive relationships with our suppliers, allowing us to offer a carefully curated selection of imported luxury products. We are exclusive distributors of 7 international brands in India as on the date of filing of this Draft Red Herring Prospectus. These strategic partnerships enable us to maintain control over product quality, pricing, and availability, ensuring that we provide unique, differentiated offerings in the market.

In the last 3 financial years (FY 2023, FY 2024 and FY 2025), we have worked with a total of 95 suppliers, out of which the total number of years we have been associated with these suppliers is mentioned below:

No. of Years (Range)	No. of Suppliers
More than 12 years	29
7 to 12 years	18
5 to 7 years	6
3 to 5 years	7
Less than 3 years	35
Total	95

3. Experienced Leadership Team

Our Promoters, together, bring over 87 years of extensive experience in the luxury interiors segment and have played a pivotal role in shaping the strategic direction and sustained growth of our Company since its inception. With a strong foundation in marketing and a deep-rooted presence in the industry, they possess a comprehensive understanding of market dynamics, consumer preferences, and emerging design trends. Their expertise enables the Company to remain agile and responsive to shifts in demand within the premium interiors space. Over the years, our Promoters have developed specialized knowledge across key verticals, including bathroom wellness, bespoke kitchens, and wooden flooring, sectors that require a nuanced approach to design and product selection. This specialization allows them to curate a refined and innovative product portfolio that caters to the discerning tastes of high-net-worth individuals and elite institutional clients. In addition, their long-standing relationships with leading architects, interior designers, and international suppliers have not only strengthened our industry standing but also ensured a consistent pipeline of high-profile residential and commercial projects. Their continued leadership is central to driving our brand positioning, customer engagement, and geographic expansion in an increasingly competitive and design-led market.

Our Company is further strengthened by our Senior Management team with a combined experience of over 50 years across marketing, retail sales, and operations within the luxury and lifestyle sectors. Their strategic insights into consumer behaviour, brand building, retail execution, and operational efficiency have played a critical role in refining our business model and delivering consistent value to our clients.

4. Dual Retail Channels (COCO & FOCO) with Scalability

Our company operates using both Company-Owned Company-Operated (COCO) and Franchise-Owned Company-Operated (FOCO) retail models. This dual-channel approach allows us to ensure operational control and consistency through our COCO stores, while the FOCO stores provide a scalable way to rapidly expand our footprint across the country. This model supports our ability to grow geographically, while maintaining high operational standards and efficient supply chain management.

The table below presents a breakdown of our revenue generated from COCO and FOCO stores:

(₹ in Lakh)

Stores	FY 2025		FY 2024		FY 2023	
	Revenue	%age of total Revenue	Revenue	%age of total Revenue	Revenue	%age of total Revenue
COCO Stores	10,820.08	54.20%	11,060.57	63.34%	10,720.24	65.85%
FOCO Stores	6,249.54	31.31%	5,191.03	29.73%	3,686.70	22.65%
Projects#	835.12	4.18%	104.52225	0.60%	412.8859	2.54%
Others*	2,058.51	10.31%	1,106.41	6.34%	1,460.06	8.97%
Total	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

Projects include high volume institutional buyers for various projects.

* Others includes direct billing from Head Office to various customers

Although, as indicated above, our COCO stores at Delhi and Mumbai have been accounting for more than 50% of the Revenues in the last three years, the FOCO model has emerged as a key enabler of rapid expansion for our Company. By allowing franchisees to open showrooms with minimal capital investment, limited to interiors and display products, the FOCO model accelerates our presence in new markets without proportionate asset build-up. Inventory, warehousing, and international procurement remain centralized under the Company's management, relieving franchisees of operational complexity and risk. We believe that this capital-efficient, asset-light structure enhances scalability while ensuring consistent customer experience and brand integrity across all locations.

5. Strong Network of Architects and Interior Designers

With over twenty-five years of industry presence, we have built an extensive and trusted network of architects and interior designers across India. In the last three Financial Years, we have done business with 438, 420 and 407 unique architects which accounted for an order booking of ₹ 12,348.66 lakhs, ₹ 9,706.77 lakhs and ₹ 8,861.22 lakhs making up 82.88%, 79.88% and 76.59% in FY 2024-25, FY 2023-24 and FY 2022-23 respectively. Our long-standing relationships with architects have been instrumental in driving business growth, ensuring a consistent pipeline of high-end residential and commercial projects.

6. Organised Player in unorganised segment

As per the Credence Report, the luxury fittings market comprising of bathroom, kitchen, and flooring segments is undergoing a structural shift, with the organised sector accounting for 59.24% of the market in 2024, while the unorganised segment continues to hold 40.76%. This marks a notable transition from earlier years when informal players dominated the landscape.

This growth of organised sector is being driven by increasing consumer demand for branded, reliable, and aesthetically designed products, supported by strong after-sales service and professional installation. While the unorganised segment continues to retain a significant share due to its deep penetration in smaller towns and its appeal to budget-conscious consumers, the market is steadily formalising and the organised segment is expected to continue gaining ground as homebuyers and developers alike prioritize brand reliability and long-term value over short-term savings.

In this evolving context, we believe that our Company is strategically positioned as a multi-category distributor operating across ultra-luxury bathroom fittings, premium kitchens, and wooden flooring. Within the ultra-high-end bathroom fittings segment in India, FCML holds a 14.68% market share. By curating leading international brands under one platform and offering a standardised, professional showroom and service experience, our Company stands to benefit from the ongoing formalisation of the market, which is expected to deepen over the coming years.

STRATEGY

1. Strategic Revamp of Existing Stores and Strengthening of Franchise Network

As part of our commitment to enhancing customer experience and expanding our national footprint, we plan to implement a dual-pronged strategy comprising the revamp of our COCO (Company Owned Company Operated) stores and expansion of our FOCO (Franchisee Owned Company Operated) stores. We will strengthen our existing COCO store network by renovating and modernizing our Ultra Luxury flagship COCO stores in Delhi and Mumbai, ensuring they reflect our evolving brand vision and provide a premium retail experience. In addition, we are also planning to establish six new stores (under COCO model), including four Premium Luxury BathDetails stores format and two Wood & Boundless stores format in Delhi and Mumbai.

To further increase accessibility to our high-end home solutions, we also propose to scale our Ultra Luxury and Premium Luxury store formats into Tier-2 cities under FOCO model. This asset-light approach will enable us to rapidly increase our geographic presence pan India while minimizing capital outlay. Under this model, franchise partners will bear limited setup costs, primarily related to interiors and product displays, while we will retain operational control to ensure consistency in service delivery, customer engagement, and brand representation.

Our centralized supply chain comprising of our 30,000 sq. ft. central warehouse in Delhi and our satellite warehouse in Mumbai will support the expansion of both COCO and FOCO stores. By streamlining key functions such as inventory management, logistics, and procurement, we will enable efficient operations across our entire retail network. This centralized approach will help reduce the operational burden on franchise partners, ensure timely product availability for all store formats, and facilitate consistent service delivery. As a result, we will be able to scale our footprint more effectively while maintaining high standards of quality, operational excellence, and brand consistency at every customer touchpoint.

For further details regarding our proposed expansion plans, please refer to “*Objects of the Offer*” on page 98.

2. Strengthening Private Label Portfolio

To enhance profitability and brand exclusivity, we are focusing on expanding our private label offerings across our key product categories:

- Details B.E. – A luxury sanitaryware and accessories brand tailored to our customers.
- Wood & Boundless – A wooden flooring brand designed to offer durability and aesthetic appeal.

The contribution of our private label products to our total revenue in the last three financial years is given below:

(₹ In lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Total Revenue	19,963.25	17,462.53	16,279.88
Private Label Sales (Bathroom category)	1,342.48	972.60	523.05
% of Private Label Sales (Bathroom category) to Total Sales	6.72%	5.57%	3.21%

Working Capital and Marketing expenses earmarked from IPO proceeds to support Private-label brand growth and visibility.

By strengthening our private labels, we aim to reduce dependency on third-party brands, maintain control over pricing, and enhance brand recognition in the luxury interiors segment. As part of our future growth strategy, we also intend to leverage these private label and Premium Luxury offerings to expand beyond our traditional architect-led, Ultra-Luxury customer base. This approach will help us target mid-budget aspirational clients more effectively, thereby broadening our market reach and enhancing revenue visibility.

3. Digital Transformation to Drive Scalability and Customer Experience

We are undertaking a digital transformation initiative aimed at enhancing operational efficiency and delivering a seamless and consistent customer experience across our expanding national footprint.

A key component of this initiative is the continued development of our proprietary BathDetails platform. Designed to integrate curated bathroom solutions with a user-friendly interface, the platform will enable architects and customers to visualize products more effectively and engage with our offerings in a more immersive and intuitive manner.

We also plan to strengthen our centralized ERP system and proprietary CRM tool, InstantSelections, which play a critical role in real-time inventory management, order tracking, client servicing, and managing architect relationships across our showrooms and warehouses. These systems will also be leveraged to improve follow-ups, monitor project progress, and support targeted cross-selling based on customer behaviour.

In addition, we intend to invest in the development of new websites and the upgrading of our existing digital platforms to create more seamless, engaging, and interactive experiences for users. These digital enhancements will improve our brand presence and accessibility to our product offerings.

We are also focusing on the creation of digital content, including videos, product renders, digital presentations, photoshoots, and e-brochures, which will allow for more effective communication of the design and functional value of our portfolio.

Through these initiatives, we aim to build a scalable, digitally enabled ecosystem that will serve as the backbone of our long-term growth strategy, enhance customer engagement, and ensure consistency and efficiency across all touchpoints.

4. Targeted Marketing and Brand Positioning

Our brand strategy is focused on improving our position as a recognised player in the luxury interiors segment in India through a multi-channel marketing approach. The key components of this strategy include:

- Strengthening relationships with architects, interior designers, and luxury real estate developers to drive high value project sales.
- Enhancing digital and offline marketing initiatives, including social media advertising, influencer collaborations, and targeted content to reach and engage high-net-worth individuals.
- Expanding direct-to-consumer (D2C) outreach by offering customised promotions and communication via platforms such as WhatsApp and email to improve customer engagement and repeat purchase behaviour.
- Developing a content repository including product videos, renders, presentations, photoshoots, and e-brochures, to support product education and decision-making for end users and professionals.
- Continuing the production of physical marketing materials such as brochures, posters, postcards, and signages to maintain consistent messaging across customer touchpoints.

These initiatives are aimed at supporting customer acquisition, driving cross-category sales, and improving retention by building a consistent brand presence across channels and customer segments.

OUR PRODUCT PORTFOLIO

The portfolio of our products can be categorized into bathrooms, kitchens, wood flooring and others (including Home furnishing, Hospitality products and other miscellaneous products). Further, under each of the above categories, our products are segregated into Ultra Luxury and Premium Luxury segments, with different target markets. We categorize our products into the two segments on the basis of average spend of customers on a complete bathroom package. Under Ultra Luxury segment, the spend is expected at approximately ₹ 3 lakhs and above while under the Premium Luxury segment, it is approximately ₹ 1 Lakh to 3 Lakhs. Our imported products fall in the Ultra Luxury segment, which is marketed towards our HNI customers, premium developers, and luxury hospitality projects. The Premium Luxury segment mainly includes our private label products, along with select budgeted product ranges from the Ultra Luxury brands, which are aimed at the mid-market segment, including mid-to-high-end homeowners, architects, and interior designers etc.

Brief description and end usage of the various products retailed by our Company is provided below:

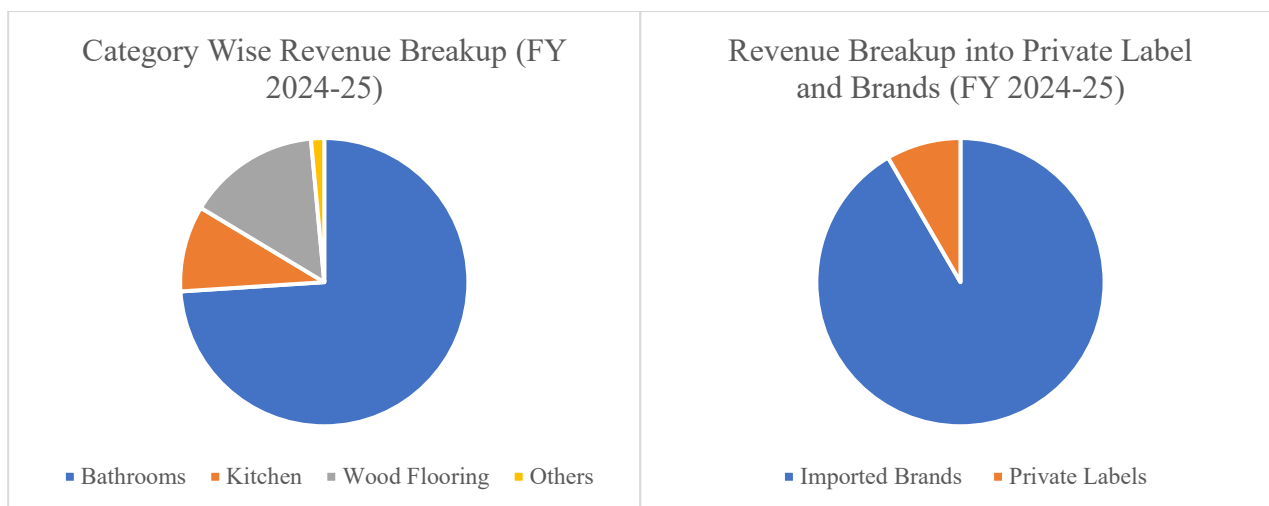
Product Segments and Description	Market Positioning and Customer Experience
1. Bathrooms a. Ultra Luxury Bathrooms: This segment features exclusive collections from European brands. These products are designed to offer the highest levels of craftsmanship, luxury, and sophistication and are customizable which can be tailored to meet the unique preferences and requirements of our customers. The offerings in this segment include complete bathroom solutions, ranging from premium sanitaryware such as basins, bath tubs, and WCs to high-end bathroom fixtures like basin mixers, bath tub mixers, diverters, whirlpools, faucets, and advanced shower solutions. b. Premium Luxury Bathrooms: i. Bath Details: Bath Details is a new retail chain of premium yet accessible bathroom products, designed to simplify and streamline the bathroom shopping experience for customers. This segment mainly includes premium luxury solutions through our own exclusive brand Details B.E. as well as more accessible European brand options for mid-market customers. We offer a range of sanitaryware and bathroom fixtures including	Our ultra-luxury bathroom products are positioned for clients who seek exclusivity and custom design, including HNIs, luxury homeowners, premium developers, premium architects, and large-scale villa and luxury apartment projects etc. We offer a high-end showroom experience focused on personalized consultations and product selection. The pricing reflects the exclusivity and customization of these products, with no standard discounts available. Due to customization and international logistics, the typical lead time is about 3 months. Our premium luxury bathroom products cater to mid-to-high-end aspirational homeowners, architects, and interior designers who seek stylish and functional bathrooms within a budget. We offer transparent, net-

Product Segments and Description	Market Positioning and Customer Experience
basins, faucets, showers, bath tubs, WC units, and various accessories, each selected to combine high-quality materials and innovative design with affordability.	discounted pricing, making our products more accessible and offer complete bathroom products as a package deal to customers looking for higher discounts. We use a hybrid model which combines an online platform with a minimalist showroom experience in this segment. The customers browse online and visit our showrooms for in-person selection. This line of products is aimed to bridge the gap between mass-market sanitaryware and ultra-luxury brands. Most of the products offered here are available as ready-stock, ensuring faster project execution with immediate delivery.
2. <u>Kitchens</u> - We provide two brands under our ultra luxury kitchen products and one (own brand) under the premium luxury segment, as detailed below: a. Ultra Luxury Kitchens: i. Ernestomeda: This is an Italian kitchen brand known for its innovative materials and sustainability. The kitchens that we provide under this brand are crafted using 100% post-consumption wood with low formaldehyde emissions, ensuring eco-friendly manufacturing. The products we offer include kitchen cabinets, countertops, sinks, faucets, and integrated storage solutions. Each kitchen is designed for durability, with rigorous testing for heat, water, steam, and impact resistance. Additionally, we include practical features such as factory-fitted LED lighting, anti-skid mats, and customizable layouts, including island, U-shaped, L-shaped, and inline designs. Our kitchens also integrate boiserie wall panels, open shelving, and hidden appliances, providing a seamless and cohesive design. ii. Castagna Cucine: This is a heritage Italian kitchen brand with over 60 years of experience in crafting solid wood kitchens based out of Vicenza, Italy. Our kitchens feature elegant, classic styles inspired by Italian architecture and heritage woodworking techniques. The use of high-quality natural wood and lacquer finishes ensures sustainability and durability, making each kitchen a long-lasting investment for the home. b. Premium Luxury Kitchen: i. We sell the premium luxury kitchen segment of our associate Company, F&R Kitchens and Wardrobes Private Limited. The brand will offer locally manufactured kitchens designed for modern Indian homes, combining aesthetics with affordability. Positioned as a design-led modular kitchen brand, it will provide highly customizable cabinetry, modular kitchen setups, and wardrobe solutions tailored to the unique preferences and needs of homeowners.	The target market for these high-end kitchens are high-net-worth individuals (HNIs), ultra-luxury homeowners, premium architects, and large-scale villa and luxury apartment projects. We offer a personalized customer experience through detailed consultations, helping clients select kitchen designs that meet their specific needs. This product is targeted at ultra-luxury residential projects, high-end homeowners, and interior designers specializing in both classic and contemporary designs. We provide personalized consultations to help clients select kitchens that reflect their unique style and needs. Positioned as affordable luxury, it is proposed to bridge the gap between mass-market modular kitchens and ultra-luxury imports. The target audience would include homeowners, mid-to-premium residential projects, and architects looking for custom modular kitchen solutions backed by local expertise.
3. <u>Wood Flooring</u> - We provide two brands under our ultra luxury wood flooring products and one (own brand) under the premium luxury segment, as detailed below:	

Product Segments and Description	Market Positioning and Customer Experience
a. Ultra Luxury Wood Flooring: i. Listone Giordano is an Italian brand that provides luxury engineered wood flooring that combines centuries-old craftsmanship with modern technology. The products have multilayer birch wood support, which provides 30% more stability than traditional pine-core engineered flooring. The brand's advanced surface treatments include anti-bacterial coatings, water-resistant finishes, and high-wear durability, ensuring both functionality and long-lasting beauty. Sustainability is a core focus, with all products being FSC-certified, using non-toxic adhesives and low formaldehyde emissions. The products are available in a variety of plank sizes, finishes, and installation systems. ii. STP is a premium Spanish brand that combines advanced technology, sustainability, and contemporary design to create unique wood flooring solutions. The brand offers innovative wood décor in a variety of textured, patterned, and geometric formats, such as herringbone, chevron, and mosaic, allowing for a range of design possibilities. All the products are manufactured in Spain using FSC-certified wood to ensure eco-friendly production. The flooring is engineered for durability, built with nine alternating layers of engineered plywood. There are exclusive surface treatments available, including oil-finished, hand-scraped, and anti-slip coatings. b. Premium Luxury Wood Flooring i. Wood & Boundless is our exclusive private label brand, offering premium engineered wood flooring at an accessible price point. The collection includes 19 pre-curved shades and ready-stock material for quick availability. Designed specifically for Indian homes and climate, Wood & Boundless features high moisture resistance, making it ideal for local weather conditions. The brand offers customizable formats, including wide planks, textured surfaces, and various installation methods such as glue-down, floating, and nail-down.	Listone Giordano flooring is marketed towards both high-end residential and commercial projects. STP (Spain) wood flooring is marketed at high-end residential homeowners, luxury property developers, interior designers and architects, commercial spaces, and eco-conscious consumers seeking sustainable, durable, and aesthetically versatile flooring solutions. The target market for Wood & Boundless include homeowners, interior designers, and contractors seeking premium yet affordable engineered wood flooring solutions tailored for Indian homes and climate conditions.

4. Others: The Others category includes products and services that were previously part of our broader offerings but are no longer a current focus area. This includes home décor items such as clocks, photo frames, and crockery, as well as hospitality-related products like carpets, kettles, tea and coffee sets, glassware, and minibars. While these segments contributed to our business in earlier years, the current strategy is centered on core categories. The Others category also covers various minor charges and services such as freight, installation, and other incidental operational costs that support the overall execution and delivery of products.

The following charts represent the Revenue in each category (Bathroom, Kitchen, Wood Flooring and others) and also the bifurcation between Revenue from Imported Brands and our Private Labels for the FY 2024-25:



Pictorial representations of the various products included in the four product categories are provided below:

Bathrooms		
Basins	Basin Mixers (Faucets that blend hot and cold water, offering a controlled flow for bathroom washbasins)	Bathtubs
		
Bathtub Mixers (Faucets that regulate hot and cold water flow for bathtubs)	Diverter (A valve that switches water flow between different outlets)	Bathroom Accessories (Functional fittings like towel racks, soap dispensers, and shelves)
		
Urinals (Wall-mounted sanitary fixtures for efficient water usage)	WC (Water closets designed for waste disposal with flushing mechanisms)	Whirlpools (Bathtubs with integrated water jets for hydrotherapy)



Kitchens		
Kitchen Cabinets	Countertop	Sinks
		
Faucets	Storage solutions	
		

Wood Flooring		
Engineered Wood Flooring	Solid Wood Flooring	Laminate Flooring
		

BUSINESS MODEL



COCO Model:

As of the date of this Draft Red Herring Prospectus, our Company operates two Company-Owned, Company-Operated (COCO) retail stores located in Delhi and Mumbai. These flagship showrooms focus exclusively on Ultra Luxury products across our three core segments, bathrooms, kitchens, and wood flooring. At these locations, we showcase a curated selection of offerings, including imported collections and proprietary private labels.

Both COCO stores are fully operated and maintained by our in-house teams, covering all operational aspects including sales, design consultation, inventory management, customer service, and visual merchandising. This model enables us to retain complete control over the retail experience, ensuring consistent service quality, brand presentation, and customer engagement across our retail footprint.

FOCO Model:

As on the date of this Draft Red Herring Prospectus, we have partnered with franchisees to establish 9 other showrooms under the Franchisee Owned Company Operated (FOCO) model. Under this model, we supply products to franchisees at a fixed landed price, with products tagged at an MRP for the end customer. We provide support for the initial display inventory on case-to-case basis. We offer flexible payment terms, allowing franchisees to support their cash flow management, along with additional discounts on display products to reduce upfront costs.

The franchisee is responsible for basic employee costs, including hiring for daily operations, while we also place senior employees at the franchisee stores to ensure effective management. Centralized support from us includes key functions like marketing and warehousing, ensuring consistency and efficiency across all franchise locations. We believe that this model combines our expertise with the entrepreneurial drive of franchisees to create a scalable retail network.

Main Terms of Our Franchisee agreement mentioned below:

Grant of Franchise - Franchise rights granted to the Franchisee for selling FCML's products in a defined territory. Franchisee must adhere to agreement terms and is solely responsible for their operations. Franchisor reserves rights to operate other businesses in the same territory.

Franchised Outlet - Franchisee must run operations from a specified location only. Outlet must meet international quality and design standards approved by Franchisor. All costs (setup, operations, licensing, staffing) to be borne by the Franchisee.

Trademarks & Branding - Franchisee may use FCML's branding only with written approval and as per Franchisor's guidelines. No rights or ownership over trademarks are granted; use ends upon termination.

Product Dealings - Franchisee must source and sell only products supplied by the Franchisor. Direct dealings with manufacturers/suppliers are prohibited. Any violation leads to liquidated damages (30% of turnover + penalties).

Orders & Payments - Orders must follow Franchisor's format; advance payments required. Franchisor may reject orders or change prices/designs at its discretion. Transportation, taxes, and other delivery-related costs are the Franchisee's responsibility.

Minimum Sales & Reporting - Franchisee must meet minimum sales targets post-6 months of outlet launch. Periodic sales and performance reports must be shared with the Franchisor.

Staff & Training - Mandatory employment of designated staff and training via Franchisor. Franchisor may request staff changes if performance is substandard.

Restrictions & Confidentiality - Franchisee restricted from using FCML branding post-termination. Non-solicit and non-compete obligations for 5 years post-termination.

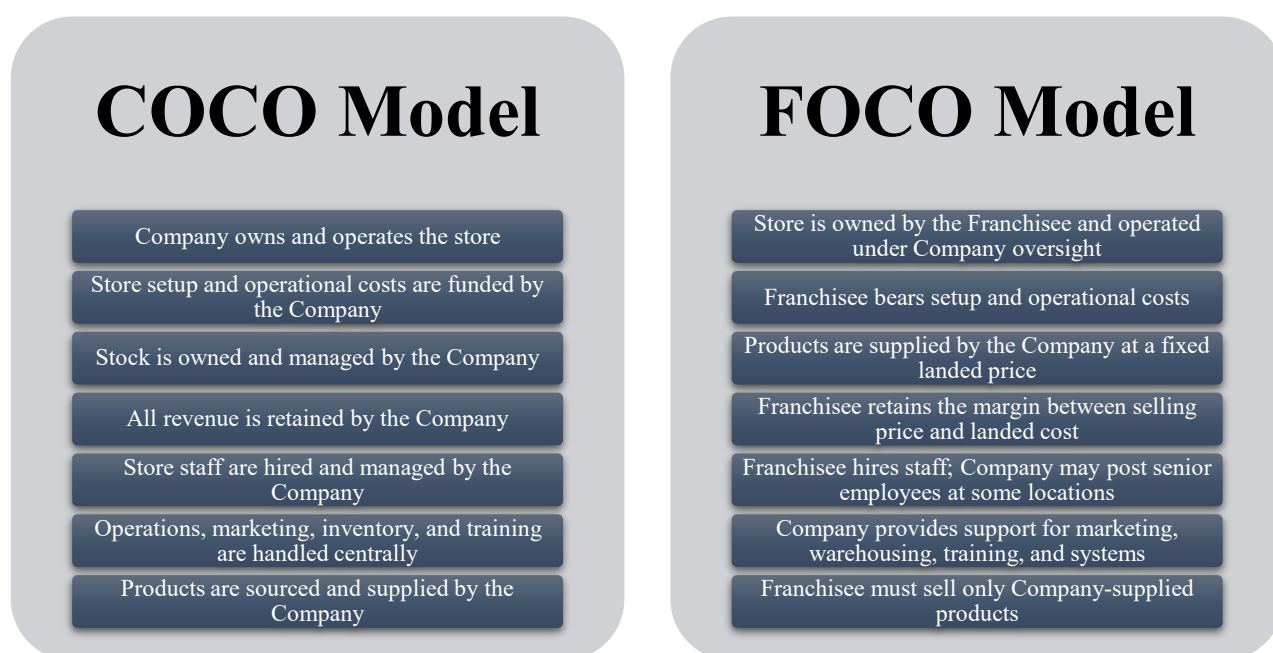
Indemnity - Franchisee indemnifies Franchisor for any losses or claims arising from their operations.

Termination - Agreement can be terminated for breaches, insolvency, misconduct, or by either party with notice. On termination, all FCML materials, client data, and unsold stock must be returned.

Dispute Resolution - Disputes to be resolved via arbitration in Delhi under the Arbitration and Conciliation Act, 1996.

Jurisdiction - The agreement is governed by Indian laws; Delhi courts have exclusive jurisdiction.

COCO Model vs FOCO Model



Geographical Spread

Our Ultra Luxury showrooms (including both COCO and FOCO stores) are strategically located in Delhi, Mumbai, Bangalore, Pune, Chennai, Ahmedabad, Kolkata and Hyderabad. Additionally, we are scaling our presence in Tier-2 cities as well, ensuring accessibility to high-end home solutions across diverse regions. We believe that with a robust franchise network, we have successfully built a scalable retail network, making luxury interiors more accessible while maintaining consistent brand experience across all locations.

A list of our stores is provided below:

Store Location	Complete Address	Categories Sold	COCO/ FOCO	Showroom Size (Sq. Mtrs)
Delhi	CRC Design Center, Opp. Metro Pillar no. 17B, Sultanpur Chowk, Mehrauli-Gurgaon Rd, near Sultanpur Metro Station, New Delhi, New Delhi - 110 030	Bathrooms, Kitchens, Wood Flooring	COCO	2400
Mumbai	S/10, Laxmi Woolen Mills Estate Shakti Mill Lane, Off. Dr. E. Moses Road Mahalaxmi Mumbai - 400 011	Bathrooms, Kitchens and Wood Flooring	COCO	625

Pune	Plot No.21, Sub Plot No 5 & 6 Mangalwar Peth, Lane Opp. Sai Executive Hotel, Pune	Bathrooms, Kitchens, Wood Flooring	FOCO	1465
Bangalore	No.2, 2nd Floor 80 feet Road, Indiranagar, Bangalore – 560075	Bathrooms, Kitchens, Wood Flooring	FOCO	1476
Chennai	New no 30, Old no 123, Chamiers Road, Nandanam, Chennai - 600 035	Bathrooms, Wood Flooring	FOCO	425
Kolkata	Trinity Plaza 2 nd Floor 84/1A Topsia Road (South) (Beside Barsana Hotel) Kolkata - 700046	Bathrooms, Kitchens, Wood Flooring	FOCO	516
Hyderabad	Ground Floor, Sai Soudha, 8-2-277/2, Banjara Hills Rd Number 3, UBI Colony, Andhra Pradesh Real Estate, Green Valley, Banjara Hills, Hyderabad, Telangana 500034	Bathrooms, Kitchens, Wood Flooring	FOCO	615
Coimbatore	241, T V Swamy Road East, R.S. Puram, Coimbatore- 641002, Tamil Nadu	Bathrooms	FOCO	260
Indore	193, Scheme No. 78 Part-2, CA Street, Opposite Daisy Dales School, Indore, Madhya Pradesh – 452010	Bathrooms	FOCO	215
Ahmedabad	201, Swati Clover, Shilaj Circle, Sardar Patel Ring Rd., Thalje, Ahmedabad, Gujarat, 380054	Bathrooms, Kitchens, Wood Flooring	FOCO	156
Lucknow	Tiwari Ganj, near BBD University, Uattardhona, Uttar Pradesh - 227105	Bathrooms, Wood Flooring	FOCO	300

BUSINESS OPERATIONS

Procurement Process

We follow a centralized procurement approach to ensure a seamless supply of high-quality luxury interior products across our showrooms and franchise stores. For our Ultra Luxury segment, we source the products from global suppliers, while for our Premium Luxury segment, our products are procured from various channels as listed below:

- a. Imported from global brands (accessible brands for affordable luxury options)
- b. Manufactured by OEMs
 - i. Standard Models with Minor Customizations
 - ii. Fully Customized Product Development

Under the Franchise-Owned Company-Operated (FOCO) model, we supply products to franchisees at a fixed landed price, with flexible credit terms to facilitate their operations. High-value imports are strategically stored in bonded warehouses to optimize tax efficiencies, and financial arrangements with suppliers involve advance payments or credit-based procurement models, depending on contractual terms. This structured procurement framework enables us to maintain cost efficiency, supplier reliability, and a steady flow of premium products, reinforcing our leadership in the luxury interiors segment.

Major Terms of Agreements with OEMs for manufacturing of private label products:

FCML has entered into agreements with multiple OEM manufacturers for the supply of products under the brand Details BE. Under these agreements, FCML provides the product designs and holds exclusive rights to market, sell, trade, and distribute the products. The agreements include warranty provisions, typically guaranteeing the products for a period of two years from the date of FCML's invoice, during which faulty parts are to be replaced by the OEM at no additional cost upon verification. These contracts remain valid until terminated by either party and, in cases where mould investments are made for newly developed products, FCML retains full sales rights.

a. Flow Chart for Procurement Process for Ultra Luxury and Imported Premium Luxury Products:



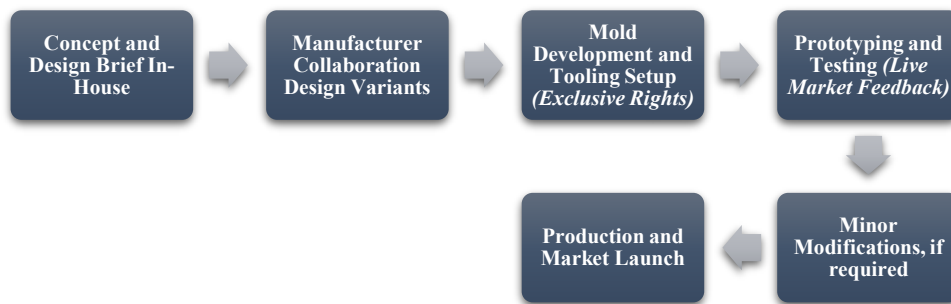
- Order Verification in ERP - The procurement team verifies order requirements in the ERP system to ensure that the correct items and quantities are being processed.
- Check Stock Availability - Stock availability is checked to determine if the required items are on hand. Concealed parts, which have faster rotation, are typically maintained in stock, while exposed parts are usually procured based on customer orders.
- Procurement from Suppliers - For non-stocked items, the procurement team places orders with suppliers as per the required delivery schedules. The procurement cycle includes receiving proforma invoices, processing advance payments where applicable, and scheduling deliveries from the supplier. High-value items may be stored in bonded warehouses to optimize tax efficiency and are retrieved when required.
- Custom Clearance and Warehouse Inwarding - Once products arrive in India, they undergo customs clearance before being received into the warehouse.
- Quality Check and Storage - After customs clearance, products are subjected to quality checks. Once approved, they are inwarded into the warehouse and allocated for delivery.

b. i. Flow Chart for Manufacturing by OEM - Standard Models with Minor Customizations:



- Manufacturer Identification - We begin by working with pre-vetted OEM manufacturers known for producing high-quality sanitaryware and fittings under their own or other private labels.
- Product Selection - From the manufacturer's catalog, our team selects existing products and identifies models that align with our brand identity. Minor customizations are considered to meet our quality and design standards.
- Market Feasibility Study - A feasibility study is conducted for each shortlisted model to evaluate its aesthetic appeal, functionality, durability, and competitive pricing in the Indian market.
- Core Sales Team Feedback - We gather feedback from our core sales team to ensure that the selected models reflect real customer needs and market demand.
- Minor Modifications, if required - Where necessary, we request small adjustments such as longer spouts for faucets or thicker plates for shower controls—to better suit local preferences and usage patterns.
- Trial Order and Market Testing - Once the modifications are finalized, a trial order is placed and the product is introduced on a limited scale to assess customer response.
- Full Scale Market Launch - If the market feedback is positive, the product is added to our core catalog and launched for full-scale distribution.

b. ii. Flow Chart for Manufacturing by OEM - Fully Customized Product Development:



- **Concept and Design Brief In-House** - For exclusive and unique designs, we begin with a detailed design brief created by our in-house team. This brief incorporates global design trends, insights from architects and designers, and identifies unmet needs in the market.
- **Manufacturer Collaboration Design Variants** - Once the design is conceptualized, we collaborate with select OEM manufacturers to evaluate production feasibility and determine any material adjustments needed to ensure product durability.
- **Mold Development and Tooling Setup (Exclusive Rights)** - After finalizing the design, we move forward with mold development for ceramic washbasins and WCs, and tooling setup for faucets and accessories. All molds and tooling are developed exclusively for FCML, ensuring the designs cannot be replicated by other brands.
- **Prototyping and Testing (Live Market Feedback)** - Prototypes are produced and undergo rigorous testing to evaluate durability, finish quality, and to gather live market feedback from potential customers and stakeholders.
- **Minor Modifications, if required** - Based on testing and market feedback, minor modifications are made to refine the product and ensure it meets the desired standards and preferences.
- **Production and Market Launch** - Once the final version is approved, mass production begins. The product is then launched through FCML showrooms and the Bath Details platform, with promotional efforts involving architects, designers, and influencers to drive market traction.

This process allows FCML to offer premium, exclusive products tailored to the Indian market, maintaining exclusivity, pricing control, and continuous refinement based on customer feedback.

Sales Process

We operate through a multi-channel sales network, including showrooms, franchisees, and direct project sales.

Flowchart for the Sales Process:



Customer Inquiry - The sales process begins when a client, architect, or project stakeholder expresses interest in our luxury interior products.

- **Showroom Visit / Architect Referral** - Customers either visit our showrooms, where they are assisted by dedicated sales personnel and key account managers, or are referred through architects and project management consultants (PMCs) for project-based sales.
- **Product Selection and Quotation** - Once the desired products are selected, a quotation is generated through our internal ERP system. This forms the basis for further discussion and review.
- **Negotiation and Order Confirmation** - Modifications to the quotation, negotiations, and approvals take place before the order is finalized. After confirmation, the architect or PMC is notified and a technical file is shared for execution.
- **Order Tracking** - The sales team ensures smooth coordination, tracks the order status, and communicates any delays or changes to all stakeholders throughout the process.
- **Payment and Delivery** - Upon order confirmation and completion of payment formalities, delivery is scheduled as per the agreed terms. The sales team oversees logistics to ensure products reach the client on time and in good condition.

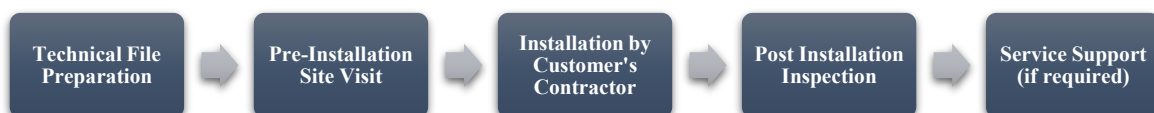
Dispatch and Delivery Process



The dispatch and delivery process is managed through our centralized warehousing system, ensuring timely distribution of products.

- **Payment Confirmation** - Before initiating dispatch, the sales team confirms that all due payments for the order have been received in full.
- **Warehouse Dispatch Preparation** - Once payment is confirmed, the warehouse team prepares the shipment. A dispatch advice note is generated to initiate the process.
- **Invoicing** - Following the dispatch advice, the invoice is issued to the customer, marking the official documentation of the transaction.
- **Final Quality Check** - A final quality inspection is conducted at the warehouse to ensure that all products meet required standards before shipment.
- **Shipment and Delivery** - Orders are dispatched using a pre-determined logistics method, selected based on shipment size, destination, and urgency. Timely and safe delivery is ensured through this streamlined process.
- **Customer Receipt Confirmation** - Upon delivery, a receiving copy is signed at the customer site to confirm that the order has been fulfilled.

Installation & Service Process



- **Technical File Preparation** - After order confirmation, the service team prepares a technical file that includes detailed product specifications and a Bill of Quantities (BOQ) to support the installation process.
- **Pre-Installation Site Visit** - A pre-installation site visit is scheduled, during which our technicians guide the client's contractor on best practices for installation to ensure proper setup.
- **Installation by Customer's Contractor** - The actual installation is carried out by the customer's appointed contractor, using the technical guidance provided by our service team.
- **Post Installation Inspection** - Following installation, a post-installation site inspection is conducted to verify the fitting and functionality of the products.
- **Service Support (if required)** - Any service needs such as replacements, maintenance, or technical assistance are centrally managed to ensure efficient and reliable support for the customer.

Customer Service provided by our Company

We offer a comprehensive, client-focused service model designed to enhance the experience of our luxury product line. To ensure a seamless installation process that meets our high-quality standards, our technicians conduct both pre-installation and post-installation site visits to ensure that all products are correctly fitted and fully functional.

In the event of any issues, our centralized customer care team provides prompt and reliable support. They handle the entire service process, from logging customer complaints and coordinating technician visits to liaising with our international suppliers for replacements. We also offer back-to-back warranties ranging from 2 to 10 years, depending on the specific product, further enriching the overall experience for the end customer through reliable and responsive service.

OUR CUSTOMERS

We cater primarily to high-net-worth individuals, luxury homeowners, premium real estate developers, and hospitality brands. Our customers also include architects, interior designers, and project consultants involved in upscale residential, commercial, and hospitality projects. Our offerings comprising globally renowned brands and private labels are tailored for spaces that demand superior quality, aesthetic distinction, and functionality.

Revenue from our Top Customers

(₹ in Lakhs)

Particulars	FY 2024-25		FY 2023-24		FY 2022-23	
	Revenue	% of total Revenue	Revenue	% of total Revenue	Revenue	% of total Revenue
Top-5 Customers	5,296.08	26.53%	4,404.11	25.22%	3,273.34	20.11%
Top-10 Customers	7,254.76	36.34%	5,800.85	33.22%	4,192.61	25.75%
Total Revenue	19,963.25	100.00%	17,462.53	100.00%	16,279.88	100.00%

OUR NETWORK OF SUPPLIERS

We work with a diverse and strategically selected network of suppliers, combining globally acclaimed brands, Indian manufacturers, and specialized OEMs to deliver a wide spectrum of luxury and premium offerings. We have cultivated strong, exclusive relationships with our suppliers, allowing us to offer a carefully curated selection of imported luxury products. We are exclusive distributors of 7 international brands in India as on the date of filing of this Draft Red Herring Prospectus. These strategic partnerships enable us to maintain control over product quality, pricing, and availability, ensuring that we provide unique, differentiated offerings in the market.

To support our premium luxury range, we also engage with select Indian suppliers who provide high-quality, value-driven solutions suited to the preferences and conditions of the domestic market. Additionally, we collaborate with OEM partners who manufacture products to our specifications under our private labels, including Details B.E., and Wood & Boundless. These OEM relationships help us ensure design consistency, maintain flexibility in pricing, and meet specific customer requirements. Our supplier network balances long-standing partnerships with new tie-ups, allowing us to adapt to changing market demands while maintaining a stable and reliable supply chain.

Our purchases from the top 5 and top 10 suppliers in the last three Financial Years is provided below:

(₹ in Lakhs)

Particulars	FY 2024-25		FY 2023-24		FY 2022-23	
	Purchases	% of total Purchases	Purchases	% of total Purchases	Purchases	% of total Purchases
Top-5 Suppliers	5,818.65	50.10%	4,957.94	48.49%	4,264.54	44.77%
Top-10 Suppliers	6,832.16	58.83%	6,102.69	59.68%	5,827.59	61.17%
Total Purchases	11,614.07	100.00%	10,225.40	100.00%	9,526.30	100.00%

INVENTORY MANAGEMENT

Our Company follows a technology-driven inventory management system to ensure the availability of premium luxury products across our showrooms and franchise network. The company utilizes an ERP-integrated stock tracking system to monitor inventory levels and stock rotation, and minimize lead times. Fast-moving concealed parts are typically maintained in stock to support seamless order fulfillment, while exposed parts are procured based on demand to prevent overstocking. Our centralized warehousing network enables efficient distribution, reducing delays and ensuring timely order processing. By leveraging real-time inventory insights, supplier coordination, and demand forecasting, we maintain an optimal balance between supply and demand, enhancing operational efficiency and customer satisfaction.

Warehouse and Logistics

Our Company ensures the efficient movement of finished goods from our global suppliers to our showrooms and franchise network across India. The company imports products via air and sea freight, depending on order urgency, and clears them through customs before warehousing.

We follow a centralized warehousing system to manage inventory and streamline deliveries. Our warehousing operations are managed through third-party service providers at facilities located in Delhi and Mumbai. These vendors are responsible for handling end-to-end logistics services, including inwarding of goods, inventory storage, order processing, dispatches, returns management, and related reporting functions. The services are governed by formal agreements that define performance standards such as turnaround times, shrinkage limits, and documentation protocols.

In addition to warehousing, we rely on external logistics partners for the transportation and distribution of goods from our warehouses to our showrooms, franchise outlets, and project sites. These vendors are responsible for ensuring timely and efficient last-mile delivery in line with our supply chain requirements.

Our logistics framework extends to our franchise partners, ensuring timely dispatch and order fulfillment. Goods are allocated based on sales projections and customer orders, optimizing inventory turnover. While our procurement and dispatch processes are well-defined, further details on specific logistics providers and transportation strategies would provide a more comprehensive view.

Our warehouse management expenses for the last three financial years were ₹ 183.87 lakhs, ₹ 161.14 lakhs and ₹ 166.08 lakhs, forming 1.07%, 1.06%, and 1.15%, of our total expenses as on FY 2025, 2024 and 2023. Our freight expenses for the last three financial years were ₹ 107.88 lakhs, ₹ 96.42 lakhs and ₹ 82.57 lakhs, forming 0.63%, 0.63%, and 0.57%, of our total expenses as on FY 2025, 2024 and 2023.

UTILITIES

Power: We have sanctioned load of 56 kVA, 13 kVA and 12 kVA from BSES Rajdhani Power Limited for our Registered Office, Showroom and Warehouse at Delhi, respectively. For our Mumbai Showroom and back office, Brihanmumbai Power Supply and Transport Undertaking has sanctioned a load of 116.12 kW and 11.27 KW respectively.

Water: We have minimal requirement of water for office purposes only which is met by local vendors and municipal supply.

BRAND BUILDING & MARKETING

We have implemented a robust marketing strategy designed to strengthen our brand presence and engage with our target audience across multiple touchpoints. The following strategies have been central to our approach:

1. **Digital Marketing** plays a crucial role in promoting our luxury brands across online platforms. We leverage a mix of organic and paid social media campaigns, influencer collaborations, and visually rich content including product videos and photoshoots to engage our audience. Continuous website development and maintenance ensure our digital presence reflects the sophistication of our products, with tailored pages for our in-house brands and international brands. Strategic brand storytelling through brand books, naming narratives, and print ads further reinforces our identity. This multi-channel approach allows us to connect with both end customers and professionals in the design community.
2. **Events Sponsored for Architects** serve as a dynamic platform to deepen engagement with the architect and designer community. These events include curated experiences such as live performances, interactive shows, and networking over premium catering and beverages. Attention to detail, right from invitations, branded gifts, and flower arrangements to luxury travel and accommodation, ensures a seamless and memorable experience for guests. Our involvement in golf matches, comedy performances, and sponsored destination tours positions us as a lifestyle-oriented brand that invests in long-term industry relationships, beyond just product sales.
3. **Experiential Showroom Marketing** helps us present our products effectively in a retail setting, allowing customers to see and understand the quality and design in person. We focus on high-impact visual merchandising through detailed signages, price tags, and product displays, complemented by curated brochures, tent cards, and marketing kits. By ensuring every touchpoint from brochure couriering to in-store branding is refined and cohesive.

This multi-faceted marketing strategy has helped us strengthen our position in the luxury interiors market and effectively connect with our discerning clientele. Our sales and marketing expenses for the last three financial years i.e., FY 2025, 2024 and 2023 were ₹ 379.85 lakhs, ₹ 294.09 lakhs and ₹ 183.05 lakhs, forming 2.21%, 1.94%, and 1.24%, of our total expenses. *(As certified by M/s Bhojak Lunawat & Company, Chartered Accountant vide their certificate dated June 29, 2025).*

COLLABORATIONS

As of the date of this Draft Red Herring Prospectus our Company has not entered into any technical or financial collaboration agreements with third parties.

INFORMATION TECHNOLOGY

Technology plays a vital role in our Company, enabling us to deliver a seamless customer experience while ensuring operational efficiency across all functions. While we are known for timeless design and curated luxury, our foundation is built on modern, tech-enabled systems that streamline our processes and empower our teams.

- Our ERP-integrated system allows us to manage procurement, inventory, and sales in real time, ensuring accurate tracking of stock, timely order fulfillment, and smooth coordination with suppliers.
- We also use InstantSelections, our proprietary internal platform, which helps our sales team manage customer records, track enquiries, generate quotations, organize service requests, and assist clients in product selection.
- In addition, our BathDetails website allows architects and clients to browse curated bathroom packages with compatible product combinations by style and budget, helping them visualize spaces more effectively during consultations.
- To maintain consistent service quality across all locations, our Company has developed a digitally supported training program. Led by a Training Manager, this structured initiative ensures that every new sales team member gains a strong foundation in both product knowledge and our brand ethos. The training includes digitized product manuals, quizzes, showroom walkthroughs, and shadowing sessions, along with early exposure to tools like our CRM system and the BathDetails website. This approach enables our entire team to confidently represent our Company and deliver expert guidance to every client.

COMPETITION

While we do not have any direct listed peers, we consider the following global companies to be comparable in terms of market positioning and industry standards: C.P. Hart (London, UK), West One Bathrooms (London, UK), Arnhold (Hong Kong), and VolumeFive (Singapore). While there are no like-to-like peers, the closest comparison can be made to individual brands like Kohler India, Jaquar Group, Hafele India, Roca India, Hindware, Cera, TOTO (*Source: Industry Report on Indian Market Study: Bathware, Modular Kitchens & Wooden Flooring (2018-2032)- focusing on the ultra luxury price segment by Credence Research, which has been paid for, by the Company*).

QUALITY CONTROL

Our company upholds strict quality control standards across all product categories to ensure that only the highest-quality luxury bathroom, kitchen, and wood flooring products reach our customers. We source premium products from trusted international suppliers who hold globally recognized quality certifications. For products manufactured through our OEM partners, we maintain oversight at every stage of the production process, from design and development to final output. Each product undergoes thorough testing for durability, functionality, and aesthetic appeal before it is introduced in our showrooms. This rigorous approach reflects our commitment to delivering products that consistently meet high standards of design, performance, and customer satisfaction.

Our international suppliers are certified under globally accepted standards, including ISO 9001 for quality management, ISO 14001 for environmental management, and ISO 45001 for occupational health and safety. Several suppliers also adhere to ISO/IEC 17025 for laboratory testing competence and ISO/IEC 17065 for product certification procedures. In addition, their products comply with regional requirements such as the New Zealand Building Code, EN 997:2012, and other applicable EU directives, ensuring excellence in safety, regulatory compliance, and performance across diverse markets.

HEALTH AND SAFETY

We place the highest importance on maintaining a safe and healthy environment for both our employees and customers. Our operations including the warehouse and showrooms are aligned with accepted health and safety standards.

All our showrooms are fully compliant with fire safety norms, including emergency exits, accessible fire extinguishers, and structured evacuation routes. We conduct regular fire drills and training sessions to ensure our teams are well-versed in emergency response procedures, including the correct use of fire extinguishers and safe evacuation practices.

Our showrooms also maintain stringent hygiene standards to provide customers with a safe and comfortable environment.

CORPORATE SOCIAL RESPONSIBILITY

We have established a Corporate Social Responsibility (CSR) Committee of our Board of Directors (the CSR Committee) and adopted a CSR policy in compliance with the Companies Act, 2013 and applicable CSR Rules. This policy guides the planning and implementation of our CSR initiatives. The CSR Committee is entrusted with recommending the CSR policy and annual action plans, identifying priority areas and implementation partners, proposing budget allocations, and monitoring the effective execution and compliance of CSR activities.

Our CSR efforts are directed towards key areas such as education, skill development, healthcare and sanitation, environmental sustainability, rural development, and the empowerment of women. These initiatives are implemented either in-house or through qualified implementing agencies, such as registered trusts, societies, and other organizations with an established track record.

Our CSR expenses for the last financial year was ₹ 35.96 lakhs, forming 0.21% of our total expenses as per the Restated Consolidated Financial Statements of our Company.

For further information, see “Our Management – Corporate Social Responsibility Committee” on page 201.

HUMAN RESOURCES

As of May 31, 2025, we had an employee base of 268 employees. The following table sets forth a breakdown of our employees by function as of May 31, 2025:

Department	No. of Employees
Operations	86
Sales	55
Admin	54
Warehouse	21
Accounts	16
Design	10
Marketing	9
Product & Purchase	5
IT	3
Management	3
Training	2
Human Resource	2
Legal & compliance	1
Strategy	1
Total	268

Details of EPF contribution and ESIC premium paid for our employees in the last three financial years are provided below:
(₹ in Lakhs)

PF Details	FY 2025	FY 2024	FY 2023
Total No. of Employees	273	219	207
No. of Employees registered with EPFO	250	216	205
Total Contribution Paid	142.47	133.11	117.20

As certified by M/s Bhojak Lunawat & Company, Chartered Accountant vide their certificate dated June 29, 2025.

(₹ in Lakhs)

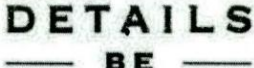
ESIC Details	FY 2025	FY 2024	FY 2023
Total No. of Employees	273	219	207
No. of Employees registered with ESIC	82	46	61
Total Premium Paid	4.02	4.05	3.80

As certified by M/s Bhojak Lunawat & Company, Chartered Accountant vide their certificate dated June 29, 2025.

INTELLECTUAL PROPERTY

Our Company has the following Trademarks “Registered” in our name:

Sr. No.	Description	Certificate is in the name of	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration for Trade Mark with type “Word”	FCML Distributors Private Limited	Certificate No. 3732361 Bathdetails	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	September 15, 2024	March 01, 2034

2.	Registration for Trade Mark with Type "Device"	FCML Distributors Private Limited	Certificate No. 3082901 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	October 05, 2021	October 06, 2031
3.	Registration for Trade Mark with Type "Device"	FCML Distributors Private Limited	Certificate No. 3083362 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	October 06, 2021	October 06, 2031
4.	Registration for Trade Mark with MarkType "Device"	FCML Distributors Private Limited	Certificate No. 2913109 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	February 21, 2021	February 12, 2031
5.	Registration for Trade Mark with MarkType "Device"	FCML Distributors Private Limited	Certificate No. 924290 	35	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	February 04, 2011	August 17, 2028 (Renewed)
6.	Registration for Trade Mark with type "Word"	FCML Distributors Private Limited	Certificate No. 3795517 Aquavella	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	December 04, 2024	May 14, 2034
7.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3082087	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	October 05, 2022	October 04, 2032
8.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3082166	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	October 05, 2022	October 06, 2031
9.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 302021000132323 	11	Industrial Property Code (CIP), 2005	Italian Patent and Trademark Office	July 20, 2021	July 19, 2031
10.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 302021000077168 DETAILS BATH ESSENTIALS	11	Industrial Property Code (CIP), 2005	Italian Patent and Trademark Office	26 April 2021	26 April 2031
11.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3868014  AQUAVELLA	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	June 06, 2025	September 16, 2034
12.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3867967  AQUAVELLA	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	June 06, 2025	September 16, 2034

We have also applied for another 66 Trademarks, which are mentioned at the “Government and Other Approvals” section beginning at page 271.

PROPERTY

Property Owned by the Company

As on the date of filing this Draft Red Herring Prospectus, the Company does not own any property:

Property Leased by the Company

Sr. No.	Date of the Agreement	Name of the Lessor	Area of the property	Address of the Property	Rent (₹)	Tenure	Usage	Stamp Duty (₹)	Registration details	Is the Lessor a Related Party*
1.	April 02, 2024	Vedprakash Yadav and Om Prakash Yadav	30,950 Sq.ft.	Khasra No. 1005, 1006, 1007 and 1008/1, Kapasera Village, Phirni Road, near Oberoi Farm, near Mansaram School, New Delhi - 110037	₹9.92 Lakh per month	3 years (May 01, 2023 to April 30, 2026)	Warehouse	3,00,000	Registration April 04, 2024 no. 2024/16/I/4 162 in Book No.I, Volume no.13155, pages no. 51-64	No
2.	February 21, 2024	Vinod Cookware India Private Limited	959 Sq.ft.	Unit no 56, Floor No:2, Building Name Evergreen Industrial Tenants Welfare Ass., Block Sector: Off Dr. E. Moses Road, Mahalaxmi Mumbai 400011, Road: Shakti Mill Lane, City: Lower Parel, District: Mumbai	1 Lakh per month for the 1st 12 months and 1.05 Lakh for the next 12 months	2 Years (February 01, 2024 to January 31, 2026)	Office	6,300	Registered on February 21, 2024 Doc No. 2800/2024 Regn: 63m before Joint Sub Registrar Mumbai 5	No
3.	May 31, 2023	Harinder Singh, Narender Singh, Lokender Singh, Nagender Singh, Raja Sharma	13,000 Sq. ft.	1 st Floor, 2 nd Floor, 3 rd Floor, Khasra No. 369, min. extended Abadi (Lal Dora) Village Sultanpur, Teshil Hauz Khas, New Delhi	6.38 lakhs per month for first 3 years then escalation of 15%. i.e. 7.34 lakhs per	6 years (June 01, 2025 to May 31, 2031)	Showroom	2,92,000	Registration No. 2025/7/103 79	No

Sr. No.	Date of the Agreement	Name of the Lessor	Area of the property	Address of the Property	Rent (₹)	Tenure	Usage	Stamp Duty (₹)	Registration details	Is the Lessor a Related Party*
					month for next three years					
4.	June 27, 2025	Harinder Singh, Narender Singh, Lokender Singh, Nagender Singh, Banwari Lal Sharma	4,000 Sq.ft.	Ground Floor, Khasra No. 369, min. extended Abadi (Lal Dora) Village Sultanpur, Teshil Hauz Khas, New Delhi	3.94 lakhs per month for first 3 years then escalation of 15%. i.e. 4.53 lakhs per month for next three years	6 years (June 01, 2025 to May 31, 2031)	Showroom	1,80,500	Registration No. 2025/7/103 77	No
5.	November 29, 2021	Shelina P. Parikh	4,751.67 Sq.ft. on the 2nd Floor and 2,304.35 Sq.ft. on the mezzanine level of the 2nd Floor	Unit No. S-10, 2nd Floor, Shree Luxmi Woolen Mills Estate, C.S. No.66 Lower Parel Division, Off Dr. E.Moses Road, Shakti Mills Lane, Mahalaxmi, Mumbai - 400011	11.54 Lakh per month for the 1st Year and 12.73 Lakh per month for the second year and thereafter 5% increase	4 Years (October 04, 2021 to October 03, 2025)	Showroom	1,58,500	Registered on November 29, 2021 as Doc No. 16393/2021	No
6.	July 10, 2025	Nirmal Khandelwal	566 Sq. Yards	A-217, Okhla Industrial Area Phase-I, New Delhi - 110020	4 Lakh per month	15 years (April 01, 2025 to 31 March, 2040)	Registered Office	3,76,000	Registered on June 18, 2025 as Doc No. 2025/10/I/4 624 in Book No. 01, Volume No. 18970 on Pages 183 – 200 before Sub-Registrar South East Mehrauli, Delhi	Yes

Sr. No.	Date of the Agreement	Name of Lessor	Area of the property	Address of the Property	Rent (₹)	Tenure	Usage	Stamp Duty (₹)	Registration details	Is the Lessor a Related Party*
7.	December 23, 2022	Daman Bedi	500 Sq. Yards	Ground, Second and Third Floor of C-630, New Friends Colony, New Delhi - 110025	3.75 Lakh per month with 5% increase every year	3 Years (November 01, 2022 to October 31, 2025)	Residence for the Promoters	90,500	Registered on December 23, 2022 as Doc No. 7775 Book No. 01, Volume No. 2302 on Pages 26-32	No
8.	June 27, 2025	Sanjeev Khari	2400 sq ft	Khasra no-369, M.G.Road, Sultanpur, New Delhi-110030.	1.49 lakhs per month for first 3 years then escalation of 15%. i.e. 1.71 lakhs per month for next three years	6 years (June 01, 2025 to May 31, 2031)	Showroom	68,000	Registration No. 2025/7/10374	No

INSURANCE

Presently our Company has the following insurance policies:

Sr. No	Insurance Company	Policy Number	Policy Type	Period of Insurance	Name of Insured	Sum Assured (in ₹ lakhs)	Premium (in ₹)	Assets & Location Covered
1	IFFCO-Tokio General Insurance Co. Ltd	22L15441	Marine Cargo Open Policy Top Up	January 1, 2025 to December 31, 2025	FCML Distributors Pvt. Ltd (Anywhere)	7,599.99	26,90,401	Marine Cargo Open Policy Top Up
2	IFFCO-Tokio General Insurance Co. Ltd	22L15448	Marine Cargo Open Policy Top Up	January 1, 2025 to December 31, 2025	FCML Distributors Pvt. Ltd (Import)	1,000	2,39,333	Marine Cargo Open Policy Top Up
3	ICICI Lombard General Insurance Company Ltd	1016/276923278/02/000	Fire	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (SP Store Centrum Mall)	85	5,272	FCML Store, Khasra No.369, Shop No.2, Ground Floor, Centrum Mall, Near Sultanpur Metro Station, Sultanpur, New Delhi-110030
4	ICICI Lombard General Insurance Company Ltd	4002/376484626/00/000	Burglary	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (SP Store)	85	120	FCML Store, Khasra No.369, Shop No.2, Ground Floor, Centrum Mall,

					Centrum Mall)			Near Sultanpur Metro Station, Sultanpur, New Delhi-110030
5	ICICI Lombard General Insurance Company Ltd	1017/276 664585/0 2/000	Fire	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (CRC Building Sultanpur)	600	37,751	FCML Store, CRC Building, Khasra No.369, Sultanpur Village, Mg Road, New Delhi, New Delhi, Delhi 110030 (1st, 2nd, 3rd Floor)
6	ICICI Lombard General Insurance Company Ltd	4002/326 064330/0 1/000	Burglary	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (CRC Building Sultanpur)	600	708	FCML Store, CRC Building, Khasra No.369, Sultanpur Village, Mg Road, New Delhi, New Delhi, Delhi 110030 (1st, 2nd, 3rd Floor)
7	ICICI Lombard General Insurance Company Ltd	1016/276 701864/0 2/000	Fire	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (CRC Building Front)	65	4,031	FCML Store, CRC Building, Basement & Ground Floor, Khasra No.369, Sultanpur Village, MG Road, New Delhi-110030
8	ICICI Lombard General Insurance Company Ltd	4002/376 484186/0 0/000	Burglary	December 28, 2024 to December 27, 2025	FCML Distributors Pvt Ltd (CRC Building Front)	65	118	FCML Store, CRC Building, Basement & Ground Floor, Khasra No.369, Sultanpur Village, MG Road, New Delhi-110030
9	National Insurance	3518001 1241000 0158	Fire	January 1, 2025 to December 31, 2025	FCML Distributors Pvt Ltd (Bonded)	1,400	3,12,558	Tranzfreight Logistics (India) Private Limited and Tranzfreight Global Logistics (Public Customs Bonded Warehouse) Address: A47, Okhla Industrial Area Phase II Dda Shed, New Delhi, Delhi Pin 110020.
10	National Insurance	3518005 9241000 0169	Burglary	January 1, 2025 to December 31, 2025	FCML Distributors Pvt Ltd (Bonded)	1,400	5,310	Tranzfreight Logistics (India) Private Limited and Tranzfreight Global Logistics (Public Customs Bonded Warehouse) Address: A47, Okhla Industrial Area Phase II Dda

								Shed, New Delhi, Delhi Pin 110020.
11	IFFCO-Tokio General Insurance Co. Ltd	12787208	Fire	July 1, 2024 to June 30, 2025	FCML Distributors Pvt Ltd (Stock)	5,000	2,75,064	Kapashera Village, New Delhi-110030, Mumbai-400034, Gurgaon-122002, Bangalore-560008, Mahalaxmi, Mumbai 400011, Lower Parell West Mumbai 400013, Khasra No. 369, Sultanpur new delhi-10037
12	IFFCO-Tokio General Insurance Co. Ltd	44438132	Burglary	July 1, 2024 to June 30, 2025	FCML DISTRIBUTORS PVT LTD (STOCK)	5,000	4,863	Kapashera Village, New Delhi-110030, Mumbai-400034, Gurgaon-122002, Bangalore-560008, Mahalaxmi, Mumbai 400011, Lower Parell West Mumbai 400013, Khasra No. 369, Sultanpur new delhi-10037
13	IFFCO-Tokio General Insurance Co. Ltd	12786486	Fire	July 1, 2024 to June 30, 2025	FCML Distributors Pvt Ltd (Rack)	55	7,599	Kapashera Village, New Delhi-110030, Mumbai-400034, Gurgaon-122002, Bangalore-560008, Mahalaxmi, Mumbai 400011, Lower Parell West Mumbai 400013, Khasra No. 369, Sultanpur new delhi-10037
14	IFFCO-Tokio General Insurance Co. Ltd	44438011	Burglary	July 1, 2024 to June 30, 2025	FCML Distributors Pvt Ltd (Rack)	55	144	Kapashera Village, New Delhi-110030, Mumbai-400034, Gurgaon-122002, Bangalore-560008, Mahalaxmi, Mumbai 400011, Lower Parell West Mumbai 400013, Khasra No. 369,

								Sultanpur new delhi-10037
15	IFFCO-Tokio General Insurance Co. Ltd	12786488	Fire	July 1, 2024 to June 30, 2025	FCML Distributors Pvt Ltd (HO-217)	325	11,949	A-217, Okhla Industrial Area Phase 1, New Delhi -110020, New Delhi, Delhi Pin- 110020
16	IFFCO-Tokio General Insurance Co. Ltd	44437875	Burglary	July 1, 2024 to June 30, 2025	FCML Distributors Pvt Ltd (HO-217)	250	370	A-217, Okhla Industrial Area Phase 1, New Delhi -110020, New Delhi, Delhi Pin- 110020
17	Tata AIG General Insurance	5180102823	Fire & Burglary	July 25, 2024 to July 24, 2025	FCML Distributors Pvt Ltd (Mumbai store)	625	47,199	Unit No. S10, 2nd Floor, Shree Luxmi, Woollen Mills Estate Ltd, Off. Dr. E. Moses Road, Shakti Mills Lane, Mahalaxmi, Mumbai, Maharashtra Mumbai 400011
18	Tata AIG General Insurance	5182559530	Fire & Burglary	July 25, 2024 to July 24, 2025	FCML Distributors Pvt Ltd (Mumbai office)	40	2,094	56 Evergreen Industrial Estate 2nd Floor, Shakti, Mill Lane, Off Dr, E. Moses
19	Tata AIG General Insurance	0304007254	Commercial General Liability Schedule	July 25, 2024 to July 24, 2025	FCML Distributors Pvt Ltd (Mumbai)+ SP Store	100	31,860	Unit No. S10, 2nd Floor, Shree Luxmi-Mumbai,
20	Tata AIG General Insurance	0239228940	Group Medicare Policy	December 21, 2024 to December 20, 2025	FCML Distributors Pvt Ltd	284.5	2,383,583	276 Insured Persons
21	Tata AIG General Insurance	0239759004	Group Medicare Policy	March 22, 2025 to March 21, 2026	FCML Distributors Pvt Ltd	154	12,54,859	185 Insured Persons
22	Tata AIG General Insurance	0239758233	Group Accident Guard Policy	March 22, 2025 to March 21, 2026	FCML Distributors Pvt Ltd	2,417.5	75,426	261 Insured Persons

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Approvals” beginning on page number 271 of this Draft Red Herring Prospectus.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS

There are no key regulations relating to the activities of trading of and distribution of various products, as carried out by the Company. It is primarily governed by the provisions of the Indian Contract Act, 1872, The Sale of Goods Act, 1930, The Consumer Protection Act, 2019 and Foreign Trade (Development and Regulation) Act, 1992.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Sale of Goods Act, 1930

This Act governs contracts related to the sale of goods, specifying the rights and duties of buyers and sellers. It ensures that all goods sold must be fit for purpose, free from defects, and delivered as agreed upon. As per this Act, it is necessary for sellers to prevent disputes related to misrepresentation, warranty obligations, or non-performance of contracts. The Act also provides remedies for breach of contract, such as replacement, refund, or damages, ensuring consumer trust and legal protection in business dealings.

The Consumer Protection Act, 2019

This Act aims to safeguard consumer interests by establishing mechanisms for grievance redressal, defining product liability, and preventing unfair trade practices. It introduces central and state consumer protection councils, a mediation mechanism, and penalties for misleading advertisements. The Act holds product manufacturers, service providers, and sellers liable for defective goods and services. The Act mandates that sellers of goods/service providers must ensure that its products meet prescribed quality standards, pricing transparency is maintained, and customer grievances are effectively addressed.

The Competition Act, 2002

This Act was enacted to promote fair competition, prevent anti-competitive practices, and regulate mergers and acquisitions. It prohibits cartels, price-fixing, bid-rigging, and abuse of dominant market position. Sellers and service providers must ensure that their business practices do not restrict fair market competition and that they operate without engaging in unfair pricing or exclusive supply arrangements. The Act also restricts resale price maintenance and other anti-competitive agreements. Any expansion or acquisition by sellers or service providers may be subject to scrutiny by the Competition Commission of India to prevent monopolistic control in any sector.

Foreign Trade (Development and Regulation) Act, 1992

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from July 01, 2020 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed ₹ 1 Crore and annual turnover does not exceed ₹ 5 Crore; Small enterprise, where the investment in plant and machinery does not exceed ₹ 10 crore and annual turnover does not exceed ₹ 50 Crore; a Medium enterprise, where the investment in plant and machinery does not exceed ₹ 50 crore and annual turnover does not exceed ₹ 250 Crore.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments law applicable in the States of Maharashtra, Delhi, Uttar Pradesh, Madhya Pradesh, Telangana, Karnataka, Tamil Nadu and Gujarat establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Stamp Act in various states

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is applicable on all legal documents including contracts for immovable, movable, commercial, settlement, etc where any rights of the parties are defined. Further, there are two levels of stamp duty one which is prescribed by Central Government applicable on the list of items mentioned under Central List and other prescribed by State Government where the list of items are mentioned in the State List or Concurrent List of the Constitution. Thus, for stamp duty applicable on immovable properties and rights created, exchanged, extinguished the stamp is prescribed under various State Stamp Acts and for securities and contracts it is prescribed under Indian Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Maharashtra, Delhi, Uttar Pradesh, Madhya Pradesh, Telangana, Karnataka, Tamil Nadu and Gujarat, are empowered to prescribe or alter the stamp duty as per their need.

Professions, Trade, Callings and Employments Act in various states

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Governments of Maharashtra, Madhya Pradesh, Telangana, Karnataka, Tamil Nadu and Gujarat, is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31st of each assessment year.

The Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

EMPLOYMENT AND LABOUR LAWS

The Employees' State Insurance Act, 1948 (ESI Act)

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the Employees' State Insurance Corporation.

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Maternity Benefit Act, 1961

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a

state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

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

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms ‘sexual harassment’ and ‘workplace’ are both defined in the Act. Every employer should constitute an “Internal Complaints Committee” and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

EMPLOYMENT AND LABOUR LAWS CODIFICATION

The Code on Wages, 2019

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. This code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. This code will apply to all employees and allows the Central Government to set a minimum statutory wage.

Occupational Safety, Health and Working Conditions Code, 2019

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, that concern our business.

Industrial Relations Code, 2020

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.

Code on Social Security, 2020

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume nine separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

INTELLECTUAL PROPERTY LEGISLATIONS

Trade Marks Act, 1999 (“TM Act”)

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

FOREIGN INVESTMENT LAWS

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

1. The Bharatiya Nyaya Sanhita, 2023
2. The Bharatiya Nagarik Suraksha Sanhita, 2023
3. The Bharatiya Sakshya Adhinyam, 2023
4. The Negotiable Instrument Act 1881
5. The Transfer of Property Act, 1882
6. The Arbitration and Conciliation Act, 1996
7. The Companies Act, 2013
8. The Registration Act, 1908
9. The Specific Relief Act, 1963
10. The Electricity Act, 2003
11. The Information Technology Act, 2000
12. Data Protection and Privacy Laws (Proposed Digital Personal Data Protection Act, 2023)
13. Local Municipal Acts of Other States

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as a Private Limited Company in the name 'FCML Distributors Private Limited', under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated October 06, 2003 issued by the Registrar of Companies, Delhi. Subsequently, pursuant to a special resolution passed by the shareholders of our company in the Extra-Ordinary General Meeting held on March 13, 2025, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to 'FCML Distributors Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on April 08, 2025, by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U51909DL2003PLC122492.

For information on our Company's profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections titled "*Our Business*", "*Industry Overview*", "*Our Management*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 149, 133, 190, 216 and 246 respectively of this Draft Red Herring Prospectus.

REGISTERED OFFICE

The Registered Office of the Company is presently situated at A-217 Okhla Industrial Area Phase I, New Delhi 110020 India and there has been no change in the registered office of our Company since incorporation.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

1. To carry on the business as producers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agent, sub-agent, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in trading in hardware, and outdoor applications for walls, floor and roofing, shower cubicles, plumbing & sanitary items, bathroom products, wooden flooring, wall paneling, modular kitchens, Kitchen Appliance, Home Appliances, Kitchen Top, Spa & Sauna products, Home Décor & Accessories, Home Appliances, Bespoke ceramics tiles and allied items to all type of categories including home, hospitality, amusement, recreation and entertainment.
2. To operate, maintain and manage web-portal/s, software, e-commerce platform or social internet based network to buy, sell, advertise goods including hardware, and outdoor applications for walls, floor and roofing, plumbing & sanitary items, bathroom products, wooden flooring, wall paneling, modular kitchens, tiles and aligned items to all type of industries including hospitality, amusement, recreation and entertainment industry. Furthermore, to engage in a wholesale trade of these goods, to act as, a dealer, distributor or to appoint sole selling agents, franchisees, distributors, reseller, etc. and to be a retailer and to provide services in India or outside India, in order to carry, run, administer, facilitate etc., the business, whether between businesses and other businesses or between business and individual consumers.
3. To carry on in India or elsewhere the business to commercialize, compound, derive, establish, manipulate, promote, supply, import, export, formulate, pack, re-pack, buy, turn to account and to act as agent, broker, distributor, stockist, concessionaries, consigners, consultant, job worker, collaborator or otherwise to deal in all shapes, sizes, varieties, colours, characteristics, applications, specifications and uses of all kinds of materials and articles capable of being used in including hospitality, amusement, recreation and entertainment industry.
4. To acquire and takeover as a running concern under the name and style of M/S FCML Projects at 3688, Chawri Bazar, Delhi-6, partnership firm along with all or any of its liabilities and assets of that firm on such terms and conditions as may be mutually agreed upon. The said firm shall cease to exist after such takeover by the Company after incorporation thereof.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since incorporation:

Date of Shareholders' approval	Nature of Amendment
January 31, 2008	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10/- each to ₹ 100,00,000 divided into 10,00,000 Equity Shares of ₹ 10/- each
September 19, 2012	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,00,00,000 divided into 10,00,000 Equity shares of ₹ 10/- each to ₹ 1,10,00,000 divided into 11,00,000 Equity Shares of ₹ 10/- each.
March 30, 2013	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,10,00,000 divided into 11,00,000 Equity shares of ₹ 10/- each to ₹ 12,85,00,000 divided into 1,28,50,000 Equity Shares of ₹ 10/- each.
June 27, 2014	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 12,85,00,000 divided into 1,28,50,000 Equity shares of ₹ 10/- each to ₹ 14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹ 10/- each.
November 22, 2014	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 14,00,00,000 divided into 1,40,00,000 Equity shares of ₹ 10/- each to ₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹ 10/- each.
February 16, 2023	Clause III and IV of our Memorandum of Association were amended as follows: 1. Clause III (C) "Other Objects of the Company not included in 'A' and 'B' above" was deleted; 2. Clauses III (A) was renamed to read "The objects to be pursued by the Company on its incorporation are:"; 3. Clause III (B) was renamed to read "Matters which are necessary for furtherance of the objects specified in Clause III (A) are:"; 4. Clause IV was renamed to read "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."; and 5. The words "Companies Act, 1956" were substituted with the words "Companies Act, 2013" wherever appearing in the existing Memorandum of Association of the Company. While making these changes certain objects were added under the main object clause inadvertently, which were later deleted in the next amendment dated February 10, 2025.
February 10, 2025	We deleted the extra clauses as mentioned above and brought up the earlier main objects as given below to the right position: Clause III of the Memorandum of Association was amended and adopted with the following amended objects introduced in place of the old objects: 1. To carry on the business as producers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in trading in hardware and outdoor applications for walls, floor and roofing, shower cubicles, plumbing & sanitary items, bathroom products, wooden flooring, wall paneling, modular kitchens, kitchen appliances, home appliances, kitchen top, spa & sauna products, home décor & accessories, home appliances, bespoke ceramics tiles and allied items in all types of categories including home, hospitality, amusement, recreation and entertainment. 2. To operate, maintain and manage web-portals, software, e-commerce platform or social internet-based network to buy, sell, advertise goods including hardware and outdoor applications for walls, floors and roofing, plumbing & sanitary items, bathroom products, wooden flooring, wall paneling, modular kitchens, tiles and aligned items to all types of industries including home, hospitality, amusement, recreation and entertainment industries. Furthermore, to engage in wholesale trade of these goods, to act as a dealer, distributor or to operate selling points, franchises, distributors, agents or otherwise, and to be an retail outlet and provide services in India or outside India, in order to carry run, administer, publicize, etc., the business, whether independently or with others and other businesses or between business and individual consumers. 3. To carry on in India or elsewhere the business of conceptualize, compound, design, create, establish, maintain, promote, supply, import, export, formulate, pack, re-pack, buy, sell, distribute, and market as trader, distributor, stockist, concessionaires, organisers, consultants, job worker, collaborator or otherwise to deal in all shapes, sizes, varieties, colours, characteristics, applications, specifications and uses of all kinds of materials and articles capable of being used in including hospitality, amusement, recreation and entertainment industry.

Date of Shareholders' approval	Nature of Amendment
	4. To acquire and takeover as a running concern under the name and style of M/s FCML Projects at 3688, Chawri Bazar, Delhi-6, partnership firm along with all or any of its liabilities and assets of it that run on such terms and conditions as may be mutually agreed upon. The said firm shall cease to exist after such takeover by the Company after incorporation thereof.
March 13, 2025	Clause 1 of our Memorandum of Association was amended to reflect the change in name of our Company from 'FCML Distributors Private Limited' to 'FCML Distributors Limited', pursuant to the conversion of our Company into a public limited Company.
May 12, 2025	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 15,00,00,000 divided into 1,50,00,000 Equity shares of ₹ 10/- each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹ 10/- each.

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below:

Year	Particulars
2003	Incorporation of Company
2009	First Franchise Store at Bangalore
2013	Purchase of business of the Partnership Firm 'FCML Projects'
2014	We crossed ₹ 5,000 lakh in Revenue
2018	We crossed ₹ 10,000 lakh in Revenue
2025	Conversion of the Company from Private to Public

OTHER DETAILS REGARDING OUR COMPANY

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, marketing, competition and foreign operations, please refer to the chapter titled "*Our Business*", "*Our Management*" and "*Industry Overview*" on page 149, 190 and 133 respectively of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN THE FORM OF EQUITY OR DEBT

For details of the equity capital raising of our Company, please refer to the chapter titled "*Capital Structure*" on page 81 of this Draft Red Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

As on the date of this Draft Red Herring Prospectus, our Company has not made any delays, defaults or rescheduling of borrowings with any financial institutions/banks in respect of our current borrowings from lenders.

CHANGES IN ACTIVITIES OF OUR COMPANY SINCE INCORPORATION

There have been no changes in the activities of our Company since incorporation which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

PROMOTERS OF OUR COMPANY

The Promoters of our Company are Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal. For details, see "*Our Promoters and Promoter Group*" beginning on page 206 of this Draft Red Herring Prospectus.

OUR HOLDING COMPANY

Our Company does not have any Holding Company as on date of filing Draft Red Herring Prospectus.

OUR SUBSIDIARY/ ASSOCIATE COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary, we have an associate entity - F&R Kitchens and Wardrobes Private Limited.

For more details on the shareholding of the members, please see the section titled “*Our Group Companies*” on page no. 211 of this Draft Red Herring Prospectus.

JOINT VENTURES OF THE COMPANY

As on the date of filing of Draft Red Herring Prospectus, our Company has not entered into any Joint Venture agreement.

INJUNCTION AND RESTRAINING ORDER

Our Company is not under any injunction or restraining order, as on the date of filing of this Draft Red Herring Prospectus.

DETAILS REGARDING ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN THE LAST TEN YEARS

There has been no acquisitions/amalgamations/mergers/revaluation of assets/divestment of business/undertaking in the last ten years preceding the date of this Draft Red Herring Prospectus.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the total number of equity shareholders are Seven (7). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” on page no. 81 of this Draft Red Herring Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders’ agreement as on the date of filing this Draft Red Herring Prospectus.

MATERIAL AGREEMENTS AND OTHER AGREEMENTS

As on the date of this Draft Red Herring Prospectus our Company has not entered into any material or any specific or special agreements other than those entered into in the ordinary course of business.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement with any entity as on the date of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

Our Company does not have any strategic partner as on the date of filing this Draft Red Herring Prospectus.

FINANCIAL PARTNERS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES

For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 149 and “*Objects of the Offer*” on page 98 of this Draft Red Herring Prospectus.

TIME AND COST OVERRUNS IN SETTING-UP PROJECTS

There are no Time and Cost Overruns in Setting-up Projects.

CORPORATE PROFILE OF OUR COMPANY

For details on the description of our Company's activities, the growth of our Company, please see "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis of Offer Price*" on page 149, 246 and 122 of this Draft Red Herring Prospectus.

CHANGES IN THE MANAGEMENT

For details of change in management, please see chapter titled "*Our Management*" on page 190 of the Draft Red Herring Prospectus.

CHANGES IN ACCOUNTING POLICIES IN LAST THREE (3) YEARS

There have been no changes in the accounting policies in the preceding three years from the date of this Draft Red Herring Prospectus.

GUARANTEES PROVIDED BY OUR PROMOTERS

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus except as mentioned in the chapter titled "*Financial Indebtedness*" beginning on page 262 of this Draft Red Herring Prospectus.

OTHER MATERIAL AGREEMENTS

Except as disclosed in this Draft Red Herring Prospectus, there are no other agreements, arrangements, clauses, covenants which are material and which are required to be disclosed. Further, there are no clauses or covenants which are adverse or pre judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment decision.

OUR MANAGEMENT

OUR BOARD OF DIRECTORS

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 5 (Five) directors on our Board, of which 2 (Two) Directors are Executive Directors, 1(One) Director is Non-Executive Director and rest of the 2 (Two) Directors are Independent Directors.

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus.

NIRMAL KHANDELWAL	
DIN	00168178
Date of Birth	October 16, 1950
Age	74 years
Designation	Chairman and Whole Time Director
Status	Executive
Qualification	No formal education
No. of Years of Experience	He has experience of more than two decades in the Steel and Hardware industry
Address	C-630 New Friends Colony, Okhla, South Delhi-110025, India.
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the Company i.e., October 06, 2003. Subsequently he was appointed as Chairman and Whole Time Director for a term of 5 years w.e.f. May 29, 2025 to May 28, 2030, vide Shareholders Resolution dated June 07, 2025.
Term of Appointment and date of expiration of current term of office.	Five years with effect from May 29, 2025 to May 28, 2030. Liable to retire by Rotation
Other Directorships	1. FCML Projects Private Limited 2. FCML Surfaces Private Limited 3. FC II Lifestyle Retail Private Limited

ABHINAV KHANDELWAL	
DIN	00168239
Date of Birth	September 21, 1974
Age	50 years
Designation	Managing Director
Status	Executive Director
Qualification	Class XII (CBSE)
No. of Years of Experience	He is having more than 2 decades years of experience in the luxury interiors industry
Address	C-630, 3 rd Floor New Friends Colony, Okhla, South Delhi-110025, India
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the Company i.e., October 06, 2003. Subsequently he has now been appointed as Managing Director for five years with effect from April 20, 2025, expiring on April 19, 2030 vide Shareholders Resolution dated June 07, 2025.
Term of Appointment and date of expiration of current term of office.	Five years with effect from April 20, 2025, expiring on April 19, 2030. Liable to retire by Rotation
Other Directorships	1. F&R Kitchens and Wardrobes Private Limited 2. FCML Surfaces Private Limited 3. Gessi India Private Limited 4. FCML Projects Private Limited 5. FC II Lifestyle Retail Private Limited

SAMEER SAGAR	
DIN	10590442
Date of Birth	March 21, 1982
Age	43 years
Designation	Non-Executive Director
Status	Non-Executive
Qualification	LL.B and Associate Company Secretary
No. of Years of Experience	He has more than 18 years' experience as Advocate
Address	E-143, Sector 20, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Occupation	Professional
Nationality	Indian
Date of Appointment	May 12, 2025
Term of Appointment and date of expiration of current term of office.	Liable to retire by rotation
Other Directorships	Burkert India Private Limited

NEELA KOTHARI	
DIN	00096175
Date of Birth	May 14, 1970
Age	55 years
Designation	Non-Executive Director
Status	Non-Executive
Qualification	MBA from Clark University, USA (1993) Bachelor of Arts, Delhi University (1991)
No. of Years of Experience	30 years as Director in various Companies
Address	House no. D-1056, New Friends Colony, Srinivaspuri, S.O. South Delhi, Delhi - 110065
Occupation	Professional
Nationality	Indian
Date of Appointment	May 12, 2025
Term of Appointment and date of expiration of current term of office.	Appointed for 5 years w.e.f May 12, 2025 and not liable to retire by rotation
Other Directorships	Rebound Rally Private Limited Ninochaka Holdings Private Limited

MAYURI NAYYAR CHAWLA	
DIN	02368425
Date of Birth	September 13, 1974
Age	50 years
Designation	Independent Director
Status	Non-Executive
Qualification	B.A., L.L.B. Honors from National Law School of India University, Bangalore (1997)
No. of Years of Experience	16 years as Director
Address	House No A-24, New Friends Colony, New Delhi, South Delhi – 110025, Delhi
Occupation	Professional
Nationality	Indian
Date of Appointment	May 12, 2025
Term of Appointment and date of expiration of current term of office.	Appointed for 5 years w.e.f May 12, 2025 and not liable to retire by rotation
Other Directorships	Dimple Creations Private Limited

BRIEF PROFILE OF OUR DIRECTORS

NIRMAL KHANDELWAL

Nirmal Khandelwal aged 74 is the Promoter, Chairman and Whole Time Director of our Company mainly involved in Finance, Sales and Marketing and Corporate governance functions of the Company. He has more than 29 years of experience in the industry starting from the partnership firm FCML Projects, since 1995. Nirmal Khandelwal has also been honoured

with 'Rashtriya Udyog Ratna Award' for excellence in 'Hotel Industry'. This award was presented to him on the occasion of the 12th National Seminar on "National Economic Growth Through Individual Contribution" on 28th July 2010, at Mumbai.

ABHINAV KHANDELWAL

Abhinav Khandelwal, aged 50 years, is the Promoter and Managing Director of our Company. He has been associated with the Company since its incorporation in 2003. Prior to that, he was part of the partnership firm FCML Projects, since 1995 which was engaged in the business of providing solutions for various requirements related to the hospitality industry. Under his leadership, the entity expanded its operations and entered the luxury bathroom segment in India in 2001.

With over two decades of experience in the industry, he has been involved in strategic planning, marketing, and human resource management. His experience have contributed to the Company's expansion, establishing a presence across major cities in India through a network of architects and franchisees.

SAMEER SAGAR

Sameer Sagar, aged 43 years, is a Non-Executive Director of our Company. He was appointed to the Board on May 12, 2025. He holds an LL.B degree and is also an Associate Company Secretary. He has more than 18 years of experience as an advocate. He is also a Director in Burkert India Private Limited and a Designated Partner in Evara Legal LLP.

NEELA KOTHARI

Ms. Neela Kothari, aged 55 years, is a Non-Executive Director of our Company. She holds an MBA from Clark University, Worcester, Massachusetts, USA (1993) and a Bachelor of Arts degree from Delhi University (1991). She has over 30 years of experience as a director in various companies. She was appointed to the Board on May 12, 2025. She is currently also serving as a director on the boards of Rebound Rally Private Limited and Ninochaka Holdings Private Limited. She is an Indian national and a professional by occupation.

MAYURI NAYYAR CHAWLA

Ms. Mayuri Nayyar Chawla, aged 50 years, is an Independent Director of our Company. She holds a B.A., LL.B. (Hons.) degree from the National Law School of India University, Bangalore (1997). She has 16 years of experience as a director. She was appointed on May 12, 2025. She is presently also serving as a director on the board of Dimple Creations Private Limited. She is an Indian national and a professional by occupation.

CONFIRMATIONS

As on the date of the Draft Red Herring Prospectus:

- A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.
- B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were directors of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Red Herring Prospectus.
- E. None of the Promoters or Directors of our Company are Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- F. None of our Directors are/were directors of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

- H. There are no conflicts of interests between the third-party service providers (except in the ordinary course of business and which are crucial for operations of the Company) and the Company, Directors, Key Managerial Personnel and Senior Managerial Personnel.
- I. Except for the business relationship that may exist between the Company, Director and the lessor of the immovable properties, (crucial for operations of the company), There are no conflict of interest between the lessor of the immovable properties, (except in the ordinary course of business and which are crucial for operations of the company) and the Company, Directors, Key Managerial Personnel and SMP.

RELATIONSHIP BETWEEN THE DIRECTORS

Except as disclosed herein, none of our Director(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013:

Name of Director	Designation	Relation
Nirmal Khandelwal	Chairman and Whole Time Director	He is father of Abhinav Khandelwal
Abhinav Khandelwal	Managing Director	He is son of Nirmal Khandelwal

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or Member of Senior Management.

We confirm that as of the date of this Draft Red Herring Prospectus, none of our Directors, KMPs, SMPs have any conflict of interest with the third-party service providers (crucial for operations of our Company).

SERVICE CONTRACTS

None of our directors have entered into any service contracts with our Company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company. However, Executive Directors of our Company are appointed for specific terms and conditions. Their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to a special resolution passed at the Extra Ordinary General Meeting held on June 07, 2025 resolved that in accordance with the applicable provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company, its free reserves and securities premium of our Company, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed at any time ₹ 8,000 lakhs (excluding of any interest or charges) over and above the aggregate paid up share capital, free reserves and securities premium of the Company.

TERMS OF APPOINTMENT OF OUR DIRECTORS

Name	Nirmal Khandelwal
Designation	Chairman and Whole Time Director
Date of Appointment / Change in Designation	He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the Company i.e., October 06, 2003. Subsequently on May 30, 2025 he was appointed as Chairman and Whole Time Director for a term of 5 years, w.e.f. May 29, 2025 to May 28, 2030 vide shareholders resolution dated June 07, 2025.
Remuneration Terms:	The details of remuneration and perquisites payable to him for the period of three years, as per the shareholders resolution dated June 07, 2025 effective from May 29, 2025, include the following:
Salary	₹ 9,90,000/- per month with 30% annual increase
Bonus	To be paid based on incremental sale of the Company
Perquisite/Benefits	1) Provident Fund contribution not exceeding 12% of basic salary, as per Company policy.

	2) Contributions to Gratuity and Pension Funds as per Company policy. 3) Medical reimbursement and facilities as per Company policy. 4) Leave Travel Concession as per Company policy. 5) Rent-free accommodation as per Company policy. 6) Gas, electricity, water, and car facilities as per Company policy. 7) Telephone expenses as per Company policy. 8) Club membership fees as per Company policy. 9) Leave encashment as per Company policy. 10) Insurance coverage as per Company policy. 11) Other applicable benefits, amenities, and privileges available to employees 12) Reimbursement of all expenses actually and properly incurred by him in connection with the Company's business.
Commission	NIL
Compensation/ remuneration paid during the F.Y. 2024-25	₹ 305.50 lakhs

Name	Abhinav Khandelwal
Designation	Managing Director
Date of Appointment / Change in Designation	He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the Company i.e., October 06, 2003. Subsequently he has now been re-appointed for five years with effect from April 20, 2025, expiring on April 19, 2030 vide Board Resolution dated May 30, 2025, and his remuneration has been fixed vide Board Resolution dated June 07, 2025.
Remuneration: The details of remuneration and perquisites payable to him for the period of three years, as per the shareholders resolution dated June 07, 2025 effective from April 20, 2025, include the following:	
Salary	₹ 20,47,500/- per month with 30% annual increase
Bonus	To be paid based on incremental sale of the Company
Perquisite/Benefits	1) Provident Fund contribution not exceeding 12% of basic salary, as per Company policy. 2) Contributions to Gratuity and Pension Funds as per Company policy. 3) Medical reimbursement and facilities as per Company policy. 4) Leave Travel Concession as per Company policy. 5) Rent-free accommodation as per Company policy. 6) Gas, electricity, water, and car facilities as per Company policy. 7) Telephone expenses as per Company policy. 8) Club membership fees as per Company policy. 9) Leave encashment as per Company policy. 10) Insurance coverage as per Company policy. 11) Other applicable benefits, amenities, and privileges available to employees 12) Reimbursement of all expenses actually and properly incurred by him in connection with the Company's business.
Commission	NIL
Compensation/ remuneration paid during the F.Y. 2024-25	₹ 394.06 lakhs
Name	Sameer Sagar
Designation	Non-Executive Director
Date of Appointment / Change in Designation	May 12, 2025
Salary	No fixed salary, he will be entitled to receive Sitting Fees for attending each meeting of our Board and the committees constituted by our Board as mentioned below.
Bonus	NIL
Perquisite/Benefits	NIL
Commission	NIL
Compensation/ remuneration paid during the F.Y. 2024-25	He was not appointed as Non-Executive Director in the last fiscal year.

Name	Neela Kothari
Designation	Independent Director
Date of Appointment / Change in Designation	May 12, 2025
Salary	No fixed salary, she will be entitled to receive Sitting Fees for attending each meeting of our Board and the committees constituted by our Board as mentioned below.
Bonus	NIL
Perquisite/Benefits	NIL
Commission	NIL
Compensation/ remuneration paid during the F.Y. 2024-25	She was not appointed as Independent Director in the last fiscal year.
Name	Mayuri Nayyar Chawla
Designation	Independent Director
Date of Appointment / Change in Designation	May 12, 2025
Salary	No fixed salary, she will be entitled to receive Sitting Fees for attending each meeting of our Board and the committees constituted by our Board as mentioned below.
Bonus	NIL
Perquisite/Benefits	NIL
Commission	NIL
Compensation/ remuneration paid during the F.Y. 2024-25	She was not appointed as Independent Director in the last fiscal year.

SITTING FEES AND COMMISSION TO INDEPENDENT DIRECTORS AND NON EXECUTIVE DIRECTOR

Pursuant to a resolution passed by our Board of Directors dated May 30, 2025, our Independent Directors and Non Executive Director are entitled to receive sitting fees for attending each meeting of our Board and the committees constituted by our Board, as decided by the Board, subject to a maximum of ₹ 1,00,000 per meeting. Further, our Independent Directors and Non-Executive Director may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Except as disclosed above, our Company has not entered into any contract appointing or fixing the remuneration of a Director, Whole-time Director, or manager in the two years preceding the date of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO DIRECTORS OF OUR COMPANY

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR ASSOCIATE

Our Directors are not receiving any payable or remunerations from our associate as on the date of filing this Draft Red Herring Prospectus.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

Except as disclosed under the remuneration terms of the Directors mentioned above, none of our Directors are a party to any bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Directors	No. Equity Shares held	Percentage of the pre-Offer paid up share capital (%)	Percentage of the post-Offer paid up share capital (%)
1.	Nirmal Khandelwal	67,38,810	40.40	●
2.	Abhinav Khandelwal	82,73,269	49.60	●

INTEREST OF DIRECTORS

All the Executive Directors are interested to the extent of remuneration paid to them for services rendered to the Company. The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

All the Non-Executive Independent Directors and the Non-Executive Director of the Company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

Except as stated under “*Restated Related Party Transactions*” under Chapter titled “*Restated Consolidated Financial Information*” beginning on page 229 of the Draft Red Herring Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

Interest in promotion of our Company

Except as stated in the section titled “*Our Promoters and Promoter Group*” beginning on page 206 our Directors have no interest in the promotion of our Company as of the date of this Draft Red Herring Prospectus, except in the ordinary course of business.

Interest in the property of our Company

Except as stated in the chapter titled heading titled “*Related Party Transactions*” under chapter titled “*Summary of Offer Document*” beginning on page 28 of Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled “*Our Properties*” under the chapter titled “*Our Business*” beginning on page 149 of this Draft Red Herring Prospectus.

Interest as Creditor of our Company

As on the date of this Draft Red Herring Prospectus, except as stated in the chapter titled “*Statement of Financial Indebtedness*” and heading titled “*Related Party Transactions*” under chapter titled “*Restated Consolidated Financial Statements*”, our Company has not availed loans from Directors of our Company.

Interest in the business of our Company

Further, save and except as stated otherwise in “*Note 31 – Related Part Disclosure*” in the chapter titled “*Restated Consolidated Financial Statements*” of this Draft Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Offer, or any such intermediaries registered with SEBI.

Other Interests

No loans have been availed by the Directors from our Company. Further, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company, except to the extent of related party transactions already disclosed under “*Note 31 – Related Party Disclosure*” on page 229.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of the Director	Date of appointment / change in designation / cessation	Designation (at the time of appointment / change in designation / cessation)	Reason for the changes
Nirmal Khandelwal	May 29, 2025	Chairman and Whole Time Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Sameer Sagar	May 12, 2025	Non Executive Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Neela Kothari	May 12, 2025	Independent Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Mayuri Nayyar Chawla	May 12, 2025	Independent Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Abhinav Khandelwal	April 20, 2025	Re-appointed as Managing Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Gurmit Shoor	May 14, 2025	Resigned from Directorship	Due to personal and unavoidable circumstances
Gurmit Shoor	December 02, 2024	Appointed as Additional Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Red Herring Prospectus, as our Company is coming with an Offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including a woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Constitution of Committees

Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on May 30, 2025 constituted the Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Designation in the Committee
Neela Kothari	Independent Director	Chairperson
Mayuri Nayyar Chawla	Independent Director	Member
Abhinav Khandelwal	Managing Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes: -

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - a. Changes, if any, in accounting policies and practices and reasons for the same.
 - b. Major accounting entries involving estimates based on the exercise of judgment by management.
 - c. Significant adjustments made in the financial statements arising out of audit findings.
 - d. Compliance with Listing and other legal requirements relating to financial statements.
 - e. Disclosure of any related party transactions.
 - f. Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party;
Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

5. Reviewing, with the management, and monitoring the statement of uses & application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the

utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

6. Scrutiny of Inter-corporate loans and investments;
7. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
12. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
13. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Internal Auditor.
- vi. Annual statement of funds utilized for purpose other than those stated in the offer document/ prospectus.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet 4 times in a year and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2 members, whichever is higher, subject to minimum two Independent Directors present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on May 30, 2025 constituted the Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Designation in the Committee
Sameer Sagar	Non Executive Director	Chairperson
Nirmal Khandelwal	Chairman and Whole Time Director	Member
Mayuri Nayyar Chawla	Independent Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

To supervise and ensure:

- i. Efficient transfer of shares; including review of cases for refusal of transfer/transmission of shares;
- ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- iii. Issue duplicate/split/consolidated share certificates;
- iv. Dematerialization/Re-materialization of Share;
- v. Review of cases for refusal of transfer/transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet as and when required to discuss and approve the items included in its role. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on May 30, 2025 constituted the Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Designation in the Committee
Neela Kothari	Independent Director	Chairperson
Mayuri Nayyar Chawla	Independent Director	Member
Sameer Sagar	Non-Executive Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

Role of Nomination and Remuneration Committee not limited to but include:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

Quorum and Meeting

The committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members including at least one Independent Director, whichever is higher.

4. Corporate Social Responsibility Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 135 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on May 30, 2025 constituted the Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Designation in the Committee
Mayuri Nayyar Chawla	Independent Director	Chairperson
Abhinav Khandelwal	Managing Director	Member
Sameer Sagar	Non-Executive Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

Role of Corporate Social Responsibility Committee not limited to but include:

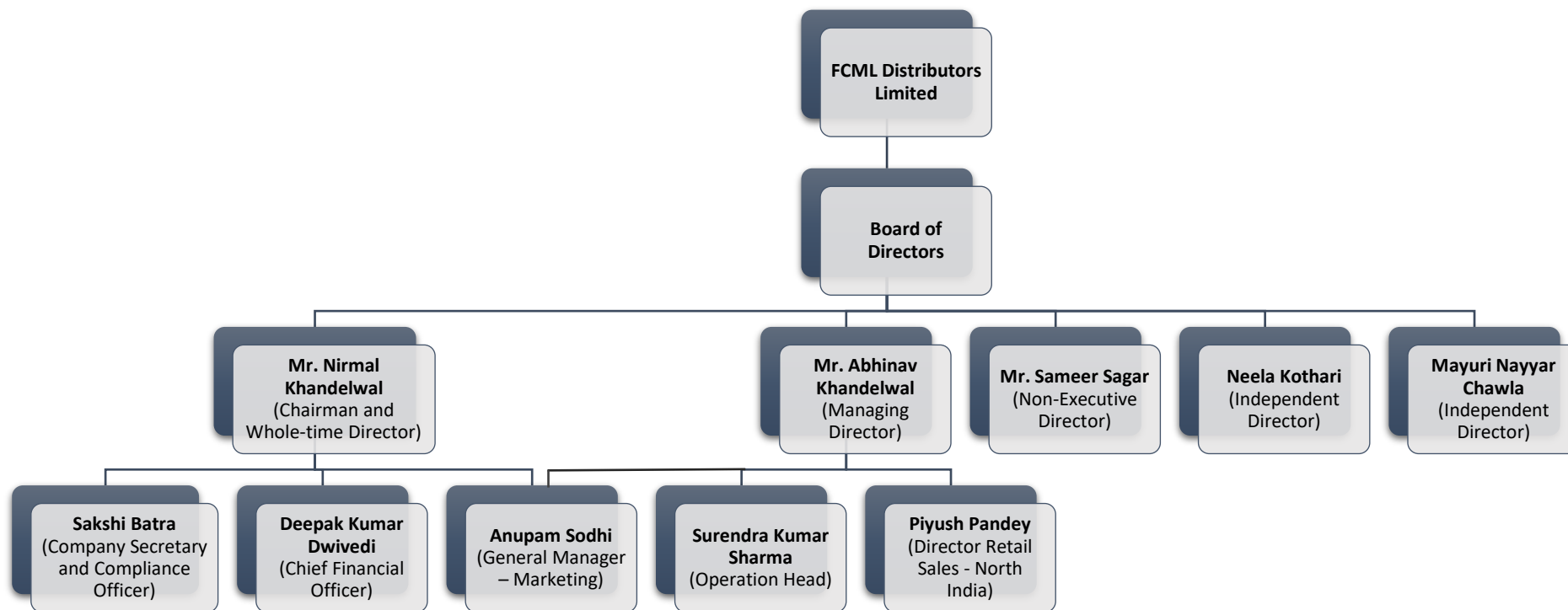
- i. To formulate and recommend to the Board, a “Corporate Social Responsibility policy” which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- ii. To identify corporate social responsibility policy partners and programmes;
- iii. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company for corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- iv. To monitor the Corporate Social Responsibility policy of the Company from time to time including delegation of responsibilities to various teams and supervise, monitor and review the timely implementation of corporate social responsibility programmes;
- v. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time; and
- vi. To exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

Quorum and Meeting

The committee is required to meet at least once a year. The quorum necessary for a meeting of the Corporate Social Responsibility Committee is one third of total members of the Corporate Social Responsibility Committee or 2 members, whichever is higher.

MANAGEMENT ORGANISATION CHART

The Management Organization Structure of the Company is depicted from the following chart:



Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. The following are the Key Managerial Personnel of our Company.

OUR KEY MANAGERIAL PERSONNEL

Apart from our Managing Director and Chairman and Whole Time Director, whose details have been provided under paragraph 'Brief Profile of our Directors', set forth below are the details of our Key Managerial Personnel as on the date of Draft Red Herring Prospectus:

Chief Financial Officer	
Name	Deepak Kumar Dwivedi
Date of Birth/ Age	July 01, 1977 / 47 years
Date of Appointment	May 29, 2025
Overall Experience	25 Years
Qualification	B.com. (P) and CA Foundation Course
Previous Employment	He has been with FCML Distributors Limited since September 2021, prior to that he was working with FCML Projects (partnership firm) since September 2009. Before FCML Projects, he had also worked with Ashiana Design Consultants (September 2006 to October 2009) and with Suresh C. Gupta & Associates (December 1999 to August 2006).
Remuneration paid for F.Y. ended 2024-25 (in ₹ Lakhs)	6.03 (As Accounts Head) (The current salary from April 01, 2025 onwards is ₹ 20.22 lakhs per annum)
Present Role and Responsibility in the Company	He is responsible for looking after the books of accounts and other finance related work of the Company

Company Secretary and Compliance Officer	
Name	Sakshi Batra
Date of Birth/ Age	October 08, 1987 / 37 years
Date of Appointment	November 17, 2020
Overall Experience (Post Qualification)	8 years
Qualification	Member of Institute of Company Secretary (2014)
Previous Employment	- Working with FCML since February 01, 2014 – June 07, 2019 as Company Secretary - Further in November 2020, she was reappointed as a Company Secretary in FCML and was redesignated as Company Secretary and Compliance Officer w.e.f. May 29, 2025.
Remuneration paid for F.Y. ended 2024-25 (in ₹ Lakhs)	2.85
Present Role and Responsibility in the Company	She is responsible for ensuring statutory compliance, maintaining corporate governance standards and supporting in regulatory matters in our Company.

OUR SENIOR MANAGERIAL PERSONNEL

Apart from our Managing Directors, Chief Financial Officer and Company Secretary and Compliance Officer, whose details have been provided under paragraph above titled 'Brief Profile of our Directors' and 'Our Key Managerial Personnel' on page 191 and 203 respectively, set forth below are the details of our Senior Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus:

General Manager-Marketing	
Name	Anupam Sodhi
Date of Birth/ Age	December 04, 1972 / 52 years
Date of Appointment	April 01, 2013
Overall Experience	More than 17 years
Qualification	Bachelor of Arts (Honors) in Economics - PG Diploma in Apparel and Marketing and Merchandizing

Previous Employment	She has been working with FCML Distributors Limited since April 1, 2013, prior to that she had been working at FCML Projects (partnership firm) since May 2008.
Remuneration paid for F.Y. ended 2024-25 (in ₹ Lakhs)	30.20
Present Role and Responsibility in the Company	She is responsible for managing the marketing and social media engagement of the Company. She also takes care of arranging marketing meets and events for the Company.

Head Operations	
Name	Surendra Kumar Sharma
Date of Birth/ Age	December 02, 1969 / 55 years
Date of Appointment	April 01, 2013
Overall Experience	29 years
Qualification	B.Com (1993)
Previous Employment	He has been working with FCML Distributors Limited since April 1, 2013 prior to that he had been working at FCML Projects (partnership firm) since September 1995.
Remuneration paid for F.Y. ended 2024-25 (in ₹ Lakhs)	47.48
Present Role and Responsibility in the Company	He is responsible for heading the operations, logistics, purchases and supply chain management of the Company.

Director of Retail Sales – North India	
Name	Piyush Pandey
Date of Birth/ Age	August 26, 1977/ 47 years
Date of Appointment	April 01, 2013
Overall Experience	25 years
Qualification	MBA (2000)
Previous Employment	He has been working with FCML Distributors Limited since April 1, 2013, prior to that he had been working at FCML Projects (partnership firm) since January 2001.
Remuneration paid for F.Y. ended 2024-25 (in ₹ Lakhs)	85.99
Present Role and Responsibility in the Company	He manages the retails operations and architect engagement for our flagship Delhi showroom and select cities of North and Eastern India.

As on the date of this Draft Red Herring Prospectus, all KMPs & SMPs are employees of the company.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Our Company does not have profit sharing plans for the Key Management Personnel and Senior Management Personnel, except to the extent of Performance linked incentives.

CHANGES IN THE KEY MANAGEMENT PERSONNEL (OTHER THAN MD AND WTD) AND SENIOR MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel (except Managing Director and Whole Time Director) and Senior Management Personnel in the last three years preceding the date of filing this Draft Red Herring Prospectus, otherwise than by way of retirement in due course.

Name of Key / Senior Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Deepak Kumar Dwivedi	May 29, 2025	Appointment	Appointment as Chief Financial Officer
Piyush Pandey	April 01, 2023	Appointment	Appointment as Director of Retail Sales – North India

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT WITH OUR DIRECTORS, PROMOTERS AND / OR OTHER KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Except as disclosed under the heading '*Relationship between our Directors*' none of our Key Managerial Personnel and Senior Management Personnel of our Company are related to each other or our Directors.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our Company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the Key Managerial Personnel and Senior Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the Key Managerial Personnel and Senior Managerial Personnel have been recruited.
- None of our Key Managerial Personnel and Senior Management Personnel has been granted any benefits in kind from our Company, except to the extent of perquisites as provided under the Company's Human Resource / Employee Policy.
- No benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Except as disclosed in this Draft Red Herring Prospectus, none of the Key Managerial Personnel and Senior Managerial Personnel have any other interest in our Company, except for the remuneration they draw for their respective job, as on the date of this Draft Red Herring Prospectus.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL IN OUR COMPANY

Shareholding of our KMPs and SMPs other than our Chairman & Whole Time Director and Managing Director as on the date of this Draft Red Herring Prospectus is provided below:

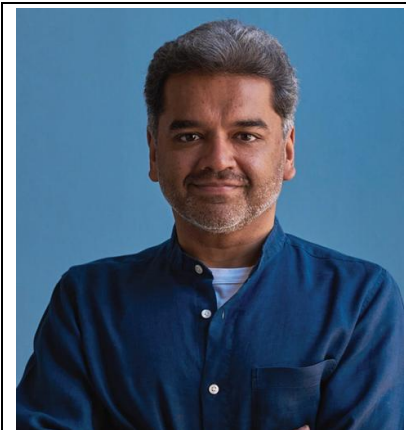
Shareholders	Number of Equity Shares	Share holding (in%)
Deepak Kumar Dwivedi (KMP)	1	Negligible
Surender Kumar Sharma (SMP)	1	Negligible
Anupam Sodhi (SMP)	1	Negligible
Total	3	Negligible

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Nirmal Khandelwal, Abhinav Khandelwal and Madhu Khandelwal.

As on the date of this Draft Red Herring Prospectus, our Promoters hold an aggregate of 1,66,80,086 Equity Shares, representing 100% of the Issued, Subscribed and Paid-up Equity Share Capital of our Company (Shareholding of public shareholders is negligible). For details of the Capital build-up of our Promoters, see chapter titled “*Capital Structure*” beginning on page no. 81 of this Draft Red Herring Prospectus.

The details of our Promoters are as follows:

	Nirmal Khandelwal Nirmal Khandelwal is the Chairman and Whole Time Director of our Company. For his complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “<i>Our Management</i>” on page 190. As on date of filing of this Draft Red Herring Prospectus, Nirmal Khandelwal holds 67,38,810 Equity Shares representing 40.40 % of the subscribed and paid-up Equity Share capital of our Company. His permanent account number is AAGPK2289P. Other than as disclosed in “<i>Our Management</i>” on page 190, he is not involved in any other venture.
	Abhinav Khandelwal Abhinav Khandelwal is the Managing Director of our Company. For his complete profile, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “<i>Our Management</i>” on page 190. As on date of filing of this Draft Red Herring Prospectus, Nirmal Khandelwal holds 82,73,269 Equity Shares representing 49.60 % of the subscribed and paid-up Equity Share capital of our Company. His permanent account number is AAJPK3605J. Other than as disclosed in “<i>Our Management</i>” on page 190, he is not involved in any other venture.
	Madhu Khandelwal Madhu Khandelwal is one of the Promoters of our Company, and holds the position of Administrative Head since 2017. As on date of filing of this Draft Red Herring Prospectus, Madhu Khandelwal holds 16,68,003 Equity Shares representing 10.00% of the subscribed and paid-up Equity Share capital of our Company. Date of Birth: June 4, 1952 Age: 73 years PAN: AAGPK3689K Residential Address: C-630 New Friends Colony, Okhla, South Delhi-110025, India. Nationality: Indian Other Directorship/s: NA Position/posts held in the past: She has held the position of Director at FCML Distributors Private Limited from October 06, 2003 to December 16, 2015. Other Ventures: NA

DECLARATION

We declare and confirm that the details of the Permanent Account Number, Aadhaar Card Number and Driving License Number, Passport Number and Bank Account Number of our Promoters will be submitted to the Stock Exchange i.e. SME Platform of BSE Limited, where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

UNDERTAKINGS / CONFIRMATIONS

- Neither our Company nor any of our Promoters, Promoter Group members/ entities or Directors have been prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority;
- None of the Promoters or Directors of our Company is a promoter or director of any other company which has been prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority;
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Promoter Group, Group Company and Company promoted by the Promoters of our Company.
- Neither our Company nor any of our Promoters or Directors have been declared as wilful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
- None of our Promoters or Directors are fugitive economic offenders.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Promoter Group, Group Company and Company promoted by the promoters during the past three years.
- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past five years against any of the Promoters nor is there any outstanding action against the Promoters.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group Company/ies and Company/ies promoted by the Promoters are disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 264 of this Draft Red Herring Prospectus.
- There are no conflicts of interests between the third-party service providers (crucial for operations of the Company) and the Company, Promoters and Promoter Group.
- Except for the business relationship that may exist between the Company, Promoters and Promoter Group and the lessor of the immovable properties, (crucial for operations of the company), there are no conflicts of interest between the lessor and the Company, Promoters and Promoter Group.

We confirm that as on date of this Draft Red Herring Prospectus, there is no conflict of interest between the third-party service providers (crucial for operations of our Company) and our Promoters or members of our Promoter Group.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control or management of the Issuer in the last five years.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 190 of this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTERS

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company, and (ii) to the extent of their shareholding and directorship in our Company, and (iii) to the extent of dividend declared, if any. For details on shareholding of our Promoters in our Company, see “*Capital Structure*” on page 81 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our

Company other than in the normal course of business. For further details, please refer the section titled “*Note 31- Related Party Transactions*” in chapter “*Restated Consolidated Financial Statements*” on page 216 of this Draft Red Herring Prospectus.

Interest in the property, land, construction of building, supply of machinery, etc.

Except as mentioned in the chapter titled “*Our Business*” beginning on page 149 of this Draft Red Herring Prospectus, our Promoters do not have any interest in any property acquired or proposed to be acquired by our Company in a period of 2 (two) years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoter

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Consolidated Financial Statements*” beginning on pages 149, 185, 190 and 216, respectively, our Promoters do not have any other interest in our Company.

Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years

Except as stated above in chapters “*Restated Consolidated Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing of this Draft Red Herring Prospectus or intended to be paid or given to any Promoters or member of our Promoter Group and no consideration for payment of giving of the benefit.

RELATED PARTY TRANSACTIONS

Except as stated in the Chapter titled “*Financial Information-Related Party Transactions*” on page 229 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

COMMON PURSUITS OF OUR PROMOTERS

One of our Group Companies (Gessi India Private Limited) and one Associate Company (F&R Kitchens and Wardrobes Private Limited) operate in lines of business that are similar to or related to ours and may potentially compete with us now or in the future. For details of the same, please refer to “*Risk Factors - One of our Group Company and one Associate Company operate in similar or related lines of business, which may result in potential conflicts, overlap in offerings, or stakeholder confusion*” on page 44.

GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled “*Financial Indebtedness*” and section titled “*Restated Consolidated Financial Statements*” beginning on page 262 and 216 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to any loans of the Company as on the date of this Draft Red Herring Prospectus.

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEARS:

None of our Promoters have disassociated themselves from any company or firm in the three years preceding the date of this Draft Red Herring Prospectus, except for the following:

Sr. No.	Name of Promoter	Name of Entity	Date of disassociation	Reason

1.	Abhinav Khandelwal	A&R Design District Private Limited	September 09, 2016*	Company struck-off

* Date of application for voluntarily striking off the Company

OUR PROMOTER GROUP

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

a. Natural persons who are part of our Individual Promoter Group:

Relationship with Promoter	Nirmal Khandelwal
Father	Late Tara Chand Khandelwal
Mother	Late Savitri Devi
Spouse	Madhu Khandelwal
Brother(s)	Hemant Khandelwal
Sister(s)	Rekha Madhusudan Koolwal
Son(s)	Abhinav Khandelwal
Daughter(s)	Anuja Gupta
Spouse's Father	Late Govind Prasad
Spouse's Mother	Late Kamlesh Devi
Spouse's Brother(s)	- Late Subhash Chand Khandelwal - Ramesh Khandelwal - Mukesh Chand Khandelwal
Spouse's Sister(s)	Lata Gupta

Relationship with Promoter	Abhinav Khandelwal
Father	Nirmal Khandelwal
Mother	Madhu Khandelwal
Spouse	Pallavi Khandelwal
Brother(s)	NA
Sister(s)	Anuja Gupta
Son(s)	NA
Daughter(s)	Amalya Khandelwal Alayla Khandelwal
Spouse's Father	Late Mahesh Kumar Sihare
Spouse's Mother	Late Bela Sihare
Spouse's Brother(s)	NA
Spouse's Sister(s)	Manjari Sihare

Relationship with Promoter	Madhu Khandelwal
Father	Late Govind Prasad
Mother	Late Kamlesh Devi
Spouse	Nirmal Khandelwal
Brother(s)	- Late Sh. Subhash Chand Khandelwal - Ramesh Khandelwal - Mukesh Khandelwal
Sister(s)	Lata Gupta
Son(s)	Abhinav Khandelwal
Daughter(s)	Anuja Gupta
Spouse's Father	Late Tara Chand Khandelwal
Spouse's Mother	Late Savitri Devi

Spouse's Brother(s)	Hemant Khandelwal
Spouse's Sister(s)	Rekha Madhusudan Koolwal

b. Companies related to our Promoter Company: Not Applicable as our Promoters are individuals.

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	NA
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoter (Body Corporate).	NA

The entities forming part of our Promoter Group

1. Gessi India Private Limited
2. FCML Surfaces Private Limited
3. FC II Lifestyle Retail Private Limited
4. FCML Projects Private Limited
5. Artbela (OPC) Private Limited
6. ANF 360 Design Private Limited
7. Maxo India Pharmachem Private Limited
8. FCML Design Initiative LLP
9. Depth N Green
10. Exotic Collections
11. Govind Sons
12. H&T Traders
13. Heads & Threads
14. Mayank Gupta HUF
15. MS Koolwal HUF
16. Mukesh Chand Khandelwal HUF
17. Ramesh Chand Khandelwal HUF
18. Ramji Lal Ram Swaroop
19. Tinteat
20. Kavasa Studio
21. Deval Herb

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of ‘group companies’, our Company has considered (i) such companies (other than promoter(s) and subsidiary/subsidiaries) with which our Company had related party transactions, during the period for which Restated Consolidated Financial Information is disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other company considered material by our Board.

In respect of item (i) above, all such companies with which our Company had related party transactions during the period covered in the Restated Consolidated Financial Information included in the Offer Documents, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

In respect of item (ii) above, our Board in its meeting held on June 25, 2025, has considered and adopted the Materiality Policy, *inter alia*, for identification of companies that shall be considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus. In terms of the Materiality Policy, a company (other than the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Information included in the Offer Documents) shall be considered ‘material’ and will be disclosed as a ‘Group Company’ in the Offer Documents, if it is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and our Company has entered into one or more transactions with such company during the last completed fiscal year (or relevant stub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of our Company for the last completed fiscal year or the relevant stub period, as applicable, as per the Restated Consolidated Financial Information included in the Offer Documents.

Based on the above criteria laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has determined that our Company has the following three (3) Group Companies as on the date of this Draft Red Herring Prospectus.

1. Gessi India Private Limited

Brief Corporate Information

Date of Incorporation	November 20, 2009
Business Activities	Wholesale Trade of Bathrooms and Sanitary Fittings to dealers and institutional buyers.
CIN	U51909DL2009FTC196275
Registered Office Address	B-305, 1 st Floor Okhla Industrial Area Phase-1, South Delhi, New Delhi, Delhi, India, 110020

Financial Information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Gessi India Private Limited for the preceding three years, as required by the SEBI ICDR Regulations, is available on our Company’s website at https://www.fcmlindia.com/investor_new.php

2. FCML Surfaces Private Limited

Brief Corporate Information

Date of Incorporation	May 15, 2008
Business Activities	Retail Trading of bathroom tiles including indoor, outdoor, ceramic, non-ceramic, wall and floor tiles
CIN	U51433DL2008PTC178193
Registered Office Address	B-305, 1 st Floor Okhla Industrial Area, Phase-1 New Delhi, Delhi -110020 India.

Financial Information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of FCML Surfaces Private Limited for the preceding three years, as required by the SEBI ICDR Regulations, is available on our Company's website at https://www.fcmlindia.com/investor_new.php

3. M&R Furnishing Private Limited

Brief Corporate Information

Date of Incorporation	July 22, 2005
Business Activities	Manufacturing of furniture and interior designing services
CIN	U51909DL2005PTC138974
Registered Office Address	4634, Ajmeri Gate, New Delhi, Delhi - 110006

Financial Information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of M&R Furnishing Private Limited for the preceding three years, as required by the SEBI ICDR Regulations, is available on our Company's website at https://www.fcmlindia.com/investor_new.php

4. F&R Kitchens and Wardrobes Private Limited

Brief Corporate Information

Date of Incorporation	March 08, 2024
Business Activities	Trading of locally manufactured modular kitchens & wardrobes.
CIN	U43301MH2024PTC420976
Registered Office Address	Unit L-5 & L-6, Shree Raj, Laxmi Hitech Textile Park, Vadavali, Bhiwandi, Thane – 421302, Maharashtra, India

Shareholding as on March 31, 2025

Sr. No.	Name of the Shareholders	Shareholding (No. of Shares)	%age Shareholding
1.	Crafted Designs Private Limited	5,05,000	50%
2.	FCML Distributors Limited	5,05,000	50%
	Total	10,10,000	100%

Board of Directors

As on date of this DRHP the Board of Directors comprised of:

Sr. No.	Name of the Directors	Designation	DIN Number
1.	Rajiv Deepak Parekh	Director	00730018
2.	Abhinav Khandelwal	Director	00168239

Financial Information

The Audited Financial Statement of F&R Kitchen and Wardrobes Pvt. Ltd for FY 2024-25 is available on our Company's website at https://www.fcmlindia.com/investor_new.php

Other confirmations

Amount of accumulated profits and loss. As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Associate Company which are not accounted for by our Company.

Our Company is providing a link to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

Nature and extent of interest of our Group Companies

In the promotion of our Company

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

In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits

Except as disclosed in the section “*Restated Consolidated Financial Information –Related Party Transactions*” on pages 229 and [..], respectively, there are no common pursuits between our Associate Company and our Company. Our Company shall adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Related business transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in “*Restated Consolidated Financial Information –Related Party Transactions*” on page 229, there are no other related business transactions with our Group Companies. Such transactions do not have any significant effect on the financial performance of our Company.

Business Interest in our Company

None of our Group Companies have any interest in our Company’s business other than as stated in “*Our Business*” and “*Restated Consolidated Financial Information*” on pages 149 and 216 respectively.

Other confirmations

- The equity shares of our Group Companies are not listed on any stock exchange. For further details, see “*Other Regulatory and Statutory Disclosures*” on page 282.
- None of our Group Companies have made any public or rights issue of securities in the three years preceding the date of this Draft Red Herring Prospectus.
- As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers /vendors of raw materials, third party service providers and lessor of the immovable properties (crucial for operations of the Company) and our Group Companies and its directors.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, please refer to *Risk Factor – “We have not paid any dividends in the last three Financial Years. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.”* on page 54 of this Draft Red Herring Prospectus.

Our Company has not paid/ declared any dividend in the last three financial years 2025, 2024, 2023 and from April 01, 2025 till the date of this Draft Red Herring Prospectus.

SECTION VI – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Details	Page No.
1.	Auditor's Examination report on Restated Consolidated Financial Statements	216
2.	Statement of Assets & Liabilities as restated	220
3.	Statement of Profit & Loss, as Restated	221
4.	Statement of Cash Flow, as Restated	222
5.	Notes to Restated Consolidated Financial Statements and Company Information and Significant Accounting Policies	223

BHOJAK LUNAWAT & COMPANY

Chartered Accountants

Near India Book House Hanuman Gali,

Opposite Income Tax, Rani Bazar,

Bikaner – 334001, Rajasthan.

Examiner Report of Independent Auditor on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss and the Restated Consolidated Statement of Cash Flows for the years ended March 31 2025, March 31 2024 and March 31 2023 along with the Restated Consolidated Statement of Significant Accounting Policies and other explanatory information of **FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED) (“Parent Company”) and F & R Kitchens and Wardrobes Private Limited (“Associate Company”) (Parent Company and Associate Company together known as “Group”)** and in the periods applicable (hereinafter collectively, the “Restated Consolidated Financial Statements”).

The Board of Directors

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

A-217, OKHLA INDUSTRIAL AREA, PHASE I,

NEW DELHI, INDIA, 110020

Dear Sirs/ Madams,

1. We Bhojak Lunawat & Company , Chartered Accountants (“we” or “us”) have examined the attached Restated Consolidated Financial Statements of Group as approved by the Board of Directors of the Group at their meeting held on June 25, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus (“DRHP/RHP/Prospectus”) prepared by the Group in connection with its proposed Initial Public Offer of equity shares (“IPO”) prepared in terms of the requirements of:
 - a) The Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”); and
 - c) The Guidance Note on Reports in Group Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

Management’s Responsibility for the Consolidated Restated Financial Statements

2. The Group’s Board of Directors is responsible for the preparation of Restated Consolidated Financial Statements for the purpose of inclusion in the offer documents in connection with the proposed IPO. The Restated Consolidated Financial Statements have been prepared by the management of the Group in accordance with the basis of preparation stated in Annexure IX to the Restated Consolidated Financial Statements. The responsibility of Board of Directors of the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the

Group complies with the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

3. We have examined the Restated Consolidated Financial Statements taking into consideration:
- a) The terms of reference and terms of our engagement agreed upon with Group in accordance with our engagement letter dated April 30, 2025, in connection with the proposed IPO of the equity shares of the Parent Company.
 - b) The Guidance Note, which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 - c) The concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
 - d) Requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

Other Matters

We did not audit financial statements / financial information of associate company whose financial statements / financial information reflect total assets (before consolidation adjustments) of Rs.134.58 lakhs as at 31 March 2025, and total revenues (before consolidation adjustments) of Rs. 2.00 lakhs for the year ended on that date, as considered in the Restated consolidated financial statements. These financial statements/financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the Restated consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associate company and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate company is based solely on the audit report of the other auditor.

4. These Restated Consolidated Financial Information have been compiled by the Management from:
- a) Audited Consolidated Financial Statements of the Group for the financial years ended March 31, 2025. Audited Standalone Financial Statements of the company March 31, 2024 and March 31, 2023 prepared in accordance with Accounting Standard as prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended," – after Accounting Standard and other accounting principles generally accepted in India, (the "Audited Financial Statements"), which have been approved by the Board of Directors at their meetings held on June 12, 2025, September 06, 2024 and September 18, 2023 respectively.

- b) Audited Financial Statements of the Associate Company for the financial years ended March 31, 2025 prepared in accordance with Accounting Standard and other accounting principles generally accepted in India, (the “Audited Financial Statements”), which have been approved by the Board of Directors at their meetings held on June 10, 2025.
5. For the purpose of our examination, we have relied on:
- a) Independent Auditor’s report issued by us on the Financial Statements of the Parent Company as at March 31, 2025 and “Sunil Goel & Associates” Chartered Accountants (“Firm”) on the Financial Statements of the Parent Company as at March 31, 2024 and March 31, 2023 respectively as referred in Para 4(a) above.
- b) Independent Auditor’s report issued by “Nikhil Shinde and Associates” Chartered Accountants (“Firm”) on the Financial Statements of the Associate Company as at March 31, 2025.
6. Based on the above and according to the information and explanations given to us, we report that:
- i) The Restated Consolidated Financial Statements have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/reclassifications retrospectively for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications.
- ii) There are no qualifications in the auditor’s reports on the Audited Financial Statements as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 which require any adjustments to the Restated Consolidated Financial Statements and
- iii) The Restated Consolidated Financial Statements have been prepared in accordance with the Act including the rules made there under, the SEBI ICDR Regulations, the Guidance Note and engagement letter.
7. We have complied with the relevant applicable requirements of the Standard in Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The Restated Consolidated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Financial Statements mentioned in paragraph 4 above.
9. This report should not in any way be construed as a reissuance or re-auditing of any of the previous auditor’s reports issued by us or the previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

11. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP/RHP/Prospectus to be filed with the Securities and Exchange Board of India, SME platform of BSE Limited and Registrar of Companies, Delhi, as applicable in connection with the proposed IPO of equity shares of the Group. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Bhojak Lunawat & Company
Chartered Accountants
Firm Registration No. 027566C

SD/-

Prafful Bhojak
Partner
Membership No.166845
UDIN: 25166845BMJQEJ9962
Place: Delhi
Date: June 25, 2025

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

U51909DL2003PLC122492

Restated Consolidated Statement of Assets and Liabilities

(Amount in INR Lakhs)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share Capital	2	1,112.01	1,112.01	1,482.67
(b) Reserves and Surplus	3	6,493.62	4,265.02	3,466.38
Non-Current Liabilities				
(a) Long-Term Borrowings	4	56.54	65.41	-
(b) Other Long Term Liabilities	5	24.00	24.00	24.00
(c) Long term Provision	6	269.77	150.76	136.10
Current Liabilities				
(a) Short-Term Borrowings	7	290.97	405.97	586.62
(b) Trade Payables	8			
Total Outstanding dues of micro enterprises and small enterprises		45.70	34.87	38.27
Total Outstanding dues to creditors other than micro enterprises and small enterprises		2,990.22	2,339.18	1,871.82
(c) Other Current Liabilities	9	4,614.22	3,966.37	3,624.98
(d) Short-Term Provisions	10	241.74	229.15	184.35
Total		16,138.79	12,592.73	11,415.19
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment, Intangible Assets and Capital WIP				
(i) Property, Plant and Equipment	11	235.11	214.27	194.66
(ii) Intangible Assets		627.64	615.91	644.52
(iii) Capital WIP	11.1	320.49	106.84	-
(b) Non-Current Investments	15	24.32	112.25	106.15
(c) Deferred Tax Assets (net)	12	168.47	134.23	130.71
(d) Long Term Loans and Advances	13	101.94	108.44	105.44
Current Assets				
(a) Current Investments	14	1,799.98	1,526.91	2,165.08
(b) Inventories	16	4,654.45	4,284.19	4,031.46
(c) Trade Receivables	17	6,785.02	4,507.97	2,734.36
(d) Cash and Cash Equivalents	18	227.30	210.24	606.79
(e) Short-Term Loans and Advances	19	1,074.80	705.92	620.07
(f) Other Current Assets	20	119.26	65.56	75.94
Total		16,138.79	12,592.73	11,415.19
Summary of Significant accounting policies	1			
The notes referred to above are an integral part of these Financial Statements				
In terms of our report attached				
BHOJAK LUNAWAT AND COMPANY	For and on Behalf of the Board of Directors			
Chartered Accountants	FCML DISTRIBUTORS LIMITED			
	U51909DL2003PLC122492			
Sd/-	Sd/-	Sd/-	Sd/-	
Prafful Bhojak	Nirmal Khandelwal	Abhinav Khandelwal		
Partner	Chairman & Whole-Time Director	Managing Director		
Membership No. - 166845	DIN: 00168178	DIN: 00168239		
FRN. - 027566C	Place : Delhi	Place : Delhi		
Place : Delhi	Date: June 25, 2025	Date: June 25, 2025		
Date: June 25, 2025				
	Sd/-	Sd/-		
	Deepak Kumar Dwivedi	Sakshi Batra		
	Chief Financial Officer	Company Secretary		
	Place : Delhi	Membership No. - 34922		
	Date: June 25, 2025	Place : Delhi		
		Date: June 25, 2025		

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)
U51909DL2003PLC122492
Restated Consolidated Statement of Profit and Loss
(Amount in INR Lakhs)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue From Operations	21	20,022.51	17,556.16	16,319.02
Other Income	22	199.50	218.69	66.69
Total Revenue		20,222.01	17,774.85	16,385.71
Expenses:				
Purchase of Stock-In-Trade	23	11,716.47	10,290.37	9,571.69
(Increase)/Decrease in Stock-In-Trade	24	(370.26)	(252.72)	(99.24)
Employee Benefit Expenses	25	3,204.71	2,705.28	2,430.28
Finance Costs	26	48.06	15.80	40.08
Depreciation and Amortization Expense	27	100.28	110.96	105.24
Other Expenses	28	2,478.85	2,319.66	2,419.21
Total Expenses		17,178.10	15,189.35	14,467.27
Profit Before Exceptional and Extraordinary Items and Tax		3,043.91	2,585.50	1,918.44
Extraordinary Items		-	(5.00)	-
Profit Before Tax		3,043.91	2,580.50	1,918.44
Tax expense:				
Less: Current Tax		(825.94)	(680.00)	(537.00)
Add: Deferred Tax Assets (Created) /Reversed		(34.25)	(3.52)	0.35
Profit/(Loss) for the year before Share in Associate Company		2,252.21	1,904.02	1,381.10
Profit/(Loss) in Share for Associate Company		(26.18)	-	-
Profit/(Loss) for the year		2,226.03	1,904.02	1,381.10
Earning per equity share:				
Basic and Diluted EPS (Pre Bonus)	29	20.02	14.89	9.31
Basic and Diluted EPS (Post Bonus)	29	13.35	9.92	6.21
Summary of Significant accounting policies				
1				
The notes referred to above are an integral part of these Financial Statements				
In terms of our report attached				
BHOJAK LUNAWAT AND COMPANY		For and on Behalf of the Board of Directors		
Chartered Accountants		FCML DISTRIBUTORS LIMITED		
		U51909DL2003PLC122492		
Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Prafful Bhojak	Nirmal Khandelwal	Abhinav Khandelwal		
Partner	Chairman & Whole-Time Director	Managing Director		
Membership No. - 166845	DIN: 00168178	DIN: 00168239		
FRN. - 027566C	Place : Delhi	Place : Delhi		
Place : Delhi	Date: June 25, 2025	Date: June 25, 2025		
Date: June 25, 2025				
	Sd/-	Sd/-		
	Deepak Kumar Dwivedi	Sakshi Batra		
	Chief Financial Officer	Company Secretary		
	Place : Delhi	Membership No. - 34922		
	Date: June 25, 2025	Place : Delhi		
		Date: June 25, 2025		

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)
U51909DL2003PLC122492
Restated Consolidated Statement of Cash Flow Statement
(Amount in INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
(A) Cash Flow from Operating Activities:			
Net Profit Before Tax	3,043.91	2,580.50	1,918.44
Add:			
Depreciation	100.28	110.96	105.24
Finance Cost	48.06	15.80	40.08
Provision for Doubtful Debts	-	-	131.95
- Adjustments during the year			-
Foreign Exchange Fluctuation Loss		-	-
Gratuity Expense and Leave Encashment	165.42	(170.12)	13.34
Loss on sale/valuation of Fixed Assets	0.77	-	-
Less:			
Interest Income	(104.63)	-	-
Foreign exchange Fluctuation Loss	(48.10)	(69.31)	(16.60)
Profit on sale/valuation of Fixed Assets	-	(7.18)	(2.19)
Operating profit/(loss) before working capital changes	3,205.69	2,460.65	2,190.28
Increase /(Decrease) in Trade Payables	709.98	463.96	374.39
Increase /(Decrease) in Other Current Liabilities	647.86	481.76	274.54
Increase /(Decrease) in Provisions	(187.09)	414.00	537.00
(Increase)/ Decrease in Inventories	(370.26)	(252.72)	(99.24)
(Increase)/ Decrease in Trade Receivables	(2,277.05)	(1,773.61)	158.23
(Increase)/ Decrease in Loans and Advances	(362.38)	(65.32)	(99.86)
(Increase)/ Decrease in Other Current Assets	(53.70)	(64.60)	(121.26)
Cash Generated from Operations	(1,892.66)	(796.53)	1,023.81
Direct Taxes paid	670.10	635.55	360.00
Net cash used in Operating Activities	642.94	1,028.56	2,854.08
(B) Cash flow from Investing Activities			
Purchase of Fixed Assets	(348.87)	(104.06)	(79.76)
Sale of Fixed Assets	1.60	7.18	2.19
(Investment)/Redemption during the Period	(211.31)	638.17	(1,736.66)
Interest Received	104.63	35.92	27.91
Net cash used in Investing Activities	(453.96)	577.21	(1,786.32)
(C) Cash flow from Financing Activities			
Repayment of Long Term Borrowings	(8.87)	-	(112.84)
Proceed of Long Term Borrowings	-	65.41	-
Interest Paid	(48.06)	(15.80)	(40.08)
Proceeds of Short Term Borrowings	-	-	2.93
Repayment of Short Term Borrowings	(115.00)	(183.28)	(139.25)
Amount Paid on Buyback	-	(1,485.34)	-
Loan and Advances (Given)/ Recovered	-	(383.31)	(451.94)
Net cash from Financing Activities	(171.92)	(2,002.32)	(741.18)
Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)	17.06	(396.55)	326.59
Opening Cash and Cash Equivalents	210.24	606.79	280.21
Cash and Cash Equivalents closing balance	227.30	210.24	606.79

Summary of Significant accounting policies
1

The notes referred to above are an integral part of these Financial Statements

In terms of our report attached

BHOJAK LUNAWAT AND COMPANY

Chartered Accountants

For and on Behalf of the Board of Directors

FCML DISTRIBUTORS LIMITED

U51909DL2003PLC122492

Sd/-

Sd/-

Sd/-

Prafful Bhojak

Partner

Membership No. - 166845

FRN. - 027566C

Place : Delhi

Date: June 25, 2025

Nirmal Khandelwal

Chairman & Whole-Time Director

DIN: 00168178

Place : Delhi

Date: June 25, 2025

Abhinav Khandelwal

Managing Director

DIN: 00168239

Place : Delhi

Date: June 25, 2025

Sd/-

Deepak Kumar Dwivedi

Chief Financial Officer

Place : Delhi

Date: June 25, 2025

Sd/-

Sakshi Batra

Company Secretary

Membership No. - 34922

Place : Delhi

Date: June 25, 2025

Note 2 Restated Consolidated Statement of Share capital

Particulars	As at 31st March 2025		As at 31st March 2024		(Amount in INR Lakhs) As at 31st March 2023	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
(a) Authorized 15,000,000 Equity Shares of Rs. 10/- each (March 2024: 15,000,000 Equity Share, March 2023: 15,000,000 Equity Share of Rs.10/- each)	15,000,000	1,500.00	15,000,000	1,500.00	15,000,000	1,500.00
(b) Issued 11,120,059 Equity Shares of Rs. 10/-each fully paid up (March 2024: 11,120,059 Equity Share, March 2023: 14,826,744 Equity Share of Rs.10/- each)	11,120,059	1,112.01	11,120,059	1,112.01	14,826,744	1,482.67
Total	11,120,059	1,112.01	11,120,059	1,112.01	14,826,744	1,482.67

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
	No. of shares	No. of shares	No. of shares
Balances of Shares at the beginning of period	11,120,059	14,826,744	14,826,744
Less: Buy back during the period	-	(3,706,685)	-
Total	11,120,059	11,120,059	14,826,744

The Shareholders holding more than 5% equity share capital of company

Particulars	As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Nirmal Khandelwal	4,492,540	40.40%	4,492,540	40.40%	4,536,509	30.60%
Abhinav Khandelwal	5,515,513	49.60%	5,515,513	49.60%	5,559,482	37.50%
Madhu Khandelwal	1,112,002	10.00%	1,112,006	10.00%	4,728,753	31.89%

Shareholding of Promoters

Name of Promoter	Number of Shares			As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2023	% holding	% Change	% holding	% Change	% holding	% Change
Nirmal Khandelwal	4,492,540	4,492,540	4,536,509	40.40%	0.00%	40.40%	0.97%	30.60%	0.00%
Abhinav Khandelwal	5,515,513	5,515,513	5,559,482	49.60%	0.00%	49.60%	0.79%	37.50%	0.00%
Madhu Khandelwal	1,112,002	1,112,006	4,728,753	10.00%	0.00%	10.00%	76.48%	31.89%	0.00%

Terms/ Rights attached to shareholders:

The Company has only one class of issued shares i.e. Equity Shares having par value of Rs 10/- per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

The Company has neither allotted any equity shares for consideration other than cash nor has issued any bonus shares during the period of preceding five financials years. However, The company had issued and allotted bonus shares on June 07, 2025 in the ratio of 1:2 to every shareholder.

Further there was a buyback of shares amounting to Rs. 12.75 Crores (No. of shares - 37.07 lakhs) during the Financial Year 2023-24.

No calls are unpaid by any directors or officers of the company during the year.

The company does not have any shares which are reserve and no forfeiture of shares during the year.

Note 3 Restated Consolidated Statement of Reserves and Surplus

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Capital Redemption Reserve			
Capital Redemption Reserve	370.67	370.67	-
Retained Earnings	370.67	370.67	-
Opening Balance	3,894.36	3,466.38	2,200.12
Add: Profit for the year	2,226.03	1,904.02	1,381.10
Previous Years impact of Gratuity	-	-	(156.77)
Deferred Tax on Gratuity above	-	-	39.46
Less: Loss on valuation on fixed assets/Other adjustments	-	-	(2.46)
Less : Buyback Adjustments(CRR + Premium + Tax on Buyback)	-	(1,485.34)	-
Add: Other adjustments*	2.56	9.30	4.93
Net Surplus in the statement of Profit & Loss	6,122.95	3,894.36	3,466.38
Total	6,493.62	4,265.02	3,466.38

Retained Earnings : Retained earnings comprise of net accumulated profit/(loss) of the company.

Capital Redemption Reserve : The Companies Act, 2013 requires that when a Company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve. The reserve is utilised in accordance with the provisions of Section 69 of the Companies Act, 2013.

Note 4 Restated Consolidated Statement of Long Term Borrowings

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Secured Loan			
From Banks #	56.54	65.41	-
Total	56.54	65.41	-

Company is paying installment to banks on timely basis and there has been no delays in payment.

Name of Bank	Purpose of loan	Security	Sanctioned Amount	Rate of Interest (p.a.)	No of O/S Instalments (in months)	Instalment Amount (Rs. In Lakhs)	Starting Date	As at 31st March 2025
ICICI Bank	Cash Credit	Inventory and Receivables	3,295.00	Repo Rate + 3.00% spread		NA		279.58
ICICI Bank	Term Loan	Inventory and Receivables	500.00	Repo Rate + 2.50% spread	84	NA*	11/30/2025	56.54

*Installment amount will be depending upon the loan availed by the Company till last date of sanctioned period i.e. November 30, 2025

The Company has been sanctioned INR 100.00 Lakhs in the form of derivative limit, the company has not availed the same till date.

Note 5 Restated Consolidated Statement of Other Long Term Liabilities

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Security Deposits	24.00	24.00	24.00
Total	24.00	24.00	24.00

Note 6 Restated Consolidated Statement of Long Term Provision

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Provision for Gratuity	182.64	150.76	136.10
Provision for Leave encashment	87.13	-	-
Total	269.77	150.76	136.10

Note 7 Restated Consolidated Statement of Short Term Borrowings

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Secured Loan			
From Banks *	279.58	396.90	579.89
Unsecured loan			
From Directors #	11.39	9.06	6.73
Total	290.97	405.97	586.62

* Includes Vehicle Loan originally amounting to Rs. 18.68 lakhs was secured against the respective Asset (Vehicle) and the charge has been created against the same.

Loan from directors is repayable on demand.

Note 8 Restated Consolidated Statement of Trade Payables

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Total Outstanding dues of micro enterprises and small enterprises #	45.70	34.87	38.27
Total Outstanding dues to creditors other than micro enterprises and small enterprises	2,990.22	2,339.18	1,871.82
Total	3,035.92	2,374.05	1,910.09

Refer Note No. 36 for disclosure related to MSME.

Note 8.1 Ageing Schedule of Trade Payables as at 31 March 2025

Particulars	(Amount in INR Lakhs)						Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Year	2 - 3 Year	
MSME	-	-	45.70	-	-	-	45.70
Others	-	1,373.66	1,570.59	10.00	-	-	2,990.22
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
Total	-	1,373.66	1,616.29	10.00	-	-	3,035.92

Note 8.2 Ageing Schedule of Trade Payables as at 31 March 2024

Particulars	(Amount in INR Lakhs)						Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Year	2 - 3 Year	
MSME	-	-	34.87	-	-	-	34.87
Others	-	1,939.72	346.76	16.57	0.15	-	2,339.18
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
Total	-	1,939.72	381.64	16.57	0.15	-	2,374.05

Note 2 Restated Consolidated Statement of Share capital
Note 8.3 Ageing Schedule of Trade Payables as at 31 March 2023

Particulars	Outstanding for following periods from due date of Payments						Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Year	2 - 3 Year	
MSME	-	-	38.27	-	-	-	38.27
Others	-	1,442.39	392.67	0.49	-	36.27	1,871.82
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
Total	-	1,442.39	430.94	0.49	-	36.27	1,910.09

Note 9 Restated Consolidated Statement of Other Current Liabilities

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Statutory Dues Payable	828.71	636.85	509.11
Employee Related Payable	410.55	195.94	147.17
Expenses Payable	163.73	82.49	187.10
Advance From Customers	3,211.23	3,051.09	2,781.61
Total	4,614.22	3,966.37	3,624.98

Note 10 Restated Consolidated Statement of Short Term Provisions

Particulars	(Amount in INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Provision for Income Tax	155.85	185.88	150.34
Provision for Gratuity	54.45	43.28	34.02
Provision for Leave encashment	31.45	-	-
Total	241.74	229.15	184.35

Note 11 Restated Consolidated Statement of Property, Plant & Equipments & Intangible Assets

(Amount In INR Lakhs)

Particulars	Computers	Vehicles	Furniture & Fixtures	Plant & Machinery	Total Tangible Assets	Software	Goodwill/Trade mark	Total of Intangible Assets
Gross Block								
Balance as at 31st March 2022	61.21	284.79	839.59	184.91	1,370.49	229.87	500.06	729.93
Additions	13.71	1.48	26.30	14.37	55.86	23.90	-	23.90
Disposal	0.17	-	2.29	0.13	2.58	-	-	-
Balance as at 31st March 2023	74.75	286.27	863.60	199.15	1,423.77	253.77	500.06	753.83
Additions	8.12	67.98	15.64	12.32	104.06	-	-	-
Disposal	0.26	1.25	0.60	-	2.11	-	-	-
Balance as at 31st March 2024	82.61	353.01	878.63	211.47	1,525.72	253.77	500.06	753.83
Additions	10.40	65.28	0.22	24.62	100.51	18.81	15.90	34.71
Disposal	-	2.37	-	-	2.37	-	-	-
Balance as at 31st March 2025	93.01	415.92	878.85	236.09	1,623.87	272.57	515.96	788.54
Accumulated Depreciation/Amortisation								
Balance as at 31st March 2022	51.86	230.17	718.55	154.60	1,155.17	78.00	-	78.00
Depreciation/Amortisation charge	10.81	17.93	32.98	12.21	73.93	31.31	-	31.31
Deduction/Adjustment	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	62.66	248.10	751.54	166.81	1,229.10	109.31	-	109.31
Depreciation/Amortisation charge	10.87	30.29	29.84	11.34	82.35	28.61	-	28.61
Deduction/Adjustment	-	-	-	-	-	-	-	-
Balance as at 31st March 2024	73.53	278.39	781.38	178.15	1,311.45	137.92	-	137.92
Depreciation/Amortisation charge	9.94	26.80	24.74	15.83	77.30	22.97	-	22.97
Deduction/Adjustment	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	83.47	305.19	806.12	193.98	1,388.76	160.89	-	160.89
Net Block								
Balance as at 31st March 2023	12.09	38.17	112.06	32.34	194.66	144.46	500.06	644.52
Balance as at 31st March 2024	9.08	74.62	97.25	33.32	214.27	115.85	500.06	615.91
Balance as at 31st March 2025	9.55	110.73	72.73	42.11	235.11	111.68	515.96	627.64

Notes :

- (1) No Property, Plant and Equipment and Intangible Assets were revalued by the Company during the Financial Year ended on March 31, 2025, March 31, 2024 and March 31, 2023.
(2) The Company does not have immovable property during the period covered under restatement.

Note 11.1 Restated Consolidated Statement of Capital Work In Progress

Particulars	As at March 31 2025	As at March 31 2024	As at March 31 2023
Opening balance	106.84	-	-
Add: Additions during the period/year	213.65	106.84	-
Less: Capitalised during the period/year	-	-	-
Closing Balance*	320.49	106.84	-

*Capital Work In Progress mainly comprises of expenditure in relation to construction of new showrooms which is under construction as on 31 March 2025.

Ageing of Capital Work In Progress as at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	213.65	106.84	-	-	320.49
Total	213.65	106.84	-	-	320.49

Ageing of Capital Work In Progress as at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	106.84	-	-	-	106.84
Total	106.84	-	-	-	106.84

Ageing of Capital Work In Progress as at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
Total	-	-	-	-	-

Note 12 Restated Consolidated Statement of Deferred Tax Assets (Net)

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Timing Difference on account of:			
Difference between book value of Depreciable Assets as per Books of Account and WDV as per Income Tax Purposes	313.73	339.30	349.24
Impact of Gratuity Provisions and leave encumbrance	355.67	194.03	170.12
Total Timing Difference	669.40	533.33	519.35
Rate of Tax (%)	25.17%	25.17%	25.17%
Deferred Tax Asset			
Fixed Asset : Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	78.96	85.39	87.90
Expenses Allowable in Future - Section 43B	89.51	48.83	42.81
Net Deferred Tax Asset/(Liability)	168.47	134.23	130.71

Note 13 Restated Consolidated Statement of Long Term Loans and Advances

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Security Deposit			
Unsecured, considered good	101.94	108.44	105.44
Total	101.94	108.44	105.44

Note 14 Restated Consolidated Statement of Current Investments

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Mutual Funds	1,444.93	1,185.00	1,834.50
Fixed Deposits With Bank	355.05	341.91	330.58
Total	1,799.98	1,526.91	2,165.08

Note 15 Restated Consolidated Statement of Non Current Investments

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Fixed Deposits With Bank	-	112.25	106.15
Unquoted Investment			
Investment in Associate Company	24.32	-	-
Total	24.32	112.25	106.15

*During Financial Year 2024-25, Company had invested INR 50.50 Lakhs in F&R Kitchens and Wardrobes Private Limited which is a Private Limited Company registered under Companies Act, 2013 and FCML Distributors Limited holds 50% equity share capital as on March 31, 2025.

Note 16 Restated Consolidated Statement of Inventories

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Finished Goods	4,654.45	4,132.40	3,783.20
Goods in Transit	-	151.79	248.26
Total	4,654.45	4,284.19	4,031.46

Note - As of March 31, 2025, Inventory of the Company includes old stock (more than 3 years). The Company is actively taking steps to liquidate the stock and the Company continues to value the old stock at cost correspondingly no provision has been made for this inventory. The management believes that the current selling prices justify the valuation at cost and that the steps being taken will result in the liquidation of the old stock at prices higher than the original cost.

Note 17 Restated Consolidated Statement of Trade Receivables

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
(a)Trade Receivables outstanding for a period exceeding six months from the date they are due for payment			
Unsecured , considered good	644.66	502.63	533.82
Unsecured , considered doubtful	131.95	131.95	157.81
Doubtful less allowances for bad and doubtful debts	(131.95)	(131.95)	(131.95)
(b)Trade Receivables outstanding for a period not exceeding six months from the date they are due for payment			
Unsecured , considered good	6,140.36	4,005.34	2,174.79
Total	6,785.02	4,507.97	2,734.46

Note 17.1 Ageing Schedule of Trade Receivable as at 31st March 2025

Particulars	Outstanding for following periods from due date of Payments							Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade Receivables - Considered Good	-	3,197.37	2,942.99	186.91	204.83	143.89	109.04	6,785.02
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	131.95	131.95
Less: Provision for Doubtful Debts	-	-	-	-	-	-	(131.95)	(131.95)
Total	-	3,197.37	2,942.99	186.91	204.83	143.89	109.04	6,785.02

Note 17.2 Ageing Schedule of Trade Receivable as at 31 March 2024

Particulars	Outstanding for following periods from due date of Payments							Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade Receivables - Considered Good	-	2,220.62	1,784.72	176.72	192.78	83.01	50.11	4,507.97
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	131.95	131.95
Less: Provision for Doubtful Debts	-	-	-	-	-	-	(131.95)	(131.95)
Total	-	2,220.62	1,784.72	176.72	192.78	83.01	50.11	4,507.97

Note 17.3 Ageing Schedule of Trade Receivable as at 31 March 2023

Particulars	Outstanding for following periods from due date of Payments							Total
	Unbilled	Not Due	Less than 6 Months	6 Months - 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	
Undisputed Trade Receivables - Considered Good	-	833.74	1,341.05	268.86	131.58	23.86	109.52	2,708.60
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	25.85	25.85
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	131.95	131.95
Less: Provision for Doubtful Debts	-	-	-	-	-	-	(131.95)	(131.95)
Total	-	833.74	1,341.05	268.86	131.58	23.86	35.37	2,734.46

Note 18 Restated Consolidated Statement of Cash and cash equivalents

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Bank Balance	16.87	3.21	417.38
Cash in hand	37.12	42.42	32.96
Fixed Deposit With Bank	173.30	164.61	156.45
Total	227.30	210.24	606.79

Note 19 Restated Statement of Short Term Loans and Advance

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Advance to Employees	175.98	153.31	132.78
Advance to Suppliers	898.82	552.61	487.29
Total	1,074.80	705.92	620.07

Note 20 Restated Consolidated Statement of Other Current Assets

(Amount In INR Lakhs)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Prepaid Expenses	93.75	65.32	70.61
Other Current Assets	25.51	0.24	5.33
Total	119.26	65.56	75.94

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Notes to the Restated Consolidated Financial Statements

Note 21 Restated Consolidated Statement of Revenue From Operations

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Sale of Products			
Traded Goods	19,963.25	17,462.53	16,279.88
Other Operating Income	59.26	93.63	39.14
Total	20,022.51	17,556.16	16,319.02

Note 22 Restated Consolidated Statement of Other Income

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest Income	104.63	35.92	27.91
Profit on sale of Property, Plant & Equipments	-	7.18	2.19
Profit on sale of Investments	-	78.74	-
Insurance Claim received	41.70	21.39	15.61
Foreign Currency Fluctuation	48.10	69.31	16.60
Other Income	5.07	6.16	4.38
Total	199.50	218.69	66.69

Note 23 Restated Consolidated Statement of Purchase of Stock-In-Trade

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Purchase of Stock-In-Trade	11,614.07	10,225.40	9,526.30
Direct Expenses	102.39	64.97	45.39
Total	11,716.47	10,290.37	9,571.69

Note 24 Restated Consolidated Statement of (Increase)/Decrease in Stock-In-Trade

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Inventories at the beginning of the year	4,284.19	4,031.46	3,932.22
Inventories at the end of the year	4,654.45	4,284.19	4,031.46
Total	(370.26)	(252.72)	(99.24)

Note 25 Restated Consolidated Statement of Employee Benefit Expenses

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Salaries, Wages and Bonus	2,229.46	1,975.56	1,776.47
Director Remuneration	654.56	609.80	553.00
Staff welfare expenses	93.16	41.78	39.38
Contribution of Provident and other funds	62.11	54.22	48.08
Gratuity and Leave Encashment	165.42	23.92	13.34
Total	3,204.71	2,705.28	2,430.28

Note 26 Restated Consolidated Statement of Finance costs

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest paid to Bank	26.05	1.22	1.86
Interest paid to others	1.11	1.56	22.62
Bank Charges	20.89	13.02	15.60
Total	48.06	15.80	40.08

Note 27 Restated Consolidated Statement of Depreciation & Amortization expenses

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Depreciation & Amortization expenses	100.28	110.96	105.24
Total	100.28	110.96	105.24

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Notes to the Restated Consolidated Financial Statements

Note 28 Restated Consolidated Statement of Other Expenses

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Power & Fuel Expenses	70.14	66.27	69.38
Rent Expenses	515.20	507.19	490.83
Rates & Taxes	10.10	4.85	17.92
Insurance expenses	120.15	122.40	88.96
Legal & Professional Expenses	244.53	323.43	287.77
Conveyance expenses	112.02	96.04	95.57
Loss on sale of Property, Plant & Equipments	0.77	-	-
Bad Debts written off	36.08	14.44	154.43
Commission Expenses	29.15	36.82	37.74
Business Promotion Expenses	85.20	82.51	94.76
Packing Expenses	27.41	20.07	23.72
Membership and Subscription Expenses	12.86	7.21	7.05
Printing and Stationery	26.41	26.03	23.13
Security Expenses	43.62	42.27	41.03
Telephone and Internet Expenses	18.37	16.95	16.88
Repair and Maintenance	44.32	70.58	57.38
Running & Maintenance - Vehicle	25.22	29.24	32.83
CSR Contribution	35.96	24.46	11.54
Travelling expenses	264.92	224.41	260.25
Sales & Marketing Expenses	379.85	294.09	183.05
Reserve for doubtful debts	-	-	131.95
Freight Expenses	107.88	96.42	82.57
Warehouse Management Expenses	183.87	161.14	166.08
Payment to Auditor (Refer table below)	43.42	30.68	22.30
Other Expenses	41.40	22.17	21.10
Total	2,478.85	2,319.66	2,419.21

Payment to Auditor

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
<u>As Auditor</u>			
Statutory Audit Fees	43.42	30.68	22.30
Total	43.42	30.68	22.30

Note: Above audit fees includes fees of new auditor (auditor changed during the year) and also previous auditor.

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Others notes to the Restated Consolidated Financial Statements
Note 29 Restated Consolidated Statement of Earnings Per Share
(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit/(loss) after tax	2,226.03	1,904.02	1,381.10
Weighted average number of equity shares (Pre Bonus)	111.20	127.90	148.27
Weighted average number of equity shares (Post Bonus)	166.80	191.85	222.40
Basic and Diluted EPS (Pre Bonus)	20.02	14.89	9.31
Basic and Diluted EPS (Post Bonus)	13.35	9.92	6.21

Note 30 Earning/Outgo in Foreign Currency on accrual basis
(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Commission Income(Net)	3.26	77.02	39.14
Export Sales	43.32	16.74	-
Import of goods	7,439.89	6,644.95	6,214.93
Travelling Expenses	131.56	113.74	118.24
Total	7,618.03	6,852.45	6,372.31

Note 31 Related Party Disclosure

As per Accounting Standard 18, The disclosures of transactions with Related Parties are given below:

A. Related Party

Particulars	Relationship
Mr. Abhinav Khandelwal	Director
Mr. Nirmal Khandelwal	Director
Mrs. Madhu Khandelwal	Relative of Key Managerial Personnel
Mrs. Pallavi Khandelwal	Relative of Key Managerial Personnel
Sakshi Batra	Company Secretary
Mayuri Nayyar Chawla *	Director
Neela Kothari *	Director
Sameer Sagar *	Director
Deepak Kumar Dwivedi *	Chief Financial Officer
M/s M & R Furnishing Pvt. Ltd. M/s Gessi India Pvt. Ltd. M/s FCML Surfaces Pvt. Ltd. M/s F&R Kitchens and wardrobes Pvt. Ltd.	Associate Concern where one of the Shareholders/Directors is Director/Partner

* Appointed subsequent to March 31, 2025.

B. Related Party Transaction during the year
(Amount In INR Lakhs)

Particulars	Nature	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Mr Abhinav Khandelwal	Remuneration	371.56	338.80	287.00
Mr. Nirmal Khandelwal	Remuneration	283.00	271.00	266.00
Mrs. Madhu Khandelwal	Salary paid	21.00	15.00	15.00
Mrs. Pallavi Khandelwal	Salary paid	54.00	30.00	33.20
Sakshi Batra	Salary paid	2.85	2.75	2.63
Mr Abhinav Khandelwal	Loan Taken	10.00	87.38	8.66
Mr Abhinav Khandelwal	Loan repaid	9.00	86.83	83.64
Mr. Nirmal Khandelwal	Loan Taken	6.97	13.88	12.78
Mr. Nirmal Khandelwal	Loan repaid	8.67	11.30	130.59
Mrs. Madhu Khandelwal	Loan Taken	2.91	51.53	7.48
Mrs. Madhu Khandelwal	Loan repaid	0.13	52.33	61.86
Mr Abhinav Khandelwal	Interest Paid	0.21	0.55	6.84
Mr. Nirmal Khandelwal	Interest Paid	0.26	0.76	10.81
Mrs. Madhu Khandelwal	Interest Paid	0.65	0.25	4.97
Mr. Nirmal Khandelwal	Rent Expenses	48.00	48.50	51.00
Mr Abhinav Khandelwal	Buy back of shares	-	15.12	-
Mr. Nirmal Khandelwal	Buy back of shares	-	15.12	-
Mrs. Madhu Khandelwal	Buy back of shares	-	1,243.80	-
Mrs. Pallavi Khandelwal	Buy back of shares	-	0.69	-
M/s Gessi India Pvt. Ltd.	Purchases	266.60	47.23	102.51
M/s Gessi India Pvt. Ltd.	Sale of Goods	27.87	34.51	32.33
M/s FCML Surfaces Pvt. Ltd.	Purchases/freight	8.77	-	5.42
M/s FCML Surfaces Pvt. Ltd.	Sett. of Bal (Net)	11.91	11.21	3.22
M/s M & R Furnishing Pvt. Ltd.	Purchases	-	-	6.33
M/s M & R Furnishing Pvt. Ltd.	Sale of Goods	22.60	1.45	2.65
M/s F&R Kitchens and wordrobes Pvt. Ltd.	Investment in Equity	50.50	-	-

C. Balances outstanding of Related Parties

(Amount In INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Loan Payable			
Mr Abhinav Khandelwal	2.71	1.56	1.01
Mr. Nirmal Khandelwal	1.51	3.20	0.62
Mrs. Madhu Khandelwal	7.08	4.31	5.11
Salary Payables			
Mrs. Pallavi Khandelwal	2.30	-	1.55
Mr Abhinav Khandelwal	103.82	29.00	13.75
Mr. Nirmal Khandelwal	99.40	4.98	12.00
Mrs. Madhu Khandelwal	1.55	0.75	0.55
Sakshi Batra	0.22	0.21	0.20
Other Receivables/(Payables)			
M/s M & R Furnishing Pvt. Ltd.	1.35	1.71	2.12
M/s Gessi India Pvt. Ltd.	-	(45.15)	(31.70)
M/s FCML Surfaces Pvt. Ltd.	1.23	(10.68)	-
Balance of Investment in			
M/s F&R Kitchens and wardrobes Pvt. Ltd.	24.32	-	-

Note 32 Lease Rentals

The Company has taken premises on non-cancellable operating lease. The Details of future minimum lease Rental payment for non cancellable leases is as under:

(Amount In INR Lakhs)

Minimum Lease Payments Payables	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Not Later than 1 year	382.04	553.81	498.93
Later than 1 year but not later than 5 year	9.92	155.22	25.45
Later than 5 years	-	-	-

Note 33 Defined employment benefits (Gratuity)

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employee who are in continuous service for a period of more than 5 years are eligible for gratuity. The amount of gratuity on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a an unfunded plan.

Further the Company's HR Policy has been changed during the financial year 2024-2025 to include the Provision for Leave Encashment for its employees, accounted for Prospectively amounting to INR 122.36 Lakhs.

i. Changes in the present value of the defined benefit obligation are as follows:

(Amount In INR Lakhs)

Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation as at the beginning of the year	194.03	170.12	156.77
Interest cost	13.78	12.42	11.13
Current service cost	27.10	20.41	17.78
Benefits paid	-	-	(7.13)
Actuarial loss on obligations	2.18	(8.91)	(8.43)
Present value obligation as at the end of the year	237.09	194.03	170.12

ii. Reconciliation of present value of defined benefit obligation and fair value of assets

(Amount In INR Lakhs)

Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation as at the end of the year	237.09	194.03	170.12
Fair value of plan assets as at the end of the year	-	-	-
Net funded surplus/(liability)	237.09	194.03	170.12

iii. Current/non-current bifurcation

(Amount In INR Lakhs)

Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Current benefit obligation	54.45	43.28	34.02
Non-current benefit obligation	182.64	150.76	136.10
Total	237.09	194.03	170.12

iv. Expenses recognized in the Statement of Profit and Loss

(Amount In INR Lakhs)

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Current service cost	27.10	20.41	10.65
Interest cost	13.78	12.42	11.13
Net Actuarial Loss/(Gain)	2.18	(8.91)	(8.43)
Total recognised in profit and loss	43.06	23.92	13.34

v. Actuarial assumptions

(Amount In INR Lakhs)

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Discount rate (per annum)	6.70%	7.10%	7.10%
Mortality Rate	IALM (2012-14) ult	IALM (2012-14) ult	IALM (2012-14) ult
Retirement Age	60 Years	60 Years	60 Years
Withdrawal Rate (Considered Age of 55 And Above)	5.00%	5.00%	5.00%
Salary Growth Rate	5.00%	4.00%	4.00%

Note 34 Contingent Liabilities (to the extent not provided for)

(Amount In INR Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Taxes, Duties and Other Demands			
- Income Tax	0.72	-	-
- Sales Tax	-	-	-
- Customs Duty	-	-	-
- Other	5.79	-	-
Total	6.50	-	-

*Note - As confirmed by the management, there is no civil case/claim being filed/registered against the Company for which contingent liability can be

Note 35 Corporate Social Responsibility (CSR)

(i)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Amount required to be spent by the Company during the Year	35.75	22.33	10.70
Amount of Expenditure Incurred	35.96	24.46	11.54
Shortfall/(Excess) at the end of the year	(0.21)	(2.13)	(0.84)
Total Previous years' shortfall/(excess)	(2.98)	(0.84)	-
Total Shortfall/(Excess)*	(3.18)	(2.98)	(0.84)

*Reason of Shortfall to be given

(ii) Nature of CSR Activities carried out to be given

CSR Providing Education To Children and Essential Vocational Skill Training that Enhance Employment Or Special Education Among Women, Elderly and Differently-

(iii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,

Not Applicable

(iv) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately

The Company has paid the contribution and not provision has not been made.

Note 36

The Company is a Small and Medium sized Company (SMC) as defined in the General instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium sized Company.

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year	45.70	34.87	38.27
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already	-	-	-
Further interest remaining due and payable for earlier years	-	-	-
Total	45.70	34.87	38.27

* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

Note 37 Other Notes

- a) The Company has not traded or invested in Crypto currency or Virtual Currency for the period covered under restatement.
- b) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- c) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 for the period covered under restatement.
- d) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- e) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory year.
- f) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- g) The Company has not been declared Wilful Defaulter (as defined by RBI circular) by any bank or financial institution or other lenders.
- h) The Company doesnot have borrowings from banks or financial institutions on the basis of security of current assets therefore quarterly returns/statements are not applicable to the company.

Note 38 Other Notes

- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

Note 39

Previous year's figures are regrouped and reclassified wherever necessary in conforming to the current year's classifications.

Note 40 Segment Reporting

The group is engaged in the business of trading of bath fittings and wood flooring. Further the Management has identified only one Segment for the purpose of disclosure as per accounting standards. Accordingly as per management the segment reporting is not applicable to the Company.

Note 41 Material Regrouping

Appropriate regrouping has been made in the Restated Consolidated Summary Statements of Assets and Liabilities, Profit and Loss and Cash Flow wherever required by reclassification of the corresponding items of Income, Expenses, Assets and Liabilities in order to bring them in line with the requirements of the SEBI Regulations. The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee in lakhs. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

Note 42 Investment in Associate Company

The company invested INR 50.50 lakhs during the financial year 2024-2025 in F & R Kitchens and Wardrobes (Associate Company) Private Limited for 50% equity share capital. Consequently the consolidation has been done with associate company for financial year 2024-2025 only and rest two previous financial year figures are from standalone financial statement of FCML Distributors Limited.

Note 43 Financial ratios

(Amount In INR Lakhs)

Particulars	Unit of measurement	Numerator	Denominator	As at 31 March, 2025	As at 31 March, 2024	% Change	Remarks
Current ratio	Times	Current assets	Current liabilities	1.79	1.62	10.59%	Decrease in Debt equity ratio is mainly on account repayment of loans during the financial year 2024-2025.
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	0.05	0.09	-47.88%	
Debt service coverage ratio	Times	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest expense	Debt service = Interest & lease payments + principal repayments	3.46	2.75	25.67%	
Return on equity ratio	Percentage	Net profits after taxes	Average networkth	0.34	0.37	-7.01%	
Inventory turnover ratio	Times	Revenue from operations	Average inventory	4.48	4.22	6.10%	
Trade receivable turnover ratio	Times	Revenue from operations	Average trade receivable	3.55	4.85	-26.86%	
Trade payable turnover ratio	Times	Total purchases	Average trade payables	4.29	4.77	-10.06%	
Net capital turnover ratio	Times	Revenue from operations	Working capital = current assets – current liabilities	3.71	4.25	-12.87%	
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	0.11	0.11	2.51%	
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networkth + total debt - intangible assets	0.49	0.51	-4.99%	
Return on investment	Percentage	Net profit after tax	Total Asset	0.14	0.15	-8.78%	

Particulars	Unit of measurement	Numerator	Denominator	As at 31 March, 2024	As at 31 March, 2023	% Change	Remarks
Current ratio	Times	Current assets	Current liabilities	1.62	1.62	-0.17%	Increase in debt equity ratio is mainly due to loans availed by the company during financial year 2023-2024
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	0.09	0.12	-26.04%	
Debt service coverage ratio	Times	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest expense	Debt service = Interest & lease payments + principal repayments	2.75	1.95	41.05%	
Return on equity ratio	Percentage	Net profits after taxes	Average networkth	0.37	0.32	15.24%	
Inventory turnover ratio	Times	Revenue from operations	Average inventory	4.22	4.10	3.03%	
Trade receivable turnover ratio	Times	Revenue from operations	Average trade receivable	4.85	5.59	-13.21%	
Trade payable turnover ratio	Times	Total purchases	Average trade payables	4.77	5.53	-13.67%	
Net capital turnover ratio	Times	Revenue from operations	Working capital = current assets – current liabilities	4.25	5.11	-16.75%	
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	0.11	0.08	28.15%	
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networkth + total debt - intangible assets	0.51	0.48	7.37%	
Return on investment	Percentage	Net profit after tax	Total Asset	0.15	0.12	24.97%	Increase in return on investment ratio is mainly on account of improvement in margins during financial year 2023-2024.

Note 44 Tax Shelter

(Amount in INR Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit before tax as per books of Accounts (A)	3,043.91	2,580.50	1,918.44
Normal Corporate Tax Rate (B)	25.17%	25.17%	25.17%
Special tax rate for short term capital gain (C)	17.16%	17.16%	17.16%
Minimum Alternative Tax Rate (D)	15.60%	15.60%	15.60%
Tax Expenses at Nominal Rate (E = A * B)	766.09	649.46	482.83
Permanent Differences (F)			
Expenses not allowable under Income Tax Act	48.04	-	-
Total Permanent Differences (F)	48.04	-	-
Timing Differences (G)			
Depreciation as per Books of Accounts	100.28	110.96	105.24
Depreciation as per Income tax Act	108.73	113.72	117.77
Subtotal	(8.46)	(2.76)	(12.53)
Employee Gratuity	161.64	(170.12)	13.34
Other Reversal *	-	212.29	146.67
Disallowance under Sec 40 (a) (ia)	-	-	-
Allowance under Sec 40 (a) (ia)	-	-	-
Preliminary Expenses	-	-	-
Total Timing Differences (G)	153.18	39.41	147.49
Deduction u/s 80 JJAA (H)	14.64	9.95	3.44
Deduction under section 80JJAA for New Employment	-	-	-
Net Adjustments I = (F + G - H)	186.58	29.47	144.05
Total Income	3,230.48	2,609.97	2,062.49
Brought Forward losses set off (J)	-	-	-
Net adjustment after Loss (K = I - J)	3,230.48	2,609.97	2,062.49
Interest U/s 234	12.89	18.44	14.22
Prior year adjustments of income tax(M)	-	4.68	3.69
Tax expenses on Net adjustments (N = I * B)	46.96	7.42	36.25
Tax Expenses (Normal Tax Liability) (O = E + L + M +N)	825.94	680.00	537.00

* This mainly includes GST Reversal and Provision for Gratuity

Note 45 Statement Of Mandatory Accounting Ratios

Particulars	(Amount In INR Lakhs)		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Net worth (A)	7,605.62	5,377.03	4,949.05
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	2,966.56	2,493.56	1,997.07
Restated profit after tax (B)	2,226.03	1,904.02	1,381.10
Number of equity share outstanding as on the end of year/period - Refer Note 1 (C)	111.20	127.90	148.27
Weighted average number of equity shares outstanding during the year/period (D) (Pre bonus issue)- Refer Note 1	111.20	127.90	148.27
Weighted average number of equity shares outstanding during the year/period (E) (Post bonus issue) - Refer Note 1	166.80	191.85	222.40
Basic and diluted earning per share (Pre bonus issue) (INR) (B/D)	20.02	14.89	9.31
Basic and diluted earning per share (Post bonus issue) (INR) (B/E)	13.35	9.92	6.21
Return on net worth (%) (B/A)	29.27%	35.41%	27.91%
Net asset value per share - Pre bonus issue (A/D) (Face Value of Rs. 10 Each)	68.40	42.04	33.38
Net asset value per share - Post bonus issue (A/E) (Face Value of Rs. 10 Each)	45.60	28.03	22.25

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (₹): Net profit after tax as restated for calculating basic EPS/ Weighted average number of equity shares outstanding at the end of the period/ year

(b) Diluted earnings per share (₹): Net profit after tax as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the period/ year for diluted EPS

(c) Return on net worth (%) : Net profit after tax (as restated)/ Net worth at the end of the period/ year

(d) Net assets value per share: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the period/ year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

Note 46

Reconciliation of Restated Profit & Loss A/c and Audited Financial Statement

(Amount In INR Lakhs)			
Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Profit after tax as per audited financial statements	2,252.21	1,743.51	1,424.29
Adjustments to profit as per audited Financial statement			
Impact of Gratuity in P&L A/c	-	170.12	(13.34)
Error in calculation of deferred tax on WDV difference	-	33.21	(33.21)
Deferred Tax Impact on Gratuity Provision	-	(42.81)	3.36
Prior year taxes disclosed in profit and loss which was disclosed in reserves and surplus	-	-	-
Restated Profit after tax for the years	2,252.21	1,904.02	1,381.10

Reconciliation of Reserve and Surplus b/w Audited and Restated Consolidated Financial Statement

(Amount In INR Lakhs)			
Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Reserve and Surplus as per audited financial statements	6,493.62	4,265.03	3,626.89
Adjustments for			
Impact of Gratuity in P&L A/c	-	-	170.12
Error in calculation of deferred tax on WDV difference	-	-	(33.21)
Deferred Tax Impact on Gratuity Provision	-	-	42.81
Restated Reserves And Surplus for the years	6,493.62	4,265.03	3,466.38

Reconciliation of Net Worth b/w Audited and Restated Consolidated Financial Statement

(Amount In INR Lakhs)			
Particular	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Net Worth as per Audited Financial Statement	7,605.62	5,377.03	5,109.56
Adjustments for			
Impact of Gratuity in P&L A/c	-	-	170.12
Error in calculation of deferred tax on WDV difference	-	-	(33.21)
Deferred Tax Impact on Gratuity Provision	-	-	42.81
Net Worth as per Restated Financial Statement	7,605.62	5,377.03	4,949.05

Explanatory Note for the restatement adjustments

The company has not provided for gratuity expenses for all the periods under restatement, same has been expensed for now during restatement of financial statements

Note 47 Capitalisation Statement

The following table sets forth our company's capitalisation as at March 31, 2025, on the basis of our Restated Consolidated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Restated Consolidated Financial Statement" and "Risk Factors".

(Amount In INR Lakhs)		
Particulars	Pre-Offer as at March 31, 2025	As adjusted for the proposed offer
Borrowings		
Current borrowings	290.97	[*]
Non-Current borrowings (including current maturities)	56.54	[*]
Total Borrowings (A)	347.51	[*]
Equity		
Equity Share Capital	1,112.01	[*]
Other Equity	6,493.62	[*]
Total Equity (B)	7,605.62	[*]
Borrowings/Total Equity (A/B)	0.05	[*]
Non-Current Borrowings/Total Equity	0.01	[*]

The correspondence post offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

Note 1- SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information/Background

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED) (“Parent Company”) and F&R KITCHENS AND WARDROBES PRIVATE LIMITED (“Associate Company”) (Parent Company and Associate company together known as “Group Company”) was incorporated with the Registrar of Companies, Delhi.

2. Summary of significant accounting policies

a. Basis of Preparation

The restated consolidated financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standards (AS) notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The accounting policies adopted in the preparation of restated consolidated financial statements have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy until now (hitherto) in use with those of previous year.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle, and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of business and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

b. Use of estimates

The preparation of restated consolidated financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Property, Plant and Equipment

Tangible assets

Tangible assets, capital work in progress is stated at historical cost, less accumulated depreciation, revaluation and impairment losses, if any. Cost comprises the purchase price, borrowing costs, if capitalization criteria are met and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive Input tax credit (IGST/CGST and SGST) or other tax credit available to the Group.

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

Note 1- SIGNIFICANT ACCOUNTING POLICIES

When parts of an item of tangible assets have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure relating to tangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

An item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognized in the Statement of Profit and Loss.

Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during development / acquisition and exclusive of Input tax credit (IGST/CGST and SGST) or other tax credit available to the Group.

Subsequent expenditure relating to intangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

d. Depreciation on property, plant and equipment

Based on management's evaluation, useful life prescribed in Schedule II of the Companies Act, 2013 represent actual useful life of property, plant and equipment.

The depreciation charge for each year is recognized in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset.

The Group has adopted Schedule II to the Companies Act, 2013 which requires identification and determination of separate useful life for each major component of the property, plant and equipment, if they have useful life that is materially different from that of the remaining asset. (Component Accounting).

Leasehold improvements are depreciated over their estimated useful life, or the remaining period of lease from the date of capitalization, whichever is shorter.

Depreciation on addition to tangible assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from tangible assets is provided for up to the date of sale, deduction or discard of tangible assets as the case may be.

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

Note 1- SIGNIFICANT ACCOUNTING POLICIES

The useful life, residual value and the depreciation method are reviewed at least at each year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

e. Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

f. Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use or sale are capitalized until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized as expenditure in the period in which they are incurred.

g. Foreign currency translation

Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent recognition:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting the Group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous restated consolidated financial statements, are recognized as income or as expenses in the year in which they occur.

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

Note 1- SIGNIFICANT ACCOUNTING POLICIES

h. Revenue recognition

Revenue is recognized to the extent, that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue from sale of goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer and are recorded net of trade discounts, rebates, Sales Tax, Value Added Tax, Goods and Service Tax and gross of Excise Duty.

Revenue from services

Revenue from services is recognized pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured. The revenue is recognized net of Goods and service tax.

Interest Income

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.

Dividend Income

Dividend is recognized when the Group's right to receive dividend is established.

i. Retirement and other employee benefits

Defined contribution plan

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the statement of profit and loss.

Defined Benefit Plan- Gratuity

The Group provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the Group with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognized as an income or expense in the Statement of Profit and Loss.

FCML DISTRIBUTORS LIMITED (Formerly Known as FCML DISTRIBUTORS PRIVATE LIMITED)

Note 1- SIGNIFICANT ACCOUNTING POLICIES

j. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

k. Income taxes

Tax expense for the period comprises of current tax and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts, and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

At each reporting date, the Group reassesses the unrecognized deferred tax assets, if any.

l. Leases

As a Lessee:

Finance leases, which effectively transfers to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset assessed by the management (or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower). However, if there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of

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Note 1- SIGNIFICANT ACCOUNTING POLICIES

the estimated useful life of the asset (the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013).

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

m. Contingent Liability, Provisions and Contingent Asset

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

The Group records a provision for decommissioning, restoration and similar liabilities that are recognized as cost of property, plant and equipment. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets are neither recorded nor disclosed in the restated consolidated financial statements.

n. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average numbers of equity shares are adjusted for events such as bonus issue, bonus element in the rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

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Note 1- SIGNIFICANT ACCOUNTING POLICIES

Further, inter-segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based.

Unallocated items include general corporate income and expense items, which are not allocated to any business segment.

p. Investments

Non-Current/Long-term Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

q. Extraordinary and exceptional items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Group are classified as extraordinary items. Specific disclosure of such events/transactions is made in the restated consolidated financial statements. Similarly, any external event beyond the control of the Group, significantly impacting income or expense is also treated as an extraordinary item and disclosed as such. On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group, is such that its disclosure improves an understanding of the performance of the Group. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

r. Cash Flows

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Group are segregated. Cash Flows in foreign currencies are accounted at average monthly exchange rates that approximately equal the actual rates of exchange prevailing at the dates of the transactions.

s. Inventory:

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost includes all taxes and duties, but excludes duties and taxes that are subsequently recoverable from tax authorities.

The methods of determining cost of various categories of inventories for valuation purpose are as follows:

Trading goods- First in First out

Display items- First in First out

Damaged goods- First in First out

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Note 1- SIGNIFICANT ACCOUNTING POLICIES

Stores- Weighted average

Valuation Method Followed:

- Inventories are valued at lower of cost and net realizable value.
- Trading goods are valued at 100% of cost or NRV, whichever is less.
- Display items are valued as follows:
 1. Display stock other than Home, Hospitality and wooden flooring at 50% of the cost or NRV, whichever is less.
 2. Display stock of Home & Hospitality at 25% of the cost or NRV, whichever is less.
 3. Display stock of Wooden flooring at 0% of the cost or NRV, whichever is less.
 4. Damaged items are valued at 0% of the cost or NRV, whichever is less.

t. Operating Cycle for current and non-current classification

Operating cycles for the business activities of the Group covers the duration of the specific project/contract/product line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

u. Investments in associates.

Investments in associates accounted for using the equity method should be classified as long-term investments and disclosed separately in the restated consolidated balance sheet. The investor's share of the profits or losses of such investments should be disclosed separately in the restated consolidated statement of profit and loss and the value of investments in Balance Sheet should be adjusted to that extent. The investor's share of any extraordinary or prior period items should also be separately disclosed.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the financial years ended on 2025, 2024 and 2023 is based on, and should be read in conjunction with, our Restated Consolidated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Consolidated Financial Statements" beginning on page 216 of this Draft Red Herring Prospectus. Our Restated Consolidated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on 30 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to FCML Distributors Ltd., our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Consolidated Financial Statements" for financial year ended on 2025, 2024 and 2023 included in this Draft Red Herring Prospectus beginning on page 216 of this Draft Red Herring Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

We are a retailer of home interiors, specializing in luxury bathroom, kitchen, and wood flooring solutions, with presence in 8 states and 1 union territory across India. Our company has built a strong reputation for delivering high-quality luxury products through our exclusive showrooms, franchisee outlets and strategic partnerships with globally recognized brands and proprietary private labels. We aim to offer consumers a premium experience in home interiors, supported by our expertise in design, quality, and technical solutions.

We primarily cater to the following product categories:

1. **Bathrooms** - This category features a wide range of sanitaryware and bathroom fixtures, like wash basins, basin mixers, showers, diverters, WCs, urinals, bath tubs, bath tub fillers, bathroom accessories etc.
2. **Kitchens** - This category consists of modular kitchens, including kitchen cabinetry and a full range of components such as countertops, sinks, faucets, and storage solutions etc.
3. **Wood Floors** - This category offers a variety of wood flooring options, including solid wood flooring, engineered wood flooring and laminate flooring.
4. **Others** – This category includes home furnishing products like clock, frames, crockery, etc., hospitality products including carpets, tea kettles, glassware items, minibars, etc.

Our Company was originally incorporated as "FCML Distributors Private Limited", a private limited company under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated October 06, 2003 issued by the Registrar of Companies, Delhi. Thereafter, it acquired the business of M/s FCML Projects (erstwhile partnership firm of our Promoters, Nirmal Khandelwal, Abhinav Khandelwal, and Madhu Khandelwal), which was originally constituted on September 25, 1995, pursuant to a Business Transfer Agreement dated March 31, 2013, with effect from April 01, 2013. The partnership firm was engaged in the same line of business as our Company, namely trading in hardware, sanitaryware, plumbing, and hotel supplies etc. Our Company was established in 2003 with the vision of becoming a key player in India's luxury interiors market. Initially operating as an institutional supplier, we evolved over time to become a consumer-centric retailer, offering a curated range of products through our showrooms across India. This transformation was driven by a commitment to quality and customer satisfaction, positioning us as a known brand in the luxury interiors space.

Our offerings are carefully curated to provide the highest quality, featuring internationally recognized brands. We have exclusive tie-ups with 7 global suppliers and are their sole distributors in India. In addition to the above brands, we also have exclusive private labels, including Details B.E. (sanitaryware, shower enclosures, steam generators and accessories) and Wood & Boundless (wooden flooring). While most of our imported products fall in the “Ultra Luxury” category and cater to our HNI customers, premium developers, and luxury hospitality projects, the private label products (Premium Luxury) are aimed at the mid-market segment, including mid-to-high-end homeowners, architects, and interior designers looking for stylish and functional bathrooms, kitchens and wood flooring within a budget.

For more details, please refer chapter titled “*Our Business*” beginning on page 149 of this Draft Red Herring Prospectus.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025

In the opinion of the Board of Directors of our Company, in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months. However, following material events have occurred after the last audited period:

1. Our Company has opened 1 FOCO store in Kolkata on April 30, 2025

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” on page 30 beginning of this Draft Red Herring Prospectus.

1. We are dependent upon third parties for the supply of substantially all of our products, with whom we do not have long-term contractual arrangements, though we maintain long-standing relationships with them. Any delay, failure or termination of contract on the part of such suppliers to deliver products may adversely affect our business, profitability, and reputation.
2. Our business remains heavily reliant on our two COCO stores, which continue to be our primary revenue drivers. Any disruption in the functioning of these channels, or any constraints in our ability to expand and strengthen them, could materially impact our sales, cash flows, and overall profitability.
3. Sourcing luxury Bathroom, Kitchen and Wood Flooring products from multiple international suppliers introduces complexity and risks, including varying regulations, quality discrepancies, and supplier challenges, which increased operational costs, potential for delays, and financial instability.
4. If we are unable to effectively manage or expand our retail network and operations or pursue our growth strategy, our new stores as well as our existing stores may not achieve our expected level of profitability which may adversely affect our business prospects, financial condition and results of operations.
5. We face financial and operational risks from fluctuating customs duties, hidden import costs, and complex regulatory requirements, which may adversely impact our profit margins, pricing strategies, and overall financial performance.
6. Managing franchisee relationships presents risks, such as inconsistent quality, poor customer experiences, and operational disruptions, which can harm our brand's reputation, customer loyalty, and financial stability, requiring strong agreements and consistent monitoring to ensure uniformity across all locations. Disagreements or conflicts with our franchisees could result in legal costs, operational disruptions, and damage to our brand image.
7. We generate our major portion of revenue from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

Competition

The Indian industry is competitive, with several regional players and unorganised retailers present in local markets across the country. For further information, see “*Risk Factors – The competitive market for luxury Bathroom, Kitchen and Wood flooring products presents challenges for imported products, as we face competition from both local competitors and international brands which can limit our market share and impact profitability*” and “*Our Business – Competition*” on pages 38 and 171, respectively.

Our products compete with local retailers, non-branded products, economy brands and products of other established brands. In the future, some of our competitors may develop alliances to compete against us, acquire greater resources, market presence and geographic reach, as well as develop products with better brand recognition than ours. Some of our competitors may be able to procure raw materials or finished products at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or sell their products at more competitive prices.

Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, “Note 1” beginning under “*Restated Consolidated Financial Statements*” on page 238 of this Draft Red Herring Prospectus.

The scale of our operations and vast distribution network along with our customers’ confidence have had a significant impact on our revenues and profitability. Set out below are a few key performance indicators

(₹ in Lakhs)

Particulars	Units	Fiscal		
		2024-25	2023-24	2022-23
Revenue from Operations ⁽¹⁾	(₹ in Lakh)	20,022.51	17,556.16	16,319.02
Growth in Revenue from Operations ⁽²⁾	(YoY %)	14.05%	7.58%	26.96%
Gross Profit ⁽³⁾	(₹ in Lakh)	8,676.30	7,518.51	6,846.56
Gross Profit Margin ⁽⁴⁾	(%)	43.33%	42.83%	41.95%
EBITDA ⁽⁵⁾	(₹ in Lakh)	2,966.56	2,493.56	1,997.07
EBITDA Margin ⁽⁶⁾	(%)	14.82%	14.20%	12.24%
Profit After Tax ⁽⁷⁾	(₹ in Lakh)	2,226.03	1,904.02	1,381.10
PAT Margin ⁽⁸⁾	(%)	11.12%	10.85%	8.46 %
RoE ⁽⁹⁾	(%)	34.29%	36.88%	32.00%
RoCE ⁽¹⁰⁾	(%)	37.93%	42.01%	37.66%
Return on Assets (ROA) ⁽¹¹⁾	(%)	15.50%	15.86%	13.08%
Operating Cash Flows ⁽¹²⁾	(₹ in Lakh)	642.94	1028.56	2,854.08
Net Fixed Asset Turnover ⁽¹³⁾	(In Times)	18.89	19.77	19.13

Notes:

- (1) Revenue from operation means revenue from sales and other operating revenue.
- (2) Growth in revenue from operations(yoy%) is calculated by subtracting the previous period's revenue from the current period's revenue, and then dividing that number by the previous period's revenue.
- (3) Gross Profit is the Revenue from Operations of the Company as reduced by the purchases of stock in trade and Changes in Inventories of finished goods, work in progress and stock-in-trade.
- (4) Gross Profit Margin (%) is Gross Profit divided by Revenue from Operations
- (5) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (6) ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations
- (7) PAT is calculated as Profit before tax – Tax Expenses
- (8) ‘PAT Margin’ is calculated as PAT for the year divided by revenue from operations
- (9) Return on Equity is ratio of Profit after Tax and Average Shareholders Equity wherein average shareholders’ equity = (Opening Shareholders Equity + Closing Shareholders Equity)/2
- (10) Return on Capital Employed is ratio of Profit after Tax and Average Capital Employed wherein Capital Employed = Share Capital + Reserves & Surplus – Intangible Assets and Average Capital Employed = (Opening Capital Employed + Closing Capital Employed)/2

- (11) *Return on Assets (ROA) = PAT / average total assets deployed wherein average total assets deployed = (Opening total assets + Closing total assets)/2*
- (12) *Operating cash flow is extracted from Cash Flow Statement in Restated Consolidated Financial Statements.*
- (13) *Net Fixed Asset Turnover = net revenue from operations/average fixed assets wherein average fixed assets = (Opening fixed assets + Closing fixed assets)/2*

COMPONENTS OF INCOME AND EXPENDITURE

Total Revenue

Our total revenue is divided into:

A. Revenue from operations; and

Revenue from operations consists of Sale of Products. Sale of products consists of Traded Goods and Other operational incomes. The other operational income is from commission the company receives for referral of clients to other companies for various works and recovery of sponsorship amount.

B. Other Income

Other income consists of Interest Income, Profit on sale of Property, Plant & Equipments, Profit on sale of Investments, Insurance Claim received, Foreign Currency Fluctuation etc.

Total Expenses

Our total expenses comprise of Purchase of Stock-In-Trade, Increase/(Decrease) in Stock-In-Trade, Employee Benefit Expense, Finance Costs, Depreciation & Amortization Expense and Other Expenses.

Purchase of Stock-In-Trade

It includes purchases of Stock-In-Trade and Direct Expenses.

Increase/(Decrease) in Stock-In-Trade

It includes Inventories at the beginning of the year and Inventories at the end of the year.

Employee Benefit Expense

It includes Salaries, Wages & Bonus, Incentive on Sales, Director Remuneration, Staff welfare expenses, Contribution of Provident and other funds and Gratuity & Leave Encashment.

Finance Costs

It includes Interest paid to Bank, Interest paid to others and Bank Charges.

Depreciation and Amortization Expenses

It includes Depreciation and other expenses.

Other Expenses

Other expenses include Direct Expenses and Administrative and other expenses.

Direct Expenses include Power & Fuel Expenses, Rent Expenses, Rates & Taxes, Insurance expenses, Legal & Professional Expenses, Conveyance Expenses, Loss on sale of Fixed assets, Commission Expenses, Business Promotion Expenses, Packing Expenses, Membership and Subscription Expenses, Printing and Stationery, Security Expenses, Telephone and Internet

Expenses, Repair and Maintenance, Running & Maintenance – Vehicle, CSR Contribution, Travelling expenses, Sales & Marketing Expenses, Reserve for doubtful debts, Bad Debts Written Off, Freight Expenses, Warehouse Management Expenses, Payment to Auditors and Other Expenses.

RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements of our Company for the financial years ended on 2025, 2024 and 2023:

(₹ in Lakhs)

Particulars	For the year ended 31st March 2025	% of Total Revenue	For the year ended 31st March 2024	% of Total Revenue	For the year ended 31st March 2023	% of Total Revenue
Revenue From Operations	20,022.51	99.01%	17,556.16	98.77%	16,319.02	99.59%
Other Income	199.50	0.99%	218.69	1.23%	66.69	0.41%
Total Income	20,222.01	100%	17,774.85	100%	16,385.71	100%
Expenses:						
Purchase of Stock-In-Trade	11,716.47	57.94%	10,290.37	57.89%	9,571.69	58.41%
(Increase)/Decrease in Stock-In-Trade	(370.26)	-1.83%	(252.72)	-1.42%	(99.24)	-0.61%
Employee Benefit Expenses	3,204.71	15.85%	2,705.28	15.22%	2,430.28	14.83%
Finance Costs	48.06	0.24%	15.80	0.09%	40.08	0.24%
Depreciation and Amortization Expense	100.28	0.50%	110.96	0.62%	105.24	0.64%
Other Expenses	2,478.85	12.26%	2,319.66	13.05%	2,419.21	14.76%
Total Expenses	17,178.10	84.95%	15,189.35	85.45%	14,467.27	88.29%
Profit Before Exceptional and Extraordinary Items and Tax	3,043.91	15.05%	2,585.50	14.55%	1,918.44	11.71%
Extraordinary Items	-		(5.00)	-0.03%	-	
Profit before tax	3,043.91	15.05%	2,580.50	14.52%	1,918.44	11.71%
Tax expense:						
Less: Current Tax	(825.94)	-4.08%	(680.00)	-3.83%	(537.00)	-3.28%
Add: Deferred Tax Assets (Created) /Reversed	(34.25)	-0.17%	(3.52)	-0.02%	0.35	0.00%
Profit/(Loss) in Share for Associate Company	-		-		-	
Profit/(Loss) for the period	2,252.21	11.14%	1,904.02	10.71%	1,381.10	8.43%
Profit/(Loss) in Share for Associate Company	(26.18)		-		-	
Profit/(Loss) for the year	2,226.03		1,904.02		1,381.10	

COMPARISON OF FINANCIAL YEAR ENDED 2025 TO FINANCIAL YEAR ENDED 2024

Income

Total Income:

Our total income has increased by 13.77% from ₹ 17,774.85 Lakhs in FY 2024 to ₹ 20,222.01 Lakhs in FY 2025 due to the factors described below:

Revenue from Operations:

Our Revenue from Operations increased by 14.05% in the year FY 2025 as compared to FY 2024. The amount increased from ₹ 17,556.16 Lakhs in FY 2024 to ₹ 20,022.51 Lakhs in FY 2025.

This is because of :-

- i) The improved performance of the FOCO stores overall wherein the revenue from FOCO stores increased from ₹ 5,191.02 Lakhs in FY 2024 to ₹ 6,249.53 Lakhs in FY 2025, which is an increase of 20.39%.
- ii) Direct billing from head office for various other direct customers and towards projects increased from Rs 1,210.93 Lakhs in FY 2024 to ₹ 2,893.62 Lakhs in FY 2025, which is an increase of 138.96%.
- iii) Revenue from COCO stores have decreased from ₹ 11,060.57 Lakhs in FY 2024 to ₹ 10,820.08 Lakhs in FY 2025, which is a decrease of 2.17%.

Sale of Product:-

(₹ in Lakhs)

Year	Delhi Store (A)	Mumbai Store (B)	Total (A+B) FCML (COCO)	FOCO Stores	Others	Total As per PL
2022-23	5,982.33	4,737.91	10,720.24	3,686.70	1,872.94	16,279.88
2023-24	6,429.55	4,631.02	11,060.57	5,191.03	1,210.93	17,462.53
2024-25	6,815.69	4,004.39	10,820.08	6,249.54	2,893.62	19,963.25

The above table shows the year-on-year increase in revenue from operations for the last 3 financial years. This revenue comprises of sales made under various business verticals during the said period.

Major reason for increase in revenue in FY 2025 Vs FY 2024: -

- i) Out of 9 FOCO stores, there has an increase in sales in 7 FOCO stores during the FY 2025 Vs FY 2024. The increase in sales in 7 stores is to the tune of ₹ 1481.33 Lakhs whereas the decrease in revenue of 2 FOCO stores has been ₹ 422.82 Lakhs only. The net increase in revenue from FOCO stores has been thus ₹ 1058.51 Lakhs during the FY 2025 as compared to FY 2024.
- ii) There has been an overall decrease in revenue from COCO stores to the tune of ₹ 240.48 Lakhs due to normal business environment.
- iii) Direct billing from head office for various other direct customers and towards projects increased from Rs 1210.93 Lakhs in FY 2024 to ₹ 2893.62 Lakhs in FY 2025. Major contributors to this increase are billing to direct customers and various projects.

Other Operating Revenue

Other Operating Revenue decreased from Rs 93.63 Lakhs in FY 2024 to Rs 59.26 Lakhs in FY 2025 primarily due to the fact that there was a one time income in the nature of sponsorship income booked in FY 2024 to the tune of ₹ 15.00 Lakhs. This income did not recur in FY 2025.

Further, there has been a decrease in the referral commission income of the Company in the course of normal business operation in FY 2025 as compared to FY 2024.

Other Income

Other income decreased by 8.78% from ₹ 218.69 Lakhs in FY 2024 to ₹ 199.50 Lakhs in FY 2025 because of the following reasons: -

- i) There was a profit on sale of investment to the tune of ₹ 78.74 Lakhs in FY 2024. There has been no sale of investment during the FY 2025. This is due to liquidation of Liquid Mutual funds.
- ii) There was a profit on sale of vehicles to the tune of ₹ 7.18 Lakhs in FY 2024 while during the FY 2025, there has been a loss of ₹ 0.77 Lakhs on sale of vehicles.
- iii) There has been an increase in Insurance claim received from ₹ 21.39 Lakhs in FY 2024 to ₹ 41.70 lakhs in FY 2025. This is on account of insurance claim during transits.
- iv) Profit on foreign exchange fluctuation reduced from ₹ 69.31 Lakhs in FY 2024 to Rs 48.10 Lakhs in FY 2025. This is due to the increase/decrease in foreign currency rates during clearing of shipments and payment to vendors. The company does not have any hedging of foreign currency at the moment.
- v) Interest income increased from ₹ 35.92 Lakhs in FY 2024 to ₹ 104.63 Lakhs in FY 2025. This is due to the fact that the company has raised debit note for interest on various dealers towards delay in overdue payments. The total interest booked is ₹ 67.47 Lakhs. The rest is income from interest on Fixed Deposits to the tune of Rs 37.10 Lakhs.

Expenditure

Purchase of Stock-In-Trade:

Our Purchase of Stock-In-Trade increased by 13.86% to ₹ 11,716.47 Lakhs for the FY 2025 from ₹ 10,290.37 Lakhs for the FY 2024 due to the factors described below:

The increase in purchase is due to the increase in the business volume of the Company. In FY 2025 the revenue from operations is ₹ 20,022.51 Lakhs and the purchase of stock-trade is ₹ 11,716.47 Lakhs which is 58.52% of revenue from operations. During the FY 2024, the revenue from operations was ₹ 17,556.16 Lakhs and the purchase of stock-trade was ₹ 10,290.37 Lakhs which is 58.62% of revenue from operations. In percentage terms, there has been no major variation in the purchase of stock in trade and the company has been able to maintain the same level of purchase level in commensurate with the business volume.

(Increase)/Decrease in Stock-In-Trade

Our (Increase)/Decrease in Stock-In-Trade increased by 46.51 % from ₹ 252.72 lakhs in FY 2024 to 370.26 lakhs in FY 2025. This increase is in line with the increase in business volume in FY 2025 as compared to FY 2024.

Employee benefits expenses

The Employee and Benefits expenses has increased by 18.46 % from ₹ 2705.28 Lakhs in FY 2024 to ₹ 3,204.71 Lakhs in FY 2025. This was mainly due to manpower count increased from 219 at the end of FY 2024 to 273 at the end of FY 2025 which is an increase of 24.88%. Further, the average salary hike given to employees was approximately 10%. Further leave encashment during the FY 2024-25 as compared to FY 2023-24 increased by Rs 119.72 Lakhs. These factors majorly contributed to the increase in salary during the FY 2024-25 as compared to FY 2023-24.

Finance Costs

Finance Costs increased by 204.23% from ₹ 15.80 Lakhs in FY 2024 to ₹ 48.06 Lakhs in FY 2025. This is on account of due to increase in average utilization of CC limit from ₹ 130.20 Lakhs in FY 2024 to ₹ 304.44 Lakhs in FY 2025. Further, interest paid on term loan in FY 2024 was ₹ 0.22 lakhs whereas the interest paid on term loan during the FY 2025 is ₹ 5.46 Lakhs. Further, Bank charges increased from ₹ 13.01 Lakhs in FY 2024 to ₹ 20.89 Lakhs in FY 2025.

Depreciation and Amortisation expense

Depreciation and Amortization expenses decreased by 9.63% from ₹110.96 lakhs in FY 2024 to 100.28 lakhs in FY 2025. There is no major addition/deletion in the fixed assets during the FY 2025 except for purchase of tangible assets worth ₹ 100.51 Lakhs and disposal of old vehicles worth ₹ 2.37 Lakhs at Gross Block level. The decrease in depreciation is due to normal depreciation rates applicable to the various class of assets during the FY 2025.

Other expenses

Other expenses increased by 6.86% from 2,319.66 Lakhs in FY 2024 to 2,478.85 Lakhs in FY 2025. This was mainly due to :-

- i) Rates & Taxes- in FY 2025, the following amounts were paid to various agencies which was not there in FY 2024- NSDL fees- ₹ 1.06 Lakhs, MCD License fees- ₹ 5.62 Lakhs for warehouse, Delhi store and registered office at Okhla.
- ii) Conveyance expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.
- iii) Sales & Marketing expenses - Sales & Marketing expenses have increased by approximately ₹ 86 Lakhs. This increase has been mainly due to Showroom Launch Parties, Events & Trips by approximately 32 lakhs, Social Media Advertisements, Influencer Testimonials & Other Marketing (Whatsapp & Email) by approximately 20 lakhs, social media - Content Creation & Posting Agency by approximately 11 lakhs, Miscellaneous Expenses for Business Promotion Direct by Sales Persons by approximately 23 lakhs. This increase is in line with the increase

in business volume and extra focus of the company on Sales & Marketing. Sales & Marketing expenses have varied across the last three fiscal years, primarily in line with the growth and expansion of our business operations. The increase/decrease in such expenses is attributable to the scale of marketing campaigns, brand promotion activities, customer acquisition efforts, and digital outreach, which were undertaken based on specific business strategies relevant to each period. These fluctuations are considered part of the normal course of business and are in commensurate with the growth trajectory of the Company.

- iv) Membership fees- the company has taken a new membership during the FY 2025 with Sustainable Luxury Gravity Global Pvt Ltd and paid ₹ 6.49 Lakhs.
- v) Travelling expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.
- vi) Freight expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.
- vii) Warehouse management expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.
- viii) Legal & Professional Fees- there has been a decrease in legal & professional fees in FY 2025 as compared to FY 2024 by ₹ 78.90 Lakhs. Legal & Professional Fees have varied across the last three fiscal years, primarily in line with the growth and expansion of our business operations. The increase/decrease in such expenses is attributable to the scale of operations and developing new business strategies relevant to each period. These fluctuations are considered part of the normal course of business and are in commensurate with the growth trajectory of the Company. The expenses have fluctuated due to the engagement of different legal advisors, consultants, and professional service providers for various assignments including corporate structuring, regulatory compliance, due diligence, business development, and other advisory and legal services. The nature and extent of such engagements varied depending on the operational and strategic requirements in each fiscal year.
- ix) CSR expenses- for FY 2025 the amount is ₹ 35.96 Lakhs as compared to Rs 24.46 Lakhs in FY 2024. This is mainly due to increased contribution on account of increase in profit.
- x) Other Expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.

Profit before Exceptional items and Tax

Our profit before Exceptional items and tax increased by ₹ 17.73% from ₹ 2,585.50 Lakhs for the FY 2024 to ₹ 3,043.91 Lakhs for the FY 2025. This was mainly due to increase in revenue from operations from Rs 17,556.16 Lakhs in FY 2024 to ₹ 20,022.51 Lakhs in FY 2025. The gross margin of 43.33 % on the additional sale of Rs 2,466.35 Lakhs have mainly contributed to the increase in PBT in FY 2025.

Exceptional Items

Our expenditure from Exceptional Items in FY 2024 was 5.00 Lakhs which was Nil in FY 2025. There was a cash theft/loss in transit in FY 2024.

Profit before Tax

Our profit before tax increased by ₹ 17.96% from ₹ 2,580.50 Lakhs for the FY 2024 to ₹ 3,043.91 Lakhs for the FY 2025. This was mainly due to increase in revenue from operations from Rs 17,556.16 Lakhs in FY 2024 to ₹ 20,022.51 Lakhs in FY 2025. The gross margin of 43.33 % on the additional sale of Rs 2,466.35 Lakhs have mainly contributed to the increase in PBT in FY 2025.

Tax Expenses

Our Current tax expense in FY 2024 was ₹ 680.00 Lakhs in FY 2024 and ₹ 825.94 Lakhs in the FY 2025. Our Deferred tax expense in FY 2024 was ₹ (3.52) Lakhs in FY 2024 and ₹ (34.25) Lakhs in the FY 2025 due to increase in provision of gratuity and leave encashment.

Profit for the period

After accounting for taxes at applicable rates, our Profit for the period increased by 18.29% from ₹ 1,904.02 Lakhs in FY 2024 to ₹ 2,252.21 Lakhs in FY 2025. This was majorly due to: -

- i) Increase in revenue from operations from Rs 17,556.16 Lakhs in FY 2024 to ₹ 20,022.51 Lakhs in FY 2025. The gross margin of 43.33 % on the additional sale of Rs 2,466.35 Lakhs have mainly contributed to the increase in Profit for the period in FY 2025. The amount of extra profit before tax generated from this increased sale is ₹ 1,068.74 Lakhs.
- ii) Manpower cost increased by ₹ 499.42 Lakhs during the FY 2025 as compared to FY 2024.
- iii) Other Expenses increased by ₹ 159.19 Lakhs during the FY 2025 as compared to FY 2024.
- iv) Increase in current tax by ₹ 145.94 Lakhs due to increased PBT.

Profit for the Year

After accounting for Profit/(losses) from our Share from Associate Company, our Profit for the year increased by 16.91% from ₹ 1,904.02 Lakhs in FY 2024 to ₹ 2,226.03 Lakhs in FY 2025.

COMPARISON OF FINANCIAL YEAR ENDED 2024 TO FINANCIAL YEAR ENDED 2023

Income

Total Income:

Our total income was increased by 8.48% from ₹ 16,385.71 Lakhs in FY 2023 to ₹ 17,774.85 Lakhs in FY 2024 due to the factors described below:

Revenue from Operations:

Our Revenue from Operations increased by 7.58 % in the year FY 2024 as compared to FY 2023. The amount increased from ₹ 16,319.02 Lakhs in FY 2023 to ₹ 17,556.16 Lakhs in FY 2024. This was because of the following reasons:-

Sale of product

- i) the improved performance of the FOCO stores overall wherein the revenue from FOCO stores increased from ₹ 3,686.39 Lakhs in FY 23 to ₹ 5,191.02 Lakhs in FY 2024, which is an increase of 40.80%.
- ii) Direct billing from head office for various other direct customers and towards projects decreased from Rs 1872.94 Lakhs in FY 2023 to ₹ 1,210.93 Lakhs in FY 2024, which is a decrease of 35.35%. This is mainly due to decrease in project income by ₹ 308.36 Lakhs and direct billing to customers by ₹ 353.64 Lakhs.
- iii) Revenue from COCO stores have increased from ₹ 10,720.23 Lakhs in FY 2023 to ₹ 11,060.57 Lakhs in FY 2024, which is an increase of 3.17%.

(₹ in Lakhs)

Year	Delhi Store (A)	Mumbai Store (B)	Total (A+B) FCML (COCO)	FOCO Stores	Others	Total As per PL
2022-23	5,982.33	4,737.91	10,720.24	3,686.70	1,872.94	16,279.88
2023-24	6,429.55	4,631.02	11,060.57	5,191.03	1,210.93	17,462.53
2024-25	6,815.69	4,004.39	10,820.08	6,249.54	2,893.62	19,963.25

The above table shows the revenue from operation movement during the last 3 financial years under the various verticals during the said period.

Major reason for increase in revenue in FY 2024 Vs FY 2023: -

- i) Out of 9 FOCO stores, there has an increase in sales in 6 FOCO stores during the FY 2024 Vs FY 2023. The increase in sales in 6 stores is to the tune of ₹ 1,606.31 Lakhs whereas the decrease in revenue of 3 FOCO stores has been ₹ 101.98 Lakhs only. The net increase in revenue from FOCO stores has been thus ₹ 1,504.32 Lakhs during the FY 2024 as compared to FY 2023.

- ii) There has been an overall increase in revenue from COCO stores to the tune of ₹ 340.33 Lakhs due to normal business environment.
- iii) Direct billing from head office for various other direct customers and towards projects decreased from Rs 1,872.94 Lakhs in FY 2023 to ₹ 1,210.93 Lakhs in FY 2024. Major contributors to this decrease are billing to direct customers and various projects.

Other Operating Revenue

Other Operating Revenue increased from Rs 39.14 Lakhs in FY 2023 to Rs 93.63 Lakhs in FY 2024 primarily due to the fact that there was a sponsorship income booked in FY 2024 to the tune of ₹ 15.00 Lakhs which was not there in FY 2023.

There has been an increase in the referral commission income due to normal business scenarios in FY 2024 as compared to FY 2023.

Other Income

Other income Increased by 227.92 % from ₹ 66.69 Lakhs in FY 2023 to ₹ 218.69 Lakhs in FY 2024 because of the following reasons:-

- i) There was a profit on sale of investment to the tune of ₹ 78.74 Lakhs in FY 2024. There has been no sale of investment during the FY 2023. This was due to liquidation of Liquid Mutual funds.
- ii) There was a profit on sale of vehicles to the tune of ₹ 7.18 Lakhs in FY 2024 while during the FY 2023, there was an income of ₹ 2.19 Lakhs on sale of vehicles.
- iii) There has been an increase in Insurance claim received from ₹ 15.61 Lakhs to ₹ 21.39 lakhs in FY 2024. This is on account of insurance claim during transits.
- iv) Profit on foreign exchange fluctuation increased from ₹ 16.60 Lakhs in FY 2023 to Rs 69.31 Lakhs in FY 2024. This is due to the increase/decrease in foreign currency rates during clearing of shipments and payment to vendors. The company does not have any hedging of foreign currency at that moment.
- v) Interest income increased from ₹ 27.91 Lakhs in FY 2023 to ₹ 35.92 Lakhs in FY 2024. This is income from interest on Fixed Deposits.

Expenditure

Purchase of Stock-In-Trade:

Our Purchase of Stock-In-Trade increased by 7.51% to ₹ 10,290.37 Lakhs for the FY 2024 from ₹ 9,571.69 Lakhs for the FY 2023 due to the factors described below:

The increase in purchase is due to the normal increase in business volume. In FY 2024 the revenue from operations is ₹ 17,556.16 Lakhs and the purchase of stock-trade is ₹ 10,290.37 Lakhs which is 58.61% of revenue from operations. During the FY 23, the revenue from operations was ₹ 16,319.02 Lakhs and the purchase of stock-trade was ₹ 9571.69 Lakhs which is 58.65% of revenue from operations. Hence there has been no major variation in the stock in trade purchase. The company has maintained almost the same level of purchase level in commensurate with the business volume.

(Increase)/Decrease in Stock-In-Trade

Our (Increase)/Decrease in Stock-In-Trade increased by 154.66 % from ₹ 99.24 lakhs in FY 2023 to 252.72 lakhs to FY 2024. This increase is in line with the increase in business volume in FY 2024 as compared to FY 2023.

Employee benefits expenses

The Employee and Benefits expenses was increased by 11.32 % from ₹ 2,430.28 Lakhs in FY 2023 to ₹ 2705.28 Lakhs in FY 2024. This was mainly due to manpower count increased from 207 at the end of FY 23 to 219 at the end of FY 2024 which is an increase of 5.85%. Further, the average salary hike given to employees was approximately 22 %. Further, Gratuity paid/provision during the year FY 2023-24 as compared to FY22-23 increased by Rs 190.12 Lakhs. These factors majorly contributed to the increase in salary during the FY 2023-24 as compared to FY22-23.

Finance Costs

Finance Costs decreased by 60.59 % from ₹ 40.08 Lakhs in FY 2023 to ₹ 15.80 Lakhs in FY 2024. This is on account of due to decrease in average utilization of CC limit from ₹ 254.83 Lakhs in FY 2023 to ₹ 130.20 Lakhs in FY 2024. Further, interest paid on term loan in FY 2024 was ₹ 0.22 lakhs whereas there was no term loan in FY 2023. Further, Bank charges decreased from ₹ 15.59 Lakhs in FY 23 to ₹ 13.01 Lakhs in FY 2024.

Depreciation and Amortization expense

Depreciation and Amortization expenses increased by 5.43% from ₹105.24 lakhs in FY 2023 to 110.96 lakhs in FY 2024. There is no major addition/deletion in the fixed assets during the FY 2024 except for purchase of tangible assets worth ₹ 104.06 Lakhs and disposal of old vehicles worth ₹ 2.11 Lakhs at Gross Block level. The increase in depreciation is hence due to normal depreciation rates applicable to the various class of assets during the FY 2024 as compared with FY 2023.

Other expenses

Other expenses decreased by 4.12% from 2419.21 Lakhs in FY 2023 to 2319.66 Lakhs in FY 2024. This was mainly due to :-

- i) Rent – Warehouse rent increased by Rs 7.56 Lakhs and Mumbai store rent increased by ₹ 7.10 Lakhs during the FY 2024. Further, office rent of Mumbai increased by Rs 3.25 Lakhs.
- ii) Rates & Taxes- in FY 2023, the following major amounts were paid to various agencies which was not there in FY 2024- Lease deed registration - ₹ 0.90 Lakhs, Storage license for warehouse – Rs 0.84 Lakhs and MCD License fees- ₹ 4.59 Lakhs for warehouse and delhi store. Further an amount of ₹ 8.17 Lakhs was paid towards interest on self-assessment tax.
- iii) Insurance expenses- in FY 2024, the company had paid a premium of ₹ 35.78 Lakhs towards a guaranteed wealth pro insurance plan. This is the major reason for increase in insurance expenses. Rest is in normal course of business in both the years.
- xi) Legal & Professional fees- Legal & Professional increased by ₹ 35.66 lakhs in FY 2024 as compared to FY 2023. Legal & Professional Fees have varied across the last three fiscal years, primarily in line with the growth and expansion of our business operations. The increase/decrease in such expenses is attributable to the scale of operations and developing new business strategies relevant to each period. These fluctuations are considered part of the normal course of business and are in commensurate with the growth trajectory of the Company. The expenses have fluctuated due to the engagement of different legal advisors, consultants, and professional service providers for various assignments including corporate structuring, regulatory compliance, due diligence, business development, and other advisory and legal services. The nature and extent of such engagements varied depending on the operational and strategic requirements in each fiscal year.
- iv) Bad Debts written off for Rs 154.43 Lakhs in FY 2023 as compared to ₹ 14.44 Lakhs in FY 2024.
- v) Sales & Marketing expenses- Sales & Marketing expenses have increased by approximately ₹111 Lakhs. This increase has been mainly due to Showroom Launch Parties, Events & Trips by approximately 11 lakhs, Social Media Advertisements, Influencer Testimonials & Other Marketing (Whatsapp & Email) by approximately 14 lakhs, Social Media - Content Creation & Posting Agency by approximately 11 lakhs, Miscellaneous Expenses for Business Promotion Direct by Sales Persons by approximately 31 lakhs, Brand Identity & Re-Branding by approximately 13 lakhs, Product digital content - Videos, Renders, Presentations, photoshoot, e-brochure by approximately 12 lakhs, Brochures, Posters, Postcards, Signages , Photoshoot & Other Print Materials by approximately 19 Lakhs. This increase is in line with the increase in business volume and extra focus of the company on Sales & Marketing. Sales & Marketing expenses have varied across the last three fiscal years, primarily in line with the growth and expansion of our business operations. The increase/decrease in such expenses is attributable to the scale of marketing campaigns, brand promotion activities, customer acquisition efforts, and digital outreach, which were undertaken based on specific business strategies relevant to each period. These fluctuations are considered part of the normal course of business and are in commensurate with the growth trajectory of the Company.
- vi) Travelling expenses- the decrease in travel expenses has been due to normal business affairs and in normal course of business operations.
- vii) Provision for Bad debts written off- An amount of ₹131.95 Lakhs has been provided during the FY 2023. There was no such provision in FY 2024

- viii) Freight expenses- the increase has been due to normal business affairs and the increase is in normal course of business operations.
- ix) CSR expenses- for FY 2024 the amount is ₹ 24.46 Lakhs as compared to Rs 11.54 Lakhs in FY 2023. This is mainly due to increased contribution on account of increase in profit.

Profit before Exceptional items and Tax

Our profit before Exceptional items and tax increased by ₹ 34.77% from ₹ 1,918.44 Lakhs for the FY 2023 to ₹2,585.50 Lakhs for the FY 2024. This was mainly due to increase in revenue from operations from Rs 16,319.02 Lakhs in FY 2023 to ₹ 17,556.16 Lakhs in FY 2024. The gross margin of 42.83 % on the additional sale of Rs 1,237.14 Lakhs have mainly contributed to the increase in PBT in FY 2024.

Exceptional Items

Our expenditure from Exceptional Items in FY 2024 was ₹ 5.00 Lakhs which was Nil in FY 2023. There was a cash theft/loss in transit in FY 2024.

Profit before Tax

Our profit before tax increased by 34.51% from ₹ 1,918.44 Lakhs for the FY 2023 to ₹ 2,580.50 Lakhs for the FY 2024. This was mainly due to increase in revenue from operations from Rs 16,319.02 Lakhs in FY 2023 to ₹ 17,556.16 Lakhs in FY 2024. The gross margin of 42.83 % on the additional sale of Rs 1,237.14 Lakhs have mainly contributed to the increase in PBT in FY 2024.

Tax Expenses

Our Current tax expense increased by 26.63% from ₹537.00 Lakhs in FY 2023 to 680.00 Lakhs in the FY 2024 and deferred tax expense in FY 2024 was 3.52 Lakhs as compared to deferred tax liability of ₹ 0.35 Lakhs in FY 2023

Profit for the period

After accounting for taxes at applicable rates, our Profit after Tax increased by 37.86% from ₹ 1,381.10 Lakhs in FY 2023 to ₹ 1,904.02 Lakhs in FY 2024. This was mainly due to the following reasons: -

- i) Increase in revenue from operations from Rs 16,319.02 Lakhs in FY 2023 to ₹ 17,556.16 Lakhs in FY 2024. The gross margin of 42.83 % on the additional sale of Rs 1,237.14 Lakhs have mainly contributed to the increase in Profit for the period in FY 2024 The amount of extra profit before tax generated from this increased sale is ₹ 529.81 Lakhs.
- ii) Manpower cost increased by ₹ 275.01 Lakhs during the FY 2024 as compared to FY 2023.
- iii) Finance cost decreased by 24.28 Lakhs during the FY 2024 as compared to FY 2023.
- iv) Other Expenses decreased by ₹ 99.55 Lakhs during the FY 2024 as compared to FY 2023.
- v) Increase in current tax by ₹ 143.00 Lakhs due to increased PBT.

CASH FLOWS

The table below is our cash flows for the financial years ended on March 31, 2025, 2024 and 2023:

(₹ in Lakhs)

Particulars	For the financial year ended on March 31,		
	2025	2024	2023
Net cash (used)/from operating activities	642.94	1,028.56	2,854.08
Net cash (used)/from investing activities	(453.96)	577.21	(1,786.32)
Net cash (used)/from financing activities	(171.92)	(2,002.32)	(741.18)

Cash Flows from Operating Activities

For the period ended on March 31, 2025

Our net cash generated from operating activities was ₹ 642.94 Lakhs for the period ended March 31, 2025. Our operating profit before tax was ₹ 3043.91 Lakhs for the period ended March 31, 2025 which was primarily adjusted against depreciation of ₹ 100.28 Lakhs, finance costs of ₹ 48.06 Lakhs, and gratuity expense and leave encashment of ₹ 165.42 Lakhs, Loss on sale/valuation of Fixed Assets 0.77 Lakhs, Interest income of ₹ 104.63 Lakhs and foreign exchange fluctuation profit of ₹ 48.10 Lakhs. Operating profit before working capital changes was ₹ 3,205.69 Lakhs for the period ended March 31, 2025.

The adjustments to operating profit before working capital changes included adjustments for an (i) increase in trade payables by ₹ 709.98 Lakhs (ii) increase in other current liabilities by ₹ 647.86 Lakhs, (iii) decrease in provisions amounting to ₹ 187.09 Lakhs (iv) increase in inventories of ₹ 370.26 Lakhs, (v) Increase in trade receivables of ₹ 2,277.05 Lakhs, (vi) Increase in loans and advances of ₹ 362.38 Lakhs, (vii) Increase in other current assets of ₹ 53.70 Lakhs. Direct taxes paid is ₹ 670.10 Lakhs during the period March 31, 2025.

For the year ended on March 31, 2024

Our net cash generated from operating activities was ₹ 1,028.56 Lakhs for the period ended March 31, 2024. Our operating profit before tax was ₹ 2,580.50 Lakhs for the period ended March 31, 2024 which was primarily adjusted against Depreciation of ₹ 110.96 Lakhs, finance costs of ₹ 15.80 Lakhs, and gratuity expense and leave encashment of ₹ (170.12) Lakhs, foreign exchange fluctuation profit of ₹ 69.31 Lakhs and a profit on sale of fixed assets of ₹ 7.18 Lakhs. Operating profit before working capital changes was ₹ 2,460.65 Lakhs for the period ended March 31, 2024.

The adjustments to operating profit before working capital changes included adjustments for (i) increase in trade payables of ₹ 463.96 Lakhs, (ii) increase in other current liabilities of ₹ 481.76 Lakhs, (iii) increase in provisions of ₹ 414.00 Lakhs (iv) increase in inventories of ₹ 252.72 Lakhs, (v) increase in trade receivables of ₹ 1,773.61 Lakhs, (vi) increase in loans and advances of ₹ 65.32 Lakhs, and (vii) increase in other current assets of ₹ 64.60 Lakhs. Direct taxes were paid during the period March 31, 2025 of ₹ 635.55 Lakhs.

For the year ended on March 31, 2023

Our net cash generated from operating activities was ₹ 2,854.08 Lakhs for the period ended March 31, 2023. Our operating profit before tax was ₹ 1918.44 Lakhs for the period ended March 31, 2023 which was primarily adjusted against Depreciation of ₹ 105.24 Lakhs, finance costs of ₹ 40.08 Lakhs, Provision For Doubtful Debt of ₹ 131.95 and gratuity expense and leave encashment of ₹ 13.34 Lakhs, foreign exchange fluctuation profit of ₹ 16.60 Lakhs and a profit on sale of fixed assets of ₹ 2.19 Lakhs. Operating profit before working capital changes was ₹ 2,190.28 Lakhs for the period ended March 31, 2023.

The main adjustments to operating profit before working capital changes included adjustments for (i) increase in trade payables of ₹ 374.39 Lakhs, (ii) increase in other current liabilities of ₹ 274.54 Lakhs, (iii) increase in provisions of ₹ 537.00 Lakhs, (iv) Increase in inventories of ₹ 99.24 Lakhs, (v) decrease in trade receivables of ₹ 158.23 Lakhs, (vi) increase in loans and advances of ₹ 99.86 Lakhs, and (vii) increase in other current assets of ₹ 121.26 Lakhs. Direct taxes paid during the period ended March 31, 2025 amounted to ₹ 360.00 Lakhs.

Cash Flows from Investing Activities

For the period ended March 31, 2025

Net cash flow used in investing activities for the period ended March 31, 2025 was ₹ 453.96 Lakhs. This was primarily on account of Purchase of Fixed Assets of ₹ 348.87 Lakhs and Investment of ₹ 211.31 Lakhs. This was partially offset Interest Received of ₹ 104.63 Lakhs and sale of fixed assets for Rs 1.60 Lakhs.

For the year ended on March 31, 2024

Net cash flow generated in investing activities for the period ended March 31, 2024 was ₹ 577.21 Lakhs. This was primarily on account of Redemption of Investment during the period of ₹ 638.17 Lakhs, and Interest Received of ₹ 35.92 Lakhs. This was partially offset by Purchase of Fixed Assets of ₹ 104.06 Lakhs and Sale of Fixed Assets of ₹ 7.18 Lakhs

For the year ended on March 31, 2023

Net cash flow used in investing activities for the period ended March 31, 2023 was ₹ 1,786.32 Lakhs. This was primarily on account of Investment made during the Period of ₹ 1,736.66 Lakhs and Purchase of Fixed Assets of ₹ 79.76 Lakhs. This was partially offset by Sale of Fixed Assets of ₹ 2.19 Lakhs and Interest Received of ₹ 27.91 Lakhs.

Cash Flows from Financing Activities

For the year ended March 31, 2025

Net cash flow used in financing activities for the period ended March 31, 2025 was ₹ 171.92 Lakhs. This was primarily on account of Repayment of Long-Term Borrowings of ₹ 8.87 Lakhs and Interest Paid of ₹ 48.06 Lakhs. This was partially offset by Proceeds from Short Term Borrowings of ₹ 115.00 Lakhs.

For the year ended March 31, 2024

Net cash flow used in financing activities for the period ended March 31, 2024 was ₹ 2,002.32 Lakhs. This was primarily on account of Interest Paid of ₹ 15.80 Lakhs, Repayment of Short-Term Borrowings of ₹ 183.28 Lakhs, Amount Paid on Buyback of shares ₹ 1,485.34 Lakhs, and Loan and Advances Given of ₹ 383.31 Lakhs. This was partially offset by Proceeds from Long Term Borrowings of ₹ 65.41 Lakhs

For the year ended March 31, 2023

Net cash flow used in financing activities for the period ended March 31, 2023 was ₹ 741.18 Lakhs. This was primarily on account of Repayment of Long-Term Borrowings of ₹ 112.84 Lakhs, Interest Paid of ₹ 40.08 Lakhs, Repayment of Short-Term Borrowings(net) of ₹ 136.32 Lakhs, and Loan and Advances Given of ₹ 451.94 Lakhs.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “*Restated Consolidated Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus.

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

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

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

OTHER MATTERS

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of debentures or repayment of deposits or repayment of loans from any bank or financial institution

Except as disclosed in chapter titled “*Restated Consolidated Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Financial Years.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our income from continuing operations identified above in ‘*Management’s Discussion and Analysis of Financial Condition and Results of Operations - Significant factors affecting our financial condition and results of operations*’ and the uncertainties described in ‘*Risk Factors*’ on pages 247 and 30 respectively.

Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page 30 and 246 of this Draft Red Herring Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

Future relationship between Costs and Income

Other than as described in the section titled “*Risk Factors*”, *Our Business* and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 30, 149 and 246 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part “Financial Year 2024-25 compared with financial year 2023-24 and Financial Year 2023-24 compared with Financial Year 2022-23” above.

Significant dependence on a single or few Suppliers or Customers

Significant proportion of our purchases have historically been derived from a limited number of suppliers. The % of Contribution of our supplier’s vis a vis the total purchases for the financial year ended March 31, 2025, 2024 and 2023 are as follows:

(Rs. In lakhs)

Particulars	FY 2024-25		FY 2023-24		FY 2022-23	
	Purchases	% of total Purchases	Purchases	% of total Purchases	Purchases	% of total Purchases
Top-5 Suppliers	5,818.65	50.10%	4,957.94	48.49%	4,264.54	44.77%
Top-10 Suppliers	6,832.16	58.83%	6,102.69	59.68%	5,827.59	61.17%
Total Purchases	11,614.07	100.00%	10,225.40	100.00%	9,526.30	100.00%

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 149 of this Draft Red Herring Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business is not subject to seasonal variations.

Competitive Conditions

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 133 and 149 respectively of this Draft Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for various purposes like capital expenditure, working capital requirements etc. For the Offer, our Company has obtained the necessary consents required under the relevant loan documentations for undertaking activities, such as change in its capital structure, change in its shareholding pattern or change or amendment to the constitutional documents of our Company.

As on the date of filing of this Draft Red Herring Prospectus, the overall borrowings of our Company do not exceed the overall limit as specified under Section 180(1)(c) of the Companies Act, 2013. Set forth below is a brief summary of all the borrowings of our Company together with a brief description of certain significant terms of such financing arrangements.

For details regarding the borrowing powers of our Board, please see “*Our Management –Borrowing Powers of the Board*” on page 193.

I. Secured Loans

The Company has taken the following secured loans from financial institutions:

S. No.	Name of Lender	Nature of Facility	Date of Sanction	Amount of Sanction (₹ In Lakhs)	Rate of Interest as per sanction letter (per annum)	EMI Amount (₹ In lakhs)	Security Offered	Tenure (Months)	Outstanding as on June 25, 2025 (Rs. In Lakhs)
1.	ICICI Bank	Cash Credit	June 13, 2024	3,295.00	Repo Rate + Spread of 3% plus applicable statutory levy, if any	NA	Primary: All Movable Fixed Assets in the name of the Company. Collateral: 1. Mortgage of Plot No - B- 8a, Right Hand Side Portio, Kalindi Colony, Delhi, 110065 2. Personal Guarantees of Nirmal Khandelwal, Abhinav Khandelwal, Madhu Khandelwal	12	7.24 positive Balance
		Working capital demand loan (WCDL) Sublimit of Cash Credit	June 13, 2024	(2,000.00)		NA			
		Working capital demand loan (WCDL) 1 Sublimit of Cash Credit	June 13, 2024	(800.00)		NA			
		Bank Guarantee (Financial) 1 Sublimit of Cash Credit	-	(61.00)		NA			
2.	ICICI Bank	Rupee Term Loan	June 13, 2024	500.00	Repo Rate + Spread of 2.5% plus applicable statutory levy	5.95		84	327.97
3.	ICICI Bank	Derivative	June 13, 2024	100.00		NA			
	Total			3,895.00					

* As certified by Bhojak Lunawat & Company, Chartered Accountants, pursuant to their certificate dated June 29, 2025.

Restrictive Covenants:

- For Facilities other than Cash Credit Overdraft Facilities, the Borrower agrees that it shall open the current account/

collection account /escrow account in line with the guidelines stipulated by RBI, vide the RBI Circular on Opening of Current Accounts by Banks Need for Discipline, dated August 6, 2020, as amended from time to time.

2. Collateral cover of 52.21% (pre LTV) to be maintained during currency of loan. In case of shortfall proportionate disbursement to be done.
3. The borrower shall obtain and maintain comprehensive insurance cover for the assets of the borrower during the tenor of the facility, to the satisfaction of ICICI Bank.
4. Borrower undertakes that the aforesaid facility shall be utilized by the Borrower for meeting its working capital requirements and the facility either in part or full will not be used for investment in capital market, land acquisition, acquiring equity shares of Indian companies, buyback of shares of Indian company, funding of promoters' contribution in the project or any other purpose, which is prohibited or illegal activity.
5. Borrower undertakes that facilities availed from ICICI Bank will not be diverted utilised to sister concern or for financing activity.
6. The Bank at its sole discretion may block /zeroise the drawing power in the account upon nonrenewal or non-submission of stock statements
7. The borrower shall not issue corporate guarantee on behalf of its subsidiary group concerns without prior written approval of ICICI Bank.
8. The borrower shall not invest, lend, extend, advances to group or Subsidiaries Company other than genuine trade transactions without prior written approval of ICICI Bank
9. Information will be obtained on quarterly basis regarding the unhedged foreign currency exposure of the Borrower. If the Borrower has unhedged foreign currency exposure, then the Bank will reserve a right to increase the pricing.
10. The borrower to route 100% of its business including sales turnover, forex and ancillary business if any through ICICI bank.
11. No Tenancy in the property mortgaged with the Bank shall be created without prior written approval of ICICI Bank

II. For Unsecured Loans from Directors, please refer the Restated Consolidated Financial Statements

(Amount in Rs. Lakhs)

Particulars	As at 31 st March 2025	As at 31 st March 2024	As at 31 st March 2023
From Directors (repayable on demand)	11.39	9.06	6.73
Total	11.39	9.06	6.73

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters, KMPs and SMPs, Subsidiaries and Group Companies.

*Our Board, in its meeting held on June 25, 2025 determined that other pending litigations involving the Company will be considered as material litigation (“**Material Litigation**”) if the aggregate amount involved in such individual litigation exceeds ₹ 111.302 lakhs. The said criteria of material litigations is the threshold which is lowest in value or expected impact with reference to materiality criteria as defined under SEBI ICDR Regulations, as amended from time to time.*

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds lower of 10% of Total Revenue of the Company and 20% of Total Purchases of the Company as per the latest Audited Restated Consolidated Financial Statements of the Company.

A. LITIGATION INVOLVING THE COMPANY

1. Criminal proceedings against the Company

1. Traffic challan cases bearing numbers TC/1160/2024, TC/1161/2024, TC/1215/2024, TC/6765/2022, TC/3426/2024 and TC/6330/2025 have been filed against our Company and are currently pending. However, since no case papers have been received, we have included a suitable *Risk Factor* on this page 30 for cautionary disclosure.

2. Criminal proceedings filed by the Company

Our Company, FCML Distributors Private Limited (now FCML Distributors Limited) (FCML Distributors)) has filed Criminal Complaint no. 9297/2025 U/S 138 read with Section 142 of the Negotiable Instruments Act, 1881 against Ten on Ten Habitat Private Limited & its 2 Directors (Accused) in the Court of Court of Chief Judicial Magistrate, Tis Hazari Courts, Delhi on May 17, 2025. FCML Distributors has alleged that the accused had purchased goods on credit for ₹ 55,53,390/-. On repeated request by FCML Distributors for payment and failure of payment, a settlement was arrived amongst the Accused, FCML Surfaces Private Limited (FCML Surfaces) and FCML Distributors, whereunder it was agreed that the Accused will pay ₹ 56,39,037 (Settled Amount) in full and final settlement of liabilities of both FCML Surfaces and FCML Distributors. The Accused gave 12 Post dated cheques towards the Settled Amount out of which 11 cheques were towards payment of FCML Distributors and 1 cheque for FCML Surfaces. The accused had issued cheque no 166935 dated January 15, 2025 for ₹ 5,00,000/- drawn on Axis Bank Nehru Place, New Delhi. The above-mentioned cheque was presented and was returned unpaid on February 25, 2025 with the reason “Funds Insufficient”. A legal notice dated March 20, 2025 was sent to the accused and on non-payment the complaint has been filed which is still pending in the court.

3. Other pending material civil litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding other material civil litigations filed against the Company.

4. Other pending material civil litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding other material civil litigations filed by the Company.

5. Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

(c) Other pending material civil litigations against the Promoters & Directors of the Company

1. Arohan Walia, an ex-employee of our Company, who was appointed as Sales Manager on October 06, 2022. He tendered his resignation on health grounds on September 21, 2023 and also gave the mandatory one-month notice. He has filed civil suit no CS DJ/3407/ 2024 in the court of District Judge, Saket Courts Delhi with the allegation that the Company had failed to clear his dues of ₹ 4,06,916.00 alongwith interest @ 24% per annum till realisation upon his resignation. Our Company has duly filed its reply to the Plaint and alleged that after the six months' probation the Plaintiff was confirmed and subsequently had signed and accepted the updated terms of appointment and incentives dated September 17, 2023 as per which the notice period was 2 months, instead of 1 month and post resignation no incentive was to be paid. It was further alleged that the company had provided specialized training conducted by a certified trainer for 10-15 days in Delhi. The Company had covered all expenses for his flights and stay in Delhi during the training. Therefore, nothing was payable by the Company and on the other hand, the employee was under an obligation to pay a sum of ₹ 16,467.61/- The Company has requested the Court to dismiss the Employee's suit with heavy cost. Matter is still pending before the Court.

2. Prabhajeet Singh Luthra, has filed a complaint numbering 20/ 2020 under Section 15(2) of Payment of Wages Act, 1936 before Labour Court, Jabalpur, M.P. against our Directors Abhinav Khandelwal and Nirmal Khandelwal and Surendra Kumar Sharma (Operation Head) seeking ₹1,71,805 as final settlement dues and ₹1,50,000 as compensation for mental and physical agony. He alleges that he was employed as an HR Manager and following his resignation, he was not paid his dues by the respondents. Reply has been filed on behalf of the respondents challenging the case on the ground of the Jabalpur court not having territorial jurisdiction over the case and non-joinder of necessary party, contending that the complainant's employer, FCML Distributors Private Limited has not been made a party to the case, making it defective due to non-joinder of necessary parties. The respondent has requested that the case be dismissed. Matter is still pending adjudication.

(d) Other pending material civil litigations filed by the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no other pending material civil litigations initiated by the Promoters & Directors.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE SUBSIDIARY/ GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Criminal proceedings against the Subsidiary or Criminal Proceedings against the Group company of the Company which have a material impact on the Company.

(b) Criminal proceedings filed by the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no Criminal proceedings by the Subsidiary or Criminal Proceedings by the Group company of the Company which have a material impact on the Company.

(c) Other pending material civil litigations against the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated against the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material civil litigations by the Subsidiary/Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated by the Subsidiary/ Group company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Subsidiary/ Group company of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Subsidiary/ Group company of the Company.

D. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) AND SENIOR MANAGERIAL PERSONS (SMPs) OF THE COMPANY

(a) Criminal proceedings against the KMPs and SMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Key Managerial Personnel and Senior Management Personnel of the Company.

(b) Criminal proceedings filed by the KMPs and SMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of the Company.

(c) Actions by statutory and regulatory authorities against the KMPs and SMPs

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Key Managerial Personnel and Senior Management Personnel.

E. TAX PROCEEDINGS

Nature of Proceedings	Number of cases	Amount involved* (₹ in lakhs)	Status (Description)
Of the Company			
Direct Tax (Income Tax)	1	0.93	1. AY 2017-18 (a) A Notice of Demand u/s 156 dated November 26, 2019 for Rs.93,040 was received.
Direct Tax (TDS)	Nil	Nil	NA
Indirect Tax (GST)	5	335.83	1. GST Delhi. (a) One ASMT-10 notice dated February 02, 2024 informing discrepancies amounting to ₹2,28,08,240 on account of difference as per Statements GSTR 3B and GSTR-1 and as per e-Way Bills and of ₹78,460.80 on account of delayed filing of GSTR-3B. The company submitted the reply on March 11, 2024 via ASMT-11. 2. GST Uttar Pradesh (a) An intimation of tax ascertained to be payable u/s 73(5)/74(5) of CGST Act, 2017 for Rs.39,388/- dated June 20, 2025 for FY 2018-19 has been received 3. GST Maharashtra (Mumbai) (a) One ASMT-10 Notice dated December 29, 2023 was issued informing the discrepancies noticed in the statements submitted by the Company on the following grounds: 1) Excess ITC claimed in GSTR 3B/9 which is not confirmed in GSTR 2A or 8A of GSTR 9: 2) Excess claim of ISD ITC in GSTR-3B compared with GSTR-9 3) Difference between RCM ITC and RCM TAX as per GSTR-3B- 4) Less RCM Liability disclosed in GSTR 9/3B/4 than shown by suppliers in GSTR-1 Total tax liability on account of above issues is ₹61,12,415/-. The company filed its reply on January 30, 2024. Now an intimation of tax ascertained to be payable u/s 73(5)/74(5) of CGST Act, 2017 for Rs.79,65,376/- dated June 12, 2025 has been received. Our Company has submitted the reply to the notice on June 28, 2025. (b) One ASMT-10 Notice dated January 01, 2025 was issued informing the discrepancies noticed in the statements submitted by the Company on account of excess ITC availed of ₹18,95,559/-. The company filed its reply on February 04, 2025.

			(c) There is a tax appeal filed by M/s FCML Projects (subsequently taken over by our Company), holder of TIN 27710055672V, against an assessment order for the financial year 2011-12 passed by the Assistant Commissioner of Sales Tax (Business Audit-3), Mumbai. The order had raised a demand of ₹8,26,479 under the Maharashtra Value Added Tax (MVAT) Act, 2002. The appellant contested the disallowance of goods return worth ₹36.26 lakh and input tax credit (ITC) adjustments, claiming that all relevant documents were submitted but not considered. Additional grounds included incorrect disallowance of ITC for branch transfers and exclusion of excess credit from the prior year. Despite issuance of multiple hearing notices, the appellant failed to attend, and was eventually found to have vacated its registered business premises. As no representation was made, the appeal was dismissed ex-parte on 29.04.2024. Credit for ₹50,000 already paid was acknowledged, and recovery proceedings were directed for the balance dues of ₹7,76,480. Subsequently, an application has been filed by our Company to restore the appeal on the ground that the business in the FCML Projects had ceased operations with effect from April 01, 2013 and that they had not received any notices which were sent on the business address as mentioned in the VAT registration certificate.
Of the Promoters and Directors			
Direct Tax (Income Tax) - Abhinav Khandelwal	1	0.28	There is one outstanding demand of ₹24,210/- and accrued interest thereon of ₹3,872 for AY 2022-23 created on February 21, 2024.
Direct Tax (Income Tax) - Nirmal Khandelwal	2	Unascertainable ⁽¹⁾	1. AY 2018-19 A Notice u/s 148 dated August 31, 2024 enclosing the order u/s 148A for reassessment of the Income has been issued. As per the order u/s 148A dated August 31, 2024, there has been unexplained credits of ₹9,93,93,614/- in the bank accounts of the assessee. Our promoter has submitted his reply on October 14, 2024.
		Unascertainable ⁽²⁾	2. AY 2019-20 A show cause notice dated March 07, 2025 under Clause (1) of Section 148A has been issued as to why proceedings under section be not started against the assessee as there have certain income that has escaped assessment. It is alleged that the credits received in the Bank Account of the Director are not in proportion to his income as shown in the ITR. Our Director has submitted the detailed reply on March 17, 2025 explaining the nature of credits of ₹3,33,80,751/- received in the bank accounts. The proceedings are still going on and final order is yet to be received.
Direct Tax (Income Tax) – Neela Kothari	2	Unascertainable ⁽³⁾	a. There is a hearing notice of appeal under section 250 of IT Act against the order u/s 271(1)(c) of IT Act, 1961 for the Assessment year 2016-17. b. She had received summons dated February 28, 2023 under the Black Money (Undisclosed Foreign Income and Assets) and Imposition of Tax Act, 2015 (“BMA”) in relation to certain shareholdings in an overseas

			company. Reply dated March 4, 2023 has been filed by her wherein she has alleged that these investments were made much earlier by her parents from declared Indian income and were subsequently transferred to her sister. Further, appeals filed by her and her relatives had been disposed in their favour. Therefore, no fresh assessment proceedings can be initiated against her, as the matter had become time barred under section 11 of the BMA. Further, vide order dated April 29, 2025, second appeals filed by her relatives and the Revenue Department have been disposed by ITAT. Though the appeal by Neela Kothari is still sub-judice before the Hon'ble ITAT she may be also able to get a favourable order in her appeal.
Direct Tax (TDS)	NIL	NIL	NIL
Indirect Tax (GST)	NIL	NIL	NIL
Of the KMPs and SMPs			
Direct Tax (Income Tax) – Anupam Sodhi	3	1.27	Outstanding Demand of Rs. 80,738 u/s 143(1) for AY 2003-04, Rs.44,890 u/s 143(1)(a) for AY 2011-12 and Rs.930 u/s 143(1)(a) for AY 2016-17
Direct Tax (TDS)	NIL	NIL	NIL
Indirect Tax (GST)	NIL	NIL	NIL

- (1) The amount of Rs.993.94 Lakh is the amount of additional credit received in the bank account as per the notice received. The tax liability has not been finalised.
- (2) The amount of Rs.333.81 Lakh is the amount of income which has escaped assessment as per the notice received. The tax liability has not been finalised.
- (3) The order of the appeal is yet to be received.
- (4) The matter is still pending and tax liability has not been determined.

F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding ₹ 1,996.325 lakhs of our Company's total Trade payables as per Restated Consolidated Financial Statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding lower of 10% of Total Revenue of the Company and 20% of Total Purchases of the Company as per the latest Restated Consolidated Financial Statements of the Company as material dues for the Company. The Total Revenue and Total Purchases for FY 2024-25 were ₹ 19,963.25 lakhs and ₹ 11,614.07 lakhs, respectively. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 1,996.325 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on June 25, 2025. Based on these criteria, details of outstanding dues owed as on March 31, 2025 by our Company on are set out below:

			(₹ in lakhs)
Types of creditors	Number of creditors	Amount involved	
A. Micro, small and medium enterprises	9	45.70	

B. Other Creditors	140	2990.22
Total (A+B)	149	3035.92
C. Material Creditors	-	-

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2025 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://www.fcmlindia.com/investor_new.php It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 246 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Offer or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “Key Industry Regulations and Policies” at page 180 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE OFFER

The following approvals have been obtained in connection with the Offer:

Corporate Approvals:

- a) The Board of Directors have, pursuant to the applicable provisions of the Companies Act, 2013, by a resolution passed at its meeting held on May 30, 2025 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to the applicable provisions of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on June 07, 2025 authorized the Offer.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated June 29, 2025.

Approval from the Stock Exchange:

In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Offer.

Agreements with NSDL and CDSL:

- a) The Company has entered into an agreement dated May 19, 2025 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Cameo Corporate Services Limited for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated June 09, 2025 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Cameo Corporate Services Limited for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE1JPK01016.

Lenders’ No Objection Certificate (NOC)

We have obtained No Objection Certificates (NOC) from the sole lender of the Company, ICICI Bank Limited dated March 01, 2025.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	Certificate is in the name of	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of FCML Distributors Private Limited	FCML Distributors Private Limited	U51909DL2003PTC122492	The Companies Act, 1956	Registrar of Companies, NCT of Delhi and Haryana	October 06, 2003	Valid Until Cancelled
2.	Certificate of Incorporation on change of name from 'FCML Distributors Private Limited' to 'FCML Distributors Limited'	FCML Distributors Limited	U51909DL2003PLC122492	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	April 08, 2025	Valid Until Cancelled

III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	FCML Distributors Limited	AAACF7824Q	Income Tax Act, 1961	Income Tax Department, Government of India	Last updated on April 25, 2025	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	FCML Distributors Limited	DELF02527A	Income Tax Act, 1961	Income Tax Department, Government of India	Issued on June 25, 2004 (Updated on May 02, 2025)	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (GST), Delhi ⁽¹⁾	FCML Distributors Private Limited	07AAACF7824Q1 Z4	Central Goods and Services Tax Act, 2017	Department of Trade and Taxes, Government of NCT of Delhi	Issued on September 18, 2017 w.e.f. July 01, 2017	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (GST), Haryana ⁽²⁾	FCML Distributors Private Limited	06AAACF7824Q1 Z6	Central Goods and Services Tax Act, 2017	Excise and Taxation Department, Government of Haryana	Issued on September 23, 2017 w.e.f. July 01, 2017	Valid Until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
5.	Certificate of Registration of Goods and Services Tax (GST), Maharashtra ⁽³⁾	FCML Distributors Limited	27AAACF7824Q1 Z2	Central Goods and Services Tax Act, 2017	Department of Goods and Services Tax, Government of Maharashtra	Issued w.e.f. July 01, 2017, last updated on June 05, 2025	Valid Until Cancelled
6.	Certificate of Enrolment of Profession Tax (Maharashtra)	FCML Distributors Private Limited	99692041637P	Maharashtra State Tax on Professions, Trades, Calling and Employments Act, 1975	Profession Tax Officer Registration Branch Mumbai	June 05, 2013	Valid Until Cancelled
7.	Certificate of Registration of Profession Tax (Maharashtra)	FCML Distributors Private Limited	27070984896P	Maharashtra State Tax on Professions, Trades, Calling and Employments Act, 1975	Profession Tax Officer, Registration Branch Mumbai	June 05, 2013	Valid Until Cancelled

(1) Includes the following places of business:

i. A 217, OKHLA INDUSTRIAL AREA, PHASE-1, South East Delhi, Delhi, 110020

ii. Khasra NO 369, 0, M G ROAD, SULTANPUR VILLAGE, South Delhi, Delhi, 110047

iii. Khasra No. 1005,1006,1007 and 1008, Phirni Road, Near oberoi farm, near Mansa Ram School, Kaphasera Village, South Delhi, Delhi, 110037

(2) Includes the following places of business:

i. 33-34 MEGA CITY MALL, M G ROAD, GURGAON, Gurgaon, Haryana, 122001

(3) Includes the following places of business:

i. Floor No 2, Unti No 56, Evergreen Industrial Estate, Shakti Mills Lane, Jacob Circle, Mahalaxmi, Mumbai, Maharashtra, 400001

ii. 2ND FLOOR, UNIT NO S 10, SHREE LAXMI MILLS ESTATE LTD, MAHALAXMI, Mumbai, Maharashtra, 400011

iii. Unit No. 1,2,3 and 4, Building No B -4 Green Space, Mumbai-Nasik Highway, Vahuli Bhiwandi, Thane, Maharashtra, 421101

iv. Unit No. 7, 8 & 9, Building No B-1, Green Space, vahuli, Bhiwandi, Thane, Maharashtra, 421302

v. A 3, GLOBAL INFRA, Nashik Highway, opp shangrila, kukse, Thane, Maharashtra, 421302

(We have applied for removal of iii, iv, v from their GST certificate, as these do not pertain to our business)

B. BUSINESS OPERATIONS RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	FCML Distributors Limited	UDYAM-DL-08-0000801	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises,	July 28, 2020	Valid Until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
					Government of India		
2.	Legal Entity Identifier Certification	FCML Distributors Private Limited	254900AX0N3KJ64 YER07	RBI Guidelines	Legal Entity Identifier India Private Limited	November 14, 2018	November 04, 2025
3.	Certificate of Importer-Exporter Code (IEC)	FCML Distributors Private Limited	0512079579	The Foreign Trade (Development and Regulation) Act, 1992	Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	February 01, 2013	Valid until Cancelled

C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds	FCML Distributors Private Limited	DSNHP0032233000	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	EPFO	March 13, 2015	Valid Until Cancelled
2.	Employees' State Insurance Registration	FCML Distributors Private Limited	20000626340001001	Employees' State Insurance Act, 1948	ESIC	Verified from the ESIC portal	Valid Until Cancelled
3.	Shops & Establishments Registration for office at "A217 Okhla Industrial Area Phase I New Delhi -110020"	FCML Distributors Private Limited	2014029816	Delhi Shops & Establishments Act, 1954	Department of Labour Government of NCT of Delhi	July 23, 2014	Valid Until Cancelled
4.	Shops & Establishments Registration for the showroom at S_10, Laxmi Woolen Mills Estate, Off Dr E. Moses Road, Mahalaxmi, Mumbai Maharashtra-	FCML Distributors Private Limited	820101028/GS Ward /Commercial II	Maharashtra Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2017	Department of Labour, Government of Maharashtra	February 22, 2020	Valid Until Cancelled

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	400011						
5.	Shops & Establishments Registration for the Office at Unit no 56, Floor No:2, Evergreen Industrial Tenants Welfare Ass., Off Dr. E. Moses Road, Mahalaxmi Mumbai 400011, Shakti Mill Lane, Lower Parel, Mumbai	FCML Distributors Private Limited	820390251/ GS Ward/ Commercial II	Maharashtra Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2017	Department of Labour, Government of Maharashtra	May 14, 2025	Valid Until Cancelled
6.	Shops & Establishments Registration for the showroom at Plot No.369, Sultanpur Chowk, Mehrauli Gurgaon Road, New Delhi-110030	FCML Distributors Private Limited	2014029822	The Delhi Shops and Establishments Act, 1954	Department of Labour, Government of NCT of Delhi	July 23, 2014	Valid Until Cancelled
7.	Shops & Establishments Registration for the showroom at 1005100610071 008 Kapashera Village near Mansa Ram School, Delhi 110037	FCML Distributors Private Limited	2018056412	The Delhi Shops and Establishments Act, 1954	Department of Labour, Government of NCT of Delhi	December 21, 2018	Valid Until Cancelled
8.	Labour Identification Number (LIN) Certification	FCML Distributors Private Limited	1-2297-8805-3	Labour Laws	Ministry of Labour & Employment	Verified from the Shram Suvidha Portal	Valid Until Cancelled

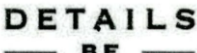
D. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	fcmlindia.com	PDR Ltd. d/b/a PublicDomainRegistry.com / 303	May 17, 2004	May 17, 2032
2.	bathdetails.com	GoDaddy.com, LLC / 146	September 30, 2020	September 30, 2026

E. THE DETAILS OF INTELLECTUAL PROPERTY RIGHTS REGISTRATION:

Our Company has the following Trademarks “Registered” in our name:

Sr. No.	Description	Certificate is in the name of	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration for Trade Mark with type “Word”	FCML Distributors Private Limited	Certificate No. 3732361 Bathdetails	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	September 15, 2024	March 01, 2034
2.	Registration for Trade Mark with Type “Device”	FCML Distributors Private Limited	Certificate No. 3082901 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	October 05, 2021	October 06, 2031
3.	Registration for Trade Mark with Type “Device”	FCML Distributors Private Limited	Certificate No. 3083362 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	October 06, 2021	October 06, 2031
4.	Registration for Trade Mark with MarkType “Device”	FCML Distributors Private Limited	Certificate No. 2913109 	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	February 21, 2021	February 12, 2031
5.	Registration for Trade Mark with MarkType “Device”	FCML Distributors Private Limited	Certificate No. 924290 	35	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	February 04, 2011	August 17, 2028 (Renewed)
6.	Registration for Trade Mark with type “Word”	FCML Distributors Private Limited	Certificate No. 3795517 Aquavella	11	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	December 04, 2024	May 14, 2034
7.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3082087	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	October 05, 2022	October 04, 2032
8.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3082166	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	October 05, 2022	October 06, 2031

9.	Registration for Trade Mark	FCML Distributors Limited	Certificate No. 302021000132323 	11	Industrial Property Code (CIP), 2005	Italian Patent and Trademark Office	July 20, 2021	July 19, 2031
10.	Registration for Trade Mark	FCML Distributors Limited	Certificate No. 302021000077168 	11	Industrial Property Code (CIP), 2005	Italian Patent and Trademark Office	26 April 2021	26 April 2031
11.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3868014 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	June 06, 2025	September 16, 2034
12.	Registration for Trade Mark	FCML Distributors Private Limited	Certificate No. 3867967 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	June 06, 2025	September 16, 2034

Note: Some of the approvals are in the earlier name of the Company i.e., FCML Distributors Private Limited and the Company has applied or will be applying for the change in the name i.e., FCML Distributors Limited in due course.

IV. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

The following Trademarks have been applied for by our Company:

Applications Made for Trademark:								
Sr. No.	Description	Certificate is in the name of	Application Number	Class	Applicable Laws	Application made to	Date of Application	Status
1.	Registration for Trade Mark	FCML Distributors Limited	6847667	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
2.	Registration for Trade Mark	FCML Distributors Limited	6847668	7	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
3.	Registration for Trade Mark	FCML Distributors Limited	6847669	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
4.	Registration for Trade Mark	FCML Distributors Limited	6847670	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
5.	Registration for Trade Mark	FCML Distributors Limited	6847671	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
6.	Registration for Trade Mark	FCML Distributors Limited	6847672	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
7.	Registration for Trade Mark	FCML Distributors Limited	6847673	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
8.	Registration for Trade Mark	FCML Distributors Limited	6847674	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass

9.	Registration for Trade Mark	FCML Distributors Limited	6847675	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
10.	Registration for Trade Mark	FCML Distributors Limited	6847676 fcml	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
11.	Registration for Trade Mark	FCML Distributors Limited	6847677 fcml	7	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
12.	Registration for Trade Mark	FCML Distributors Limited	6847678 fcml	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
13.	Registration for Trade Mark	FCML Distributors Limited	6847679 fcml	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
14.	Registration for Trade Mark	FCML Distributors Limited	6847680 fcml	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
15.	Registration for Trade Mark	FCML Distributors Limited	6847681 fcml	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
16.	Registration for Trade Mark	FCML Distributors Limited	6847682 fcml	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
17.	Registration for Trade Mark	FCML Distributors Limited	6847683 fcml	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
18.	Registration for Trade Mark	FCML Distributors Limited	6847684 fcml	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 08, 2025	Formalities Check Pass
19.	Registration for Trade Mark	FCML Distributors Limited	6899395 fcml Interior Lifestyle Product Company BESPOKE TILES & SURFACES	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 11, 2025	Formalities Check Pass
20.	Registration for Trade Mark	FCML Distributors Limited	6899396 fcml Interior Lifestyle Product Company BESPOKE TILES & SURFACES	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 11, 2025	Formalities Check Pass
21.	Registration for Trade Mark	FCML Distributors Limited	6899397 fcml Interior Lifestyle Product Company BESPOKE TILES & SURFACES	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 11, 2025	Formalities Check Pass
22.	Registration for Trade Mark	FCML Distributors Limited	6899398 fcml Interior Lifestyle Product Company BESPOKE TILES & SURFACES	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 11, 2025	Formalities Check Pass
23.	Registration for Trade Mark	FCML Distributors Limited	6899399 fcml Interior Lifestyle Product Company BESPOKE TILES & SURFACES	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 11, 2025	Formalities Check Pass
24.	Registration for Trade Mark	FCML Distributors Limited	6897626 fcml Interior Lifestyle Product Company KITCHENS	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass

25.	Registration for Trade Mark	FCML Distributors Limited	6897627 fcml Interior Lifestyle Product Company KITCHENS	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
26.	Registration for Trade Mark	FCML Distributors Limited	6897628 fcml Interior Lifestyle Product Company KITCHENS	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
27.	Registration for Trade Mark	FCML Distributors Limited	6897629 fcml Interior Lifestyle Product Company KITCHENS	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
28.	Registration for Trade Mark	FCML Distributors Limited	6897630 fcml Interior Lifestyle Product Company KITCHENS	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
29.	Registration for Trade Mark	FCML Distributors Limited	6897631 fcml Interior Lifestyle Product Company KITCHENS	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
30.	Registration for Trade Mark	FCML Distributors Limited	6897632 fcml Interior Lifestyle Product Company KITCHENS	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
31.	Registration for Trade Mark	FCML Distributors Limited	6897633 fcml Interior Lifestyle Product Company KITCHENS	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
32.	Registration for Trade Mark	FCML Distributors Limited	6897691 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
33.	Registration for Trade Mark	FCML Distributors Limited	6897692 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	7	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
34.	Registration for Trade Mark	FCML Distributors Limited	6897693 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
35.	Registration for Trade Mark	FCML Distributors Limited	6897694 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
36.	Registration for Trade Mark	FCML Distributors Limited	6897695 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
37.	Registration for Trade Mark	FCML Distributors Limited	6897696 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
38.	Registration for Trade Mark	FCML Distributors Limited	6897697 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
39.	Registration for Trade Mark	FCML Distributors Limited	6897698 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
40.	Registration for Trade Mark	FCML Distributors Limited	6897699 fcml Interior Lifestyle Product Company BATHROOM WELLNESS	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
41.	Registration for Trade Mark	FCML Distributors Limited	6897707 fcml Interior Lifestyle Product Company BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass

42.	Registration for Trade Mark	FCML Distributors Limited	6897708  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	7	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
43.	Registration for Trade Mark	FCML Distributors Limited	6897709  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
44.	Registration for Trade Mark	FCML Distributors Limited	6897710  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
45.	Registration for Trade Mark	FCML Distributors Limited	6897711  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
46.	Registration for Trade Mark	FCML Distributors Limited	6897712  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
47.	Registration for Trade Mark	FCML Distributors Limited	6897713  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
48.	Registration for Trade Mark	FCML Distributors Limited	6897714  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
49.	Registration for Trade Mark	FCML Distributors Limited	6897715  BATHROOM WELLNESS BESPOKE TILES & SURFACES WOOD FLOORS KITCHENS	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	March 10, 2025	Formalities Check Pass
50.	Registration for Trade Mark	FCML Distributors Limited	6868637  WOOD FLOORS	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
51.	Registration for Trade Mark	FCML Distributors Limited	6868638  WOOD FLOORS	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
52.	Registration for Trade Mark	FCML Distributors Limited	6868639  WOOD FLOORS	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
53.	Registration for Trade Mark	FCML Distributors Limited	6868640  WOOD FLOORS	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
54.	Registration for Trade Mark	FCML Distributors Limited	6868641  WOOD FLOORS	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
55.	Registration for Trade Mark	FCML Distributors Limited	6868658  WOOD FLOORS	6	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
56.	Registration for Trade Mark	FCML Distributors Limited	6868659  WOOD FLOORS	7	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass

57.	Registration for Trade Mark	FCML Distributors Limited	6868660 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
58.	Registration for Trade Mark	FCML Distributors Limited	6868661 	19	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
59.	Registration for Trade Mark	FCML Distributors Limited	6868662 	20	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
60.	Registration for Trade Mark	FCML Distributors Limited	6868663 	35	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
61.	Registration for Trade Mark	FCML Distributors Limited	6868664 	40	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
62.	Registration for Trade Mark	FCML Distributors Limited	6868665 	42	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
63.	Registration for Trade Mark	FCML Distributors Limited	6868666 	37	Trade Marks Act, 1999	Trade Mark Registry, Delhi	February 20, 2025	Formalities Check Pass
64.	Registration for Trade Mark	FCML Distributors Limited	6625768 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	September 16, 2024	Opposed
65.	Registration for Trade Mark	FCML Distributors Limited	6625771 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	September 16, 2024	Formalities Check Pass
66.	Registration for Trade Mark	FCML Distributors Limited	6625772 	11	Trade Marks Act, 1999	Trade Mark Registry, Delhi	September 16, 2024	Formalities Check Pass

V. APPROVALS OR LICENSES PENDING TO BE APPLIED:

NIL

SECTION VIII-OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

Corporate Approvals

The Offer has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated May 30, 2025, and our Shareholders pursuant to a special resolution passed at their Extra-Ordinary General Meeting dated June 07, 2025 as per applicable provisions of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. It is confirmed that all the three Promoter Selling Shareholders have held the offered shares for more than 1 Year as on the date of the Draft Red Herring Prospectus.

This Draft Red Herring Prospectus has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on June 29, 2025. For further details, see “*The Offer*” on page 62.

Offer for Sale

Each of the Promoter Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Promoter Selling Shareholder	Type	Date of Authorization Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale
Abhinav Khandelwal	Promoter Selling Shareholders	June 20, 2025	8273269	Up to 57,600
Nirmal Khandelwal	Promoter Selling Shareholders	June 21, 2025	6738810	Up to 8,00,400
Madhu Khandelwal	Promoter Selling Shareholders	June 21, 2025	1668003	Up to 2,88,000

Each of the Promoter Selling Shareholders, severally and not jointly, confirm that it is in compliance with applicable provisions of the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

This Draft Red Herring Prospectus has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on June 29, 2025. For further details, see “*The Offer*” on page 62.

In-principle Listing Approvals

Our Company has obtained In-principle approval from BSE Limited vide their letter dated [●] to use the name of BSE Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange for the purpose of this Offer.

Prohibition by SEBI or Government Authorities

Our Company, Promoters, members of the Promoter Group, Directors, Promoter Selling Shareholders or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

Prohibition By RBI

Neither our Company nor our Promoters, nor Promoter Group, nor our Directors have been identified as a wilful defaulter or fraudulent borrowers, as defined in SEBI ICDR Regulations, 2018 or by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any

of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 264 of this Draft Red Herring Prospectus.

Compliance under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are in any manner associated with the securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoter and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 30, 206 and 264 respectively, of this Draft Red Herring Prospectus.

Eligibility for the Offer

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (2) of the SEBI ICDR Regulations including the following:

“An issuer, whose post offer paid up capital is more than ten crore rupees and upto twenty- five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.”

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and / or other eligibility conditions of SME Platform of BSE Limited (“**BSE SME**”) in accordance with the Restated Consolidated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

- a) Our Company was incorporated on October 06,2003, under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana.
- b) As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹ 16,68,00,860 Lakhs comprising of 1,66,80,086 Equity Shares of ₹ 10/- each and the post-offer paid-up capital (face value) will be ₹ [●] Lakhs comprising up to [●] Equity Shares which shall be below ₹25 crores.
- c) As per the Restated Consolidated Financial Statements, our Company has net worth at least ₹1 Cr for 2 preceding full financial years depicted as follows:

(₹ in Lakhs)

Particulars	As on March 31, 2025	As on March 31, 2024	As on March 31, 2023
Net Worth	7,605.62	5,377.03	4,949.05

- d) Based on the Restated Consolidated Financial Statements, Company’s Net Tangible Assets for the full financial year ended March 31, 2024 was more than ₹ 3 Crores and the working is given below:

(₹ in Lakhs)

Particulars	March 31, 2025
Net Worth	7,605.62
Less: Intangible Assets	627.64
Net Tangible Assets	6,977.98

- e) Our Company was incorporated on October 06, 2003 and has a track record of 22 years.
- f) Our Company has operating profits (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Consolidated Financial Statements, details as below:

(₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net Profit before Tax	3043.91	2580.50	1918.44
Add: Interest Cost	27.16	2.78	24.48
Add: Depreciation and Amortisation Expenses	100.28	110.96	105.24
Less: Other Income	199.50	218.69	66.69
EBITDA	2971.85	2475.55	1981.47

- g) The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2025 was 0.05 which is less than the limit of 3:1. The working is given below:

(₹ in Lakhs)

Particulars	March 31, 2025
Long Term Borrowings	56.54
Short Term Borrowings	290.97
Total Debt (A)	347.51
Paid-up Share Capital	1,112.01
Reserves created out of the profits and debit or credit balance of profit and loss account	6,493.62
Net worth (B)	7,605.62
Debt-Equity Ratio (A / B)	0.05

- h) We are not proposing any Repayment of Loan from Promoter, Promoter Group or any related party, from the offer proceeds, whether directly or indirectly.
- i) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and promoting companies.
- j) There is no winding up petition against the company, which has been admitted by NCLT / Court of competent jurisdiction or a liquidator has not been appointed.
- k) Our company has ensured that none of the merchant bankers involved in the IPO have instances of any of their IPO draft offer documents filed with the BSE being returned in the past 6 months from the date of application.
- l) Our Company confirms that no regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past in respect of Promoter/Promoting Company(ies), Group Companies, companies promoted by the Promoter/Promoting Company(ies) of our Company.
- m) None of our Promoters/Directors (other than Independent Directors) are/were Promoters/Directors of any company which was compulsorily delisted by any stock exchange nor were their trading suspended on account of non-compliance.
- n) None of our Directors were ever disqualified/ debarred by any of the regulatory authorities.
- o) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, Promoter/Promoting Company(ies), Group Companies, companies promoted by the Promoter/Promoting Company(ies).
- p) We have disclosed the details of our Company, Promoter/Promoting Company(ies), Group Companies, companies promoted by the Promoter/Promoting Company(ies) litigation record, the nature of litigation, and status of litigation.

For details, please refer the chapter “*Outstanding Litigation and Material Developments*” on page 264 of this Draft Red Herring Prospectus.

- q) Offer for sale (OFS) by Promoter Selling Shareholders in SME IPO shall not exceed 20% of the total offer size and selling shareholders cannot sell more than 50% of their holding.
- r) The Company has a website: www.fcmlindia.com
- s) The application for listing of the equity shares of our company has not been rejected by the BSE in the last 6 complete months.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform. BSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
 - a. Tripartite agreement dated June 09, 2025, with NSDL, our Company and Registrar to the Offer;
 - b. Tripartite agreement dated May 19, 2025, with CDSL, our Company and Registrar to the Offer;
 - c. The Company’s shares bear an ISIN: INE1JPK01016
- The entire pre-offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shareholding held by the Promoters as on the date of DRHP is in dematerialised form.
- The entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Offer*” on page 98 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- B. None of our Promoters or Directors is Promoter or Directors of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors is a willful defaulter or Fraudulent Borrower.
- D. None of our Promoters or Directors has been declared as a fugitive economic offender under Economic Offenders Act, 2018.
- E. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the Company

We further confirm that:

1. We further confirm that we shall be complying with all the other requirements as laid down for such Offer under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this offer will be 100% underwritten and that the Book Running Lead Managers to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to section titled “General Information – Underwriting” beginning on page 77 of this Draft Red Herring Prospectus.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Managers submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Managers and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (“BSE SME”). For further details of the arrangement of market making please refer to section titled “General Information- Details of the Market Making Arrangements for this Offer” beginning on page 78 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the Offer shall be greater than or equal to two hundred, failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws
6. We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
7. Our Company is an ‘unlisted issuer’ in terms of the SEBI (ICDR) Regulations; and this Offer is an ‘Initial Public Offer’ in terms of the SEBI (ICDR) Regulations

DISCLAIMER CLAUSE OF SEBI

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS (INDCAP ADVISORS PRIVATE LIMITED AND MARWADI CHANDRANA INTERMEDIARIES BROKERS PRIVATE LIMITED) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 29, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE

V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, NCT OF DELHI AND HARYANA IN TERMS OF THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013.

Note:

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, NCT of Delhi and Haryana in terms of the applicable provisions of the Companies Act, 2013.

Disclaimer from our Company, our Directors, Promoter Selling Shareholders and the BRLMs

Our Company, the Directors, Promoter Selling Shareholders and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.fcmlindia.com or the websites of the members of our Promoter Group would be doing so at his or her own risk. It is clarified that neither the Promoter Selling Shareholder, nor their affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Promoter Selling Shareholder in relation to itself and/or the Equity Shares offered by him through the Offer for Sale.

The Book Running Lead Managers accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the BRLMs (Indcap Advisors Private Limited and Marwadi Chandrana Intermediaries Brokers Private Limited) our Company and Promoter Selling Shareholders on June 29, 2025 and as will be provided in the Underwriting Agreement dated June 29, 2025 entered into among the Underwriters, Promoter Selling Shareholders and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, BRLMs and our Company.

All information shall be made available by our Company and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere. Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism

Bidders will be required to confirm and will be deemed to have represented to our Company, Promoter Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Promoter Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Note:

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company

and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer. The Book Running Lead Managers and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non- residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the BSE Limited for its observations and BSE Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the SME Platform of BSE

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Draft Red Herring Prospectus with the Board and the Registrar of Companies

The Draft Red Herring Prospectus is being filed with SME platform of BSE Limited, where the Equity Shares are proposed to be listed, located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus, and required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC Office situated at **Address:** 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019

Listing

Application will be made to “BSE Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

BSE Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within three Working Days from the Offer Closing Date.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the Book Running Lead Managers for any complaint pertaining to the Offer. All grievances, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, Book Running Lead Managers and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI (ICDR) Regulations.

Disposal of Investor Grievances by our Company

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled "Our Management" beginning on page 190 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sakshi Batra, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Name: Sakshi Batra

Address: A-217 Okhla Industrial Area Phase I, New Delhi 110020 India

Telephone: 011-49372800

Website: www.fcmlindia.com

Email id: cs@fcmlindia.com

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES".

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Company has obtained SCORES authentication in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 read with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name.*

shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

Consents

Consents in writing of: (a) Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Senior Management Personnel (SMP), Statutory and Peer Review Auditor, Banker to the Company and (b) Book Running Lead Managers, Registrar to the Offer, the Syndicate Members*, Bankers to the Offer/Escrow Bank*, Public Offer Account Bank(s)*, Sponsor Bank(s)* and Refund Bank(s)*, Underwriter*, Market Maker*, Banker to the Offer*, and Legal Advisor to the Offer, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus and Draft Red Herring Prospectus for filing with the RoC.

** The aforesaid will be appointed prior to filing the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, our Peer Review Auditor, M/s. Bhojak Lunawat and Company, Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Consolidated Financial Statements dated June 25, 2025, (2) Restated Consolidated Financial Statements dated [●] and (3) Report on Statement of Possible Tax Benefits dated June 29, 2025, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

Expert Opinion

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

Our Company has received written consent dated June 29, 2025 from the Peer Review Auditor namely, M/s. Bhojak Lunawat and Company, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Report on Restated Consolidated Financial Statements dated June 25, 2025, and (2) Report on Statement of Tax Benefits dated June 29, 2025 and issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 27, 2025 from the Architect namely, M/s. Sahil Khatri, Principal Architect to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Certificate dated June 27, 2025

issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

Particulars regarding Public or Rights Issues during the last five (5) years and performance vis-à-vis objects

Our Company has not undertaken any public issues, including any rights issues, to the public in the five (5) years immediately preceding the date of this Draft Red Herring Prospectus.

Previous capital issue during the previous three years by listed subsidiaries, group companies and associates of our Company

There have been no public issues or rights issues undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies, subsidiaries or associates.

Fee, Commission or brokerage on previous issues of the Equity Shares in the last five years

1. Fees payable to the BRLMs to the Offer:

The total fees payable to the Book Running Lead Managers will be as per the Offer Agreement dated June 29, 2025 with the Book Running Lead Managers and promoter selling shareholders.

2. Fees Payable to the Registrar to the Offer:

The fees payable to the Registrar to the Offer, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

3. Fees Payable to Others:

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker, Underwriter and Advertiser, etc. will be as per the terms of their respective agreements or engagement letters as the case may be.

Particulars regarding capital issues in the preceding three years

Except as disclosed in the section titled “Capital Structure” on page 81, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Certain debt securities of Our Company are listed. For further details, see “*Financial Indebtedness*” on page 262.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUED HANDLED BY THE BRLMs:

1. Marwadi Chandarana Intermediates Brokers Private Limited

Sr. No.	Financial Year	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, +/- % Change in Closing Benchmark]-30th Calendar Days from the Listing Day	+/- % Change in Closing Price, +/- % Change in Closing Benchmark]-90th Calendar Days from the Listing Day	+/- % Change in Closing Price, +/- % Change in Closing Benchmark]-180th Calendar Days from the Listing Day
SME Board									
1.	2024-25	Hamps Bio Limited	6.22	51.00	December 20, 2024	96.90	-34.39(-1.24)	-53.71(-2.17)	-60.28(4.36)
2.	2024-25	Kabra Jewels Limited	40.00	128.00	January 22, 2025	243.20	-47.13(-70.16)	-52.48 (1.57)	-
	2024-25	N R Vandana Tex Industries Limited	27.89	45.00	June 04, 2025	45.00	-	-	-
Main Board									
	NIL								

Notes:

1. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.
2. Price on BSE/NSE are considered for all the above calculations.
3. In case 30th, 90th and 180th day is not a trading day, closing price of the previous trading day has been considered.
4. In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Marwadi Chandarana Intermediates Brokers Private Limited:

Financial Year	Total No of IPOs	Total Funds Raised (₹ Cr)	Nos of IPOs trading at discount as on the 30th calendar days from listing date			Nos of IPOs trading at premium as on the 30th calendar days from listing date			Nos of IPOs trading at discount as on the 180thth calendar days from listing date			Nos of IPOs trading at premium as on the 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
SME Board														
2024-25	3	74.11	-	2	-	-	-	-	1	-	-	-	-	-
2023-24	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Financial Year	Total No of IPOs	Total Funds Raised (₹ Cr)	Nos of IPOs trading at discount as on the 30th calendar days from listing date			Nos of IPOs trading at premium as on the 30th calendar days from listing date			Nos of IPOs trading at discount as on the 180thth calendar days from listing date			Nos of IPOs trading at premium as on the 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2022-23	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Main Board – Nil														

2. Indcap Advisors Private Limited

Sr. No.	Financial Year	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]-30thCalendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]-90thCalendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]-180thCalendar Days from the Listing Day
SME Board									
	NIL								
Main Board									
	NIL								

Summary statement of price information of past issues handled by Indcap Advisors Private Limited:

Financial Year	Total No of IPOs	Total Funds Raised (₹ Cr)	Nos of IPOs trading at discount as on the 30th calendar days from listing date			Nos of IPOs trading at premium as on the 30th calendar days from listing date			Nos of IPOs trading at discount as on the 180thth calendar days from listing date			Nos of IPOs trading at premium as on the 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
SME Board - Nil														
Main Board – Nil														

Stock market data of the Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks (“SCSBs”) for addressing any clarifications or grievances of application supported by blocked amount (“ASBA”) Bidders.

Bidders can contact the Company Secretary and Compliance Officer, the BRLMs and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted

Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, Unified Payments Interface Identity ("UPI ID"), Permanent Account Number ("PAN"), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

For Offer-related grievances, investors may contact the BRLMs, details of which are given in "*General Information – Book Running Lead Managers*" on page 70.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI ICDR Master Circular") and the circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("March 2021 Circular"), SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non-allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the circular March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on May 30, 2025. For further details on the Stakeholders Relationship Committee, please refer to section titled “*Our Management*” beginning on page 190 of this Draft Red Herring Prospectus.

The members of the Stakeholders’ Relationship Committee are:

Name of the Directors	Designation	Designation in the Committee
Sameer Sagar	Non Executive Director	Chairperson
Nirmal Khandelwal	Whole Time Director	Member
Mayuri Nayyar Chawla	Independent Director	Member

The Company Secretary of our Company shall serve as the secretary of the Stakeholders’ Relationship Committee.

Our Company has appointed Sakshi Batra, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Name: Sakshi Batra

Address: A-217 Okhla Industrial Area Phase I, New Delhi 110020 India

Telephone: 011-49372800

Website: www.fcmlindia.com

Email id: cs@fcmlindia.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Further, the Board has constituted a Stakeholders’ Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For more information, see “*Our Management*” beginning on page 190 of this DRHP. The Company has not received any investor grievances during the 3 (three) years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

The Promoter Selling Shareholders have authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

The Promoter Selling Shareholders has authorised the Company to take all actions in respect of the Offer for Sale in accordance with the applicable provisions of the Companies Act, 2013.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION IX – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Offer.

Please note that, in terms of Regulation 256 of the SEBI (ICDR) Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public OFFER shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public offer of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by Individual Investors through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and Individual Investors submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public offer closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). Accordingly, the offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further, vide the said circular, Registrar to the Offer and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank *pari-passu* in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 358 of this Draft Red Herring Prospectus.

Authority for the Offer

This Offer has been authorized by a resolution of our Board of Directors passed at their meeting held on May 30, 2025, subject to the approval of shareholders through a special resolution to be passed pursuant to applicable provisions of the Companies Act, 2013 at the General Meeting. The shareholders have authorized the Offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on June 07, 2025.

Offer for Sale:

Each of the Promoter Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Promoter Selling Shareholder	Type	Date of Authorization Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale
Nirmal Khandelwal	Promoter Selling Shareholders	June 21, 2025	67,38,810	Upto 8,00,400
Abhinav Khandelwal	Promoter Selling Shareholders	June 20, 2025	82,73,269	Upto 57,600
Madhu Khandelwal	Promoter Selling Shareholders	June 21, 2025	16,68,003	Upto 2,88,000

Each of the Promoter Selling Shareholders, severally and not jointly, confirm that it is in compliance with Regulation 8 of the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Applicants/Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 214 and 358 respectively of this Draft Red Herring Prospectus.

Face Value, Offer Price, Floor Price, and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLMs, and published by our Company in all editions of [●] (a widely circulated English National Daily Newspaper), all editions of [●] (a widely circulated Hindi National Daily Newspaper) Hindi also being the regional language of Delhi, where our registered office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

The Offer Price is determined by our Company in consultation with the Book Running Lead Managers and is justified under the Section titled, ‘*Basis for Offer Price*’, beginning on page 122 of this Draft Red Herring Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and Promoter Selling Shareholders in the manner specified in “*Objects of the Offer – Offer Related Expenses*” on page 119 of this Draft Red Herring Prospectus.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled ‘*Main Provisions of the Articles of Association*’ beginning on page 358 of this Draft Red Herring Prospectus.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- a. Tripartite agreement dated June 09, 2025, amongst our Company, NSDL and Registrar to the Offer;
- b. Tripartite agreement dated May 19, 2025 amongst our Company, CDSL and Registrar to the Offer;
- c. The Company’s shares bear an ISIN: INE1JPK01016

Furnishing the details depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.

Minimum bid value, market lot and trading lot

Trading of the Equity Shares will happen in the minimum lot size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE SME from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with applicable provisions of SEBI ICDR Regulations, the minimum application size in terms of number of specified securities shall be at least two lots and above the value of ₹ 2.00 lakhs per Bid.

Minimum Number of Allottees

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 2 working days of closure of Offer.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Delhi.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be Offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance with Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such a transfer of Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

In accordance with the SEBI (ICDR) Regulations, our Company and the Promoter Selling Shareholders, in consultation with Book Running Lead Managers, reserves the right not to proceed with this offer at any time after the Offer Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company and the Promoter Selling Shareholders in consultation with BRLMs withdraws the Offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-offer and price band advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Managers, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final RoC approval of the Red Herring Prospectus after it is filed with the RoC and the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI ICDR Regulations, Applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

Bid/Offer Program

Bid/Offer Opening Date	[●] ⁽¹⁾
Bid/Offer Closing Date	[●] ⁽²⁾⁽³⁾

Note:

- (1) Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI (ICDR) Regulations.*
- (2) Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI (ICDR) Regulations.*
- (3) UPI mandate end time and date shall be at 5:00 pm IST on Bid/Offer Closing Date.*

The Anchor Investor Bid/Offer Period will be one Working Day prior to the Bid/Offer Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

1. In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Offer shall be open after at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.
2. In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public Offer shall be kept open for at least three working days and not more than ten working days.

3. In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (offer) period disclosed in the Draft Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company.
4. In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Offer period disclosed in the Draft Red Herring Prospectus, for a minimum period of one working day, subject to the provisions of sub-regulation 266(1).

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds / unblocking of funds from ASBA Account or UPI ID linked bank account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

**** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.**

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank0073 (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

The above timetable is indicative and does not constitute any obligation on our Company, Promoter Selling Shareholders or the Book Running Lead Managers.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working days of the Bid / Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid / Offer Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange and delay in respect of final certificates from SCSBs. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post offer timeline for initial public offerings and has through its circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, reduced the time period for listing of shares in public offer from existing 6 days to 3 days. The revised timeline of T+3 days shall be made applicable in two phases i.e., voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The Promoter Selling Shareholders confirm that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For IIBs other than QIBs and NIIs	Only between 10.00 a.m. and 4.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and 3:00 p.m IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and 1:00 p.m IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and 12:00 p.m IST
Modification/ Revision of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward Revision of Bids by IIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

*UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.

QIBs and Non-Institutional Bidders can neither revise their bids downward nor cancel their bids.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Offer Period. On the Offer Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 4.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Managers to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their Applications one day prior to the Offer Closing Date and, in any case, no later than 1.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public

issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications will be accepted only on Working Days. Neither our Company nor the Book Running Lead Managers are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise or blocking of application amount by the SCSBS on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism..

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Offer) period disclosed in the Draft Red Herring Prospectus (in case of a book built offer) or the Offer period disclosed in the Prospectus (in case of a fixed price issue), for a minimum period of one working day, subject to the Bid/ Offer Period not exceeding 10 working days.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn/deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non- Allotted/ partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Offer Closing Date:

- a. 4.00 p.m. IST in case of Bids by Individuals Investors, QIBs and Non-Institutional Bidders.

In accordance with the SEBI ICDR Regulations, QIBs, IBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Individual Applicants can revise (upward) or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Individual Investors, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

Our Company, Promoter Selling Shareholders in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and the terminal of the Syndicate Member, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription and Underwriting

In accordance with Regulation 260 (1) of ICDR Regulations, this Offer is 100% underwritten, so this Offer is not restricted to any minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 2,00,000 (Rupees Two Lakh) per application

As per Section 39 of the Companies Act, 2013 if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Red Herring Prospectus, the Application Amount has to be returned within such period as may be prescribed.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the Issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Offer shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹2.00 Lakhs (Rupees Two Lakhs) per application.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 200 (Two Hundred). In case the minimum number of prospective allottees is less than Two Hundred (200), no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. *CIR/MRD/DSA/06/2012* dated *February 21, 2012*. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

New Financial Instruments

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Offer.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, Where the post-Offer paid up capital of the Company listed on the BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue etc. the Company shall migrate its equity shares listed on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-Offer paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, the company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the

shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited:

Eligibility Criteria	Details
Paid up capital and market capitalization	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores. (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post Offer number of equity shares.)
Promoter holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange The applicant company should have a Net worth of at least ₹ 15 crores for 2 preceding full financial years
Track record of the company in terms of listing/regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
Regulatory action	No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. No Debarment of company, promoters/promoter group, subsidiary company by SEBI. No Disqualification/Debarment of directors of the company by any regulatory authority. The applicant company has not received any winding up petition admitted by a NCLT
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of funds	No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. The applicant company has no pending investor complaints. Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

Notes:

1. Net worth definition to be considered as per definition in SEBI ICDR.
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.

3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange,

Market Making

The shares issued through this Offer are proposed to be listed on the SME platform of BSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the market making arrangement please refer to the chapter titled “General Information” beginning on page 68 of this Draft Red Herring Prospectus.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Offer

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “Capital Structure” beginning on page 81 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “Main Provisions of Articles of Association” beginning on page 358 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them

Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by Eligible NRI’s, FPI’s, VCF’s, AIF’s registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Offer paid up capital is more than Ten Crore Rupees and up to Twenty-Five *Crore* Rupees. The Company shall Offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such Offer, please see the chapters titled “*Terms of the Offer*” and “*Offer Procedure*” beginning on page 298 and 317 respectively, of this Draft Red Herring Prospectus.

Offer Structure

Initial Public Offer of up to 57,42,000 Equity Shares of face value of ₹ 10 each (“**Equity Shares**”) for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share) (“**Offer Price**”) aggregating up to ₹ [●] lakhs (the “**Offer**”) comprising a Fresh Issue of 45,96,000 Equity Shares aggregating upto ₹ [●] lakhs and Offer for Sale of 11,46,000 Equity Shares aggregating up to ₹ [●] lakhs by the Promoter Selling Shareholders, of which up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per equity share including a Share Premium of [●] per Equity Share aggregating to ₹ [●] will be reserved for subscription by Market Maker to the Offer (the “**Market Maker Reservation Portion**”). The Offer less the Market Maker Reservation Portion i.e. Net Offer of [●] Equity Shares of face value of ₹10 each at a price of ₹ [●] per Equity Share aggregating to ₹ [●] is hereinafter referred to as the “**Net Offer**”.

The Offer has been authorized by our Board pursuant to a resolution dated May 30, 2025, and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution dated June 07, 2025. Our Board has taken on record the Offer for Sale by the Promoter Selling Shareholders pursuant to their resolution dated June 07, 2025. This Offer is being made by way of Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Bidders	Individual Bidders
Number of Equity Shares available for allocation**	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not Less than [●] Equity Shares	Not Less than [●] Equity Shares
Percentage of Offer Size available for allocation	[●] % of the Offer Size	Not more than 50% of the Net Offer size shall be available for allocation to QIBs. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs. Up to 60.00% of the QIB	Not less than 15% of the Net Offer (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:	Not less than 35% of the Net Offer

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Bidders	Individual Bidders
		Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only	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.	
Basis of Allotment/ Allocation if respective category is oversubscribed ⁽²⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity shares shall be available for allocation on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. (c) Up to 60% of the QIB portion (of upto [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid bid received from Mutual Funds at or above the Anchor Investor allocation price. For details, see “<i>Offer Procedure</i>” beginning on page 317 of this Draft Red Herring Prospectus.	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “<i>Offer Procedure</i>” beginning on page 317 of this Draft Red Herring Prospectus.	Allotment to each Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Individual Portion and the remaining available Equity Shares if any, shall be allotted on proportionate basis. For details, see “<i>Offer Procedure</i>” beginning on page 317 of this Draft Red Herring Prospectus.
Mode of Application^	Only through ASBA Process	Only through ASBA Process (Except for Anchor investors)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process, Through Banks or by using UPI ID for payment

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Bidders	Individual Bidders
Mode of allotment	Compulsorily in dematerialized form			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽³⁾			
Minimum Bid Size	[●] Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	[●] number of Equity Shares and in multiples of [●] Equity Shares.	[●] Equity Shares such that it exceeds Rs. 2,00,000
Maximum Bid Size	[●] Equity Shares	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount is above ₹ 2,00,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof		
Who can Apply (3) (4) (5)	Market Maker	Public financial institutions as defined in the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with the Board, FPIs other than individuals, corporate bodies and family offices, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Development and Regulatory Authority, National Investment Fund	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are recategorized as Category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta)

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Bidders	Individual Bidders
		set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SI		

**Assuming full subscription in the Offer*

^SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA Applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchange shall, for all categories of Investors viz. QIB, NIB and Individual Bidders and other reserved categories and also for all modes through which the applications are processed, accept the ASBA Applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- 1. Our Company may, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 lakhs but up to ₹2,500.00 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500.00 lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs.*
- 2. Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such a number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*
- 3. In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*
- 4. Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 331 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.*

5. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.*
6. *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Individual Investors, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, on a proportionate basis.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares pursuant to the Offer.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least one (1) additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 (ten) Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

Withdrawal of the Offer

The Company and the Promoter Selling Shareholders, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Offer is also subject to obtaining the following:

1. The final listing and trading approvals of BSE Limited for listing of Equity Shares issued through this Offer on its SME Platform, which the Company shall apply for after Allotment and,
2. In case, the Company wishes to withdraw the Offer after Offer opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.
3. The Book Running Lead Managers, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-offer and price band advertisements have appeared, and the Stock Exchange will also be informed promptly.
4. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public Offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Offer Programme

Bid/Offer Opening Date	[•]
Bid/Offer Closing Date	[•]

Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[•]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[•]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[•]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[•]

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Offer Period at the Application Centers mentioned in the Bid-Cum Application Form. Standardization of cut-off time for uploading of applications on the Bid/Offer Closing Date:

- A standard cut-off time of 3.00 P.M. for acceptance of applications.
- A standard cut-off time of 4.00 P.M. for uploading applications received from other than Individual Applicants.
- A standard cut-off time of 5.00 P.M. for uploading of applications received from only Individual Applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Managers to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

Lot Size

SEBI vide circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to the Issue in consultation with Book Running Lead Managers, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum

lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offer, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. Investors should note that the details and process provided in the General Information Document should be read along with this section.

All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of Bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint Bids in cases of individual, multiple Bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Institutional Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and Individual Bidders submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular referencing number SEBI/HO/CFD/DCR2/CIR/P/2019/13 dated November 08, 2019 extended the implementation of UPI Phase II till March 31, 2024. Subsequently vide circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI had continued the applicability of UPI Phase II until further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently SEBI has also vide Master Circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 on Issue of Capital and Disclosure Requirements, consolidated the aforementioned circulars, as currently applicable, including in relation to UPI. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Bidders in initial public

offerings whose application sizes are up to ₹5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar. This circular shall come into force for initial public offers opening on/or after May 1, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In terms of Regulation 244 (5) and Regulation 271 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Master Circular for Registrars to an Offer and Share Transfer Agents number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Investor shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with Master Circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

he BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLMs shall continue to coordinate with intermediaries involved in the said process

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company and the Syndicate are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL; our Company may request the Depositories to suspend/ freeze the ISIN in the depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Draft Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer equity shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Offer Opening Date.

Our Company, the Promoter Selling Shareholders and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus and the Prospectus.

Further, our Company and the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

This section applies to all the Applicants

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least 25% of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar was extended to June 30, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders applying through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased Implementation of UPI For Bids by Individual Bidders as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public offer of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by Individual Investors through intermediaries with the objective to reduce the time duration from public offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) **Phase I:** This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, an Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking funds. The time duration from public Offer closure to listing continued to be six Working Days.
- b) **Phase II:** This phase was applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by Individual Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was

discontinued and replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continued to be six Working Days (T+6) during this phase.

- c) **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public offer closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make applications using UPI. Our Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Individual Bidders using the UPI.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall

also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to the issue and shares transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>.

For further details, refer to the "General Information Document" available on the websites of the Stock Exchange and the BRLMs.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building Process on a regular basis before the closure of the Offer.
- b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchange's platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchange's platform during the Bid / Offer Period after which the Stock Exchange sends the bid information to the Registrar to the Offer for further processing.

BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, our Registered Office and an electronic copy of the Bid cum Application Form will also be available for download on the websites of and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

UPI Bidders applying using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and Bid cum Application Forms submitted by UPI Bidders that do not contain the UPI ID are liable to be rejected.

Bidders (other than Anchor Investors and UPI Bidders applying using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to apply using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders applying using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the applications are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamps may be liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

ASBA Bidders may submit the ASBA Form in the manner below:

- (i) Individual Bidders (other than the Individual Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

- (iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked

Anchor Investors are not permitted to participate in the Offer through the ASBA process

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with *Master Circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024*, all the ASBA Bids in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic bidding platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of Bidders viz. Individual, QIB and NIB and also for all modes through which the applications are processed.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	Blue
Anchor Investors	White

*Excluding Electronic Bid cum Application Form

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchange. Stock Exchange shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate a request for blocking of funds through NPCI to the UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank accounts. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/51 dated April 20, 2022.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – **Designated Intermediaries**)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained

2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual Investors submitting applications with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by Investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, the respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of the stock exchange. Stock exchange shall share application details including the UPI ID with the sponsor bank on a continuous basis, to enable the sponsor bank to initiate mandate requests on investors for blocking of funds. Sponsor bank shall initiate a request for blocking of funds through NPCI to the Investor to accept a mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account.

Availability of Draft Red Herring Prospectus (DRHP)/ RHP/Prospectus and Application Forms

The Memorandum containing the salient features of this Draft Red Herring Prospectus together with the Application Forms and copies of this Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Managers to the Offer, Registrar to the Offer as mentioned in the Application form. The application

forms may also be downloaded from the website of BSE i.e.; www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) FIs and sub-accounts of FIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion" & "QIBs
- w) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder is greater than ₹ 2,00,000. In case of revision of Applications, the Individual Bidders have to ensure that the Application Price is minimum of 2 lots with value of above ₹ 2,00,000.

2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Size is more than 2 lots and Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLMs will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised all editions of [●] (a widely circulated English National Daily Newspaper), all editions of [●] (a widely circulated Hindi National Daily Newspaper) (Hindi also being the regional language of Delhi, where our registered office is located), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLMs and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of [●] (a widely circulated English National Daily Newspaper), all editions of [●] (a widely circulated Hindi National Daily Newspaper) (Hindi also being the regional language of Delhi where our registered office is located), each with wide circulation and also by indicating the change on the websites of the Book Running Lead Managers.
- b) During the Bid/ Offer Period, Individual Bidders, should approach the BRLMs or their authorized agents to register their Bids. The BRLMs shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLMs (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph **“Buildup of the Book and Revision of Bids”**.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLMs/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

- f) The BRLMs shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “*Offer Procedure*” beginning on page 317 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the BRLMs, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.
- b) Our Company in consultation with the BRLMs, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price.
- d) The price of the specified securities issued to an anchor investor shall not be lower than the price issued to other applicants.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF BRLMs AND THE SYNDICATE MEMBERS

The BRLMs and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE OFFER

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS:

1. Our Company and the Book Running Lead Managers shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus to be registered with the ROC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the ROC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Managers, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN

for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLMs.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLMs, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non- repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity

capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for non-residents (Blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents. (White in colour).

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 356 of this DRHP.

BIDS BY FPI INCLUDING FII'S

In terms of applicable FEMA NDI Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Bidder group (which means multiple entities registered as foreign portfolio Bidders and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post Offer Equity Share capital. In case the total holding of an FPI or Bidder group increase beyond 10% of the total paid-up Equity Share capital of our Company, the total investment made by the FPI or Bidder group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the Bidder will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route). In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only if it complies with the following conditions:

- (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and
- (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids and are liable to be rejected:

- FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Bidders and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure “**MIM Structure**”) provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of Bidders with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related Bidders registered as Category I FPIs; and
- Entities registered as collective investment schemes having multiple share classes.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bid using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

The Bids belonging to any of the above mentioned seven structures and having the same PAN may be collated and identified as a single Bid in the bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs must ensure that any Bid by a single FPI and/ or a Bidder group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs applying through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with the other categories for the purpose of allocation.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the

SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “*Key Regulations and Policies*” beginning on page 180.

BIDS BY SCSBS

SCSBS participating in the Offer are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such accounts shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such accounts for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer to the above-mentioned SEBI link.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) The industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLMs, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLMs may deem fit.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLMs or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer to the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Managers, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: [●]
- b. In case of Non-Resident Anchor Investors: — [●]

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or

- d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Managers nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- The applications accepted by any Designated Intermediaries
 - The applications uploaded by any Designated Intermediaries or
 - The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will issue an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off- line electronic registration of applications subject to the condition that they will subsequently upload the off- line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Managers on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.

8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated/ allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

Withdrawal of Bids

- a) Individual Investors can withdraw their Bids until Bid/ Offer Closing Date. In case an Individual Investor wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLMs, shall finalize the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. The unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Managers, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLMs, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price are valid Bids and are considered for allocation in the respective categories.

PRE-OFFER AND PRICE BAND ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-offer and price band advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-offer and price band advertisement, we shall state the Bid Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a) Our Company shall enter into an Underwriting Agreement after finalization of Offer Price.
- b) After signing of the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Individual Investors can revise their Bids during the Bid/ Offer period and withdraw their Bids until Bid/ Offer Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals.
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Ensure that your Bid is for at least 2 lots of the value of above ₹ 2,00,000 (for Bids by Individual Bidders);
5. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
6. Ensure that you have mentioned the correct ASBA Account (for all Bidders other than UPI Bidders applying using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID and not the bank account of any third party;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
9. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
10. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;

11. QIBs, Non-Institutional Bidders and the Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investor may submit their bid by using UPI mechanism for payment.
12. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
14. Individual Bidders bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for Individual Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
16. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of Individual Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
21. Ensure that the category and the investor status is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
24. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated

Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

25. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
26. Individual Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which Individual Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the Individual Bidders ASBA Account;
27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;
28. Individual Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an Individual Bidder may be deemed to have verified the attachment containing the application details of the Individual Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (Individual Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.
31. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
4. Do not Bid at Cut-off Price (for Bids by Individual Bidders, QIBs and Non-Institutional Bidders);
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account.
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
9. If you are an Individual Bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
17. Do not submit a Bid using UPI ID, if you are not an Individual Bidder;
18. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
19. Do not Bid for Equity Shares in excess of what is specified for each category;
20. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
22. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
23. If you are an Individual Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
24. Do not Bid if you are an OCB; and
25. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/ Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-offer or post-offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “*General Information*” and “*Our Management*” beginning on pages 68 and 190 respectively.

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “General Information” beginning on page 68.

GROUND FOR TECHNICAL REJECTION

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;
7. Bid for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-off Price by IB, NIIs and QIBs;
9. Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the DRHP;
10. The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the DRHP; 302
14. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
15. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of sole Bidder is missing;
17. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
18. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bid by OCBs;
21. Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
22. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
23. Bids not uploaded on the terminals of the Stock Exchanges;
24. Where no confirmation is received from SCSB for blocking of funds;
25. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
30. Details of ASBA Account not provided in the Bid cum Application form.

Further, in case of any pre-Offer or post-offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 68.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

RIGHT TO REJECT APPLICATIONS

In case of QIB Bidders, the Company, the Promoter Selling Shareholders in consultation with the BRLMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of

90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulates the rejections list with Book Running Lead Managers/ Company for their review/ comments.
5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then the system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lots of the category and these applications will be allotted the shares in that category.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- d) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advise the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the BSE Limited. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted [●] equity shares; and
2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

- a) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
- b) The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 1. As the Individual Investor category is entitled to more than fifty percent on a proportional basis, the individual investors shall be allocated that higher percentage.
 2. The balance net offer of shares to the public shall be made available for allotment to
 - a. Individual applicants other than retails Individual Investors and
 - b. Other investors, including Corporate Bodies/ Institutions irrespective of the number of shares applied for.
1. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Individual Investor' means an investor who applies for shares of value of minimum two lots of value of at least ₹ 2,00,000.00. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE Limited.

The Executive Director / Managing Director of BSE Limited – the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

a. For Individual Bidders

Bids received from the Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

a. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

b. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLMs, subject to compliance with the following requirements:
 - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE Limited (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Individual Investor' means an investor who applies for Minimum Application Size (shares of value of minimum 2 lots of value of more than ₹ 2,00,000/-). Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE Limited.

The Executive Director / Managing Director of BSE Limited - the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

ISSUANCE OF ALLOTMENT ADVICE

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.
- 3) The Book Running Lead Managers or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- 4) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 (Two) working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

DESIGNATED DATE:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 (Two) working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using a third-party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-offer or post offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of the date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

BASIS OF ALLOTMENT IN THE EVENT OF OVER SUBSCRIPTION

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [●] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Offer. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NATIONAL SECURITIES DEPOSITORY LIMITED OR CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated June 09, 2025 between National Securities Depository Limited, our Company and Registrar to the Offer; and
- b) Tripartite Agreement dated May 19, 2025 between Central Depository Services (India) Limited, our Company and Registrar to the Offer.
- c) The Company's equity shares bear an International Securities Identification Number INE1JPK01016

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the

fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

We undertake the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further offer of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non- listing, under-subscription, etc.
- adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment;
- our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-offer and price band advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company and the Promoter Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

UNDERTAKINGS BY THE PROMOTER SELLING SHAREHOLDERS

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Promoter Selling Shareholders in this Draft Red Herring Prospectus shall be deemed to be “Statements and Undertakings made by the Promoter Selling Shareholders”. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholders. Each of the Promoter Selling Shareholders specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.

- They shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of their respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
- The portion of the Offered Shares have been held by the Promoter Selling Shareholders for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- They are the legal and beneficial owner and have full title of their respective portion of the Offered Shares.
- That they shall provide all reasonable co-operation as requested by our Company and the Book Running Lead Managers in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of their portion of the Offered Shares.
- They will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.
- They will deposit their respective portion of the Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- They shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law;
- That they will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Managers in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The Promoter Selling Shareholders have authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale.

UTILIZATION OF OFFER PROCEEDS

The Board of Directors of our Company certifies that:

1. All monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013.
2. Details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized.
3. Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
5. Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Managers undertake that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Circular**”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The FDI Policy will be valid until the DPIIT issues an updated circular. Under the current FDI Policy, 100% foreign direct investment is permitted in the renewable energy sector, under the automatic route, subject to compliance with certain prescribed conditions

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

As per the FDI Policy, FDI up to 100% of the paid-up share capital of the Company is permitted in companies engaged in the manufacturing sector under the automatic route. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure - Bids by Eligible NRIs and Bids by FPIs*” beginning from page 330. As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur

after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for the Offer do not exceed the applicable limits under applicable laws or regulations.

For further details, see “*Offer Procedure*” beginning on page 317 of this Draft Red Herring Prospectus.

SECTION X - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

(THE COMPANIES ACT, 2013) (COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION OF FCML Distributors Limited

As altered by the Special Resolution dated 16th February 2023

*As altered by the Special Resolution dated 13th March 2025

The regulation contained in Table 'F' of the First schedule to the Companies Act, 2013, so far as the same are applicable to a Company limited by shares, as defined in the Companies Act, 2013, shall apply to this Company in the same manner as if all such Regulations Table 'F' are specifically contained in the Articles, subject to the modifications herein contained.

Interpretation

1. In these regulations-

- (a) "the Act" means the Companies Act, 2013;
- (b) "the seal" means the common seal of the company.
- (c) Company" means FCML DISTRIBUTORS LIMITED
- (d) "Office" means the Registered Office of the Company.
- (e) "Director" means a director appointed to the Board of a company.
- (f) "Public Company" means a company which –
 - (i) is not a private company (and);
 - (ii) has a minimum paid-up share capital as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

2. SHARE CAPITAL

- a. The Authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time.
- b. The Company has power, from time to time, to increase its authorised or issued and Paid-up Share Capital.
- c. The Share Capital of the Company may be classified into Equity Shares with voting rights, and/or Equity Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.
- d. All Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- e. The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be

deemed as fully/partly paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

f. The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share or, as may be specified by SEBI.

g. Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company subject to the approval of shareholders/members under the relevant provisions of the Act and Rules

h. Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

i. All of the provisions of these Articles shall apply to the Shareholders /Members.

j. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares be a Shareholder and whose name is on the Register of Members shall for the purposes of these Articles be a Member.

k. The money, (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

l. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

3. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

4. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

a. increase its Share Capital by such amount as it thinks expedient;

b. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

c. convert all or any of its fully Paid-up shares into stock and reconvert that stock into fully Paid-up shares of any denomination

c. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

c. cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

5. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

6. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Companies Act 2013 or any amendment thereof, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

7. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act and Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is effected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 48(2) of the Act and Law, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

8. REGISTERS TO BE MAINTAINED BY THE COMPANY

- a.** The Company shall, in terms of the provisions of Section 88 of the Act and the provisions of the Depositories Act, 1996, cause to be kept the following registers in terms of the applicable provisions of the Act
 - i.** A Register of Members indicating separately for each class of Equity Shares held by each Shareholder residing in or outside India;
 - ii.** A register of Debenture holders; and
 - iii.** A register of any other security holders.
- iv.** Any other statutory register as prescribed by the Companies Act or any other statute.
- b.** The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called “foreign register” containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.
- c.** The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014 or any other statute

9. SHARES AND SHARE CERTIFICATES

- a.** The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- b.** A duplicate certificate of shares may be issued, if such certificate:
 - i.** is proved to have been lost or destroyed; or
 - ii.** has been defaced, mutilated or torn and is surrendered to the Company.
- c.** The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.
- d.** A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.
- e.** If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees twenty for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
- f.** Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.
- g.** The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
- h.** When a new share certificate has been issued in pursuance of sub article (d) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
- i.** Where a new share certificate has been issued in pursuance of sub article (d) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates maintained in the form and manner specified under the Companies (Share Capital and Debentures) Rules, 2014.
- j.** All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

k. The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.

l. All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

m. The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

n. If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

o. Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

10. SHARES AT THE DISPOSAL OF THE DIRECTORS

a. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting.

b. If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator.

c. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

d. In accordance with applicable provisions of the Act and the Rules:

e. Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company.

f. Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal shall be affixed in the presence of the persons required to sign the certificate.

g. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge of twenty rupees each.

i. Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be or within such other period as any other legislation for time being in force may provide. Every certificate of shares shall be in the form and manner as specified in Article 11 above and in respect of a share or shares held jointly by several Persons, the Company shall not be

bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders.

ii. the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot.

iii. A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

11. UNDERWRITING AND BROKERAGE

a. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

b. The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

c. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

12. CALLS

a. Subject to the provisions of Section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments.

b. fourteen (14) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

c. The Board may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

d. The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

e. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favor.

f. If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

g. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

h. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which

any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

i. Neither a judgment nor a decree in favor of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

j. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

k. No Shareholder shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

l. The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company, to the extent applicable.

13. COMPANY'S LIEN:

a. The Company shall have a first and paramount lien on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share/ debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company

b. Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article. Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

c. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

d. The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.

e. For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

f. Provided that no sale shall be made:

i. unless a sum in respect of which the lien exists is presently payable; or

ii. until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

iii. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

g. No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

h. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

14. FORFEITURE OF SHARES

a. If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

c. If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

d. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

e. Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

f. Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

g. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

h. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

i. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

j. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

k. The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

l. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

m. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

15. FURTHER ISSUE OF SHARE CAPITAL

a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered —

i. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-

- A. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days or such lesser number of days as may be prescribed under Law and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
- B. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favor of any other Person; and the notice referred to in clause (A). above shall contain a statement of this right;
- C. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner, which is not disadvantageous to the Shareholders and the Company;
- ii. to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.
 - b. The notice referred to in sub-clause A. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.
 - c. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company;
 - d. Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.
 - e. The provisions contained in this Article shall be subject to the provisions of Section 42, Section 62 (4), 62 (5), and 62 (6) of the Act, the Rules and the applicable provisions of the Act.

16. TRANSFER AND TRANSMISSION OF SHARES

- a. The Company shall maintain a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.
- b. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.
- c. An application for the registration of a transfer of shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act
- i. Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from receipt of the notice.
 - d. Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.
 - e. The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.
 - f. Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.
 - g. Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.
 - h. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named

in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

i. Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

j. In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

k. The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 18(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

l. The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

m. Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favor of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

n. A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

o. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

p. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

q. Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

r. In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

s. Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

t. The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in respect of only one class of shares

u. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage

or other similar documents, sub division and/or consolidation of shares and debentures and subdivisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

v. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

w. The Company shall not register the transfer of its securities in the name of the transferee(s) when the transferor(s) objects to the transfer.

x. Provided that the transferor serves on the Company, within sixty working days of raising the objection, a prohibitory order of a Court of competent jurisdiction.

y. The Board may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).

z. Provided that the delegated authority shall report on transfer of securities to the Board in each meeting.

aa. There shall be a common form of transfer in accordance with the Act and Rules.

bb. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

cc. There shall be a common form of transmission in accordance with the Act and Rules.

17. DEMATERIALIZATION OF SECURITIES

a. Dematerialization:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

b. Subject to the applicable provisions of the Act, instead of issuing or receiving certificates for the Securities, as the case maybe, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification thereto or reenactment thereof.

b. Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct their respective Depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer in contravention of these Articles.

b. If a Person opts to hold his Securities with a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

b. Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

f. Rights of Depositories & Beneficial Owners:

- i. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
- ii. Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- iii. Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.
- iv. The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

- f. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.
- f. *Register and Index of Beneficial Owners:*
- v. The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.
- vi. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.
- f. *Cancellation of Certificates upon surrender by Person:*
- Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.
- j. *Service of Documents:*
- Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.
- k. *Transfer of Securities:*
- i. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- ii. In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
- k. *Allotment of Securities dealt with in a Depository:*
- Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.
- m. *Certificate Number and other details of Securities in Depository:*
- Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- n. *Register and Index of Beneficial Owners:*
- The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Securityholders for the purposes of these Articles.
- o. *Provisions of Articles to apply to Shares held in Depository:*
- Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.
- p. *Depository to furnish information:*
- Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.
- q. *Option to opt out in respect of any such Security:*
- If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository or such other time as may be prescribed under Law and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
- r. *Overriding effect of this Article:*
- Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

18. NOMINATION BY SECURITIES HOLDERS

a. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

b. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

19. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

20. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favor of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

21. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO SHAREHOLDERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

22. BORROWING POWERS

a. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

i. accept or renew deposits from Shareholders;

ii. borrow money by way of issuance of Debentures;

iii. borrow money otherwise than on Debentures;

iv. accept deposits from Shareholders either in advance of calls or otherwise; and

v. generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

b. Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special

Resolution in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

- b. Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.
- b. Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favor such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favor such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.
- b. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.
- b. Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.
- b. The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

23. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

24. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

25. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

a. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

26. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen)

months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

27. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

28. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

a. Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

b. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

29. NOTICE OF GENERAL MEETINGS

a. Number of days' notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty-one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty-eight) hours after the letter containing the same is posted). However, an Annual General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

- a. every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,
- b. Auditor or Auditors of the Company, and
- c. all Directors.
- b. Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.
- b. Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by electronic mode or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.
- b. Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.
- b. Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.
- b. Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

- b. Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- b. The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

30. REQUISITION OF EXTRAORDINARY GENERAL MEETING

- a. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.
- b. Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionist and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.
- c. Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.
- d. Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.
- e. The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.
- f. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.
- g. The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

31. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

32. CHAIRMAN OF THE GENERAL MEETING

- a. The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect, on a show of hands or on a poll if properly demanded, one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.
- b. Notwithstanding anything contained in the first proviso of clause (1) of section 203 of the Companies Act, 2013 and the rules made thereunder including any amendment thereto or re-enactment thereof for the time being in force, the Managing Director can be appointed as the Chairman of the company.

33. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

- a. The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. Any member who has not appointed a Proxy to attend and vote on his behalf at a general meeting may appoint a Proxy for any adjourned general meeting, not later than forty-eight hours before the time of such adjourned Meeting.

34. QUESTIONS AT GENERAL MEETING HOW DECIDED

- a.** At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.
- b.** In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.
- c.** If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
- d.** Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
- e.** Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.
- f.** The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- g.** No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.
- h.** The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

35. PASSING RESOLUTIONS BY POSTAL BALLOT

- a.** Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- b.** Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time and applicable Law.

36. VOTES OF SHAREHOLDERS

- a.** No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll or a member may exercise his vote at a meeting by electronic means in accordance with the Act (and shall vote only once) in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
- b.** No shareholder shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.
- c.** Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder

present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

d. On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

e. A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

f. If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint-holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

g. Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

h. Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

i. Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

j. An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

k. A Shareholder present by proxy shall be entitled to vote only on a poll.

l. An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any),) under which it is signed or a notarial certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarial certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

m. Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.

n. If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

o. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the

Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

- p.** No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- q.** The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.
- i.** The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
- ii.** Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.
- iii.** In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- iv.** The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- v.** All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.
- vi.** Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.
- vii.** Any such Minutes shall be evidence of the proceedings recorded therein.
- viii.** The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.
- ix.** The Company shall cause minutes to be duly entered in books provided for the purpose of: -

 - a.** the names of the Directors and Alternate Directors present at each General Meeting;
 - b.** all Resolutions and proceedings of General Meeting.
 - r.** The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under Sections 152 and 164(1) of the Act in accordance with these Articles.
 - r.** The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.
 - r.** All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.
 - r.** The Shareholders shall exercise their voting rights as shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.
 - r.** Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).
 - r.** The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.

37. DIRECTORS

a. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the company may appoint more than fifteen directors after passing a special resolution. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and non-executive Directors including Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

b. The first Directors of the Company are stated as follows:

1. Mr. Nirmal Khandelwal

- 2. Mr. Abhinav Khandelwal
- 3. Mrs. Madhu Khandelwal

38. CHAIRMAN OF THE BOARD OF DIRECTORS

- a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.
- b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
- c.

39. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the State, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

40. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 38. Any Person so appointed as an additional director shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

41. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

42. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.

43. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles and the Act, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

44. NOMINEE DIRECTORS

- a. Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for

any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

b. The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

c. Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

d. Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

e. The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

f. The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

g. If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

45. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

46. REMUNERATION OF DIRECTORS

a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

c. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

47. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

48. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

49. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 37 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

50. VACATION OF OFFICE BY DIRECTOR

- a. Subject to relevant provisions of Sections 164, 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:
- i. he is found to be of unsound mind by a court of competent jurisdiction; or
 - ii. he applies to be adjudicated an insolvent and his application is pending; or
 - iii. he is an undischarged insolvent; or
 - iv. he is convicted by a court of any offence involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than 6 (six) months and a period of five years has not elapsed from the date of expiry of the sentence; or
 - v. he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or
 - vi. he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
 - vii. having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or
 - viii. he acts in contravention of Section 184 of the Act; or
 - ix. he is removed in pursuance of Section 169 of the Act; or
 - x. he is disqualified under Section 164(2) of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

51. RELATED PARTY TRANSACTIONS

- a. Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a 'related party' with respect to:
- i. sale, purchase or supply of any goods or materials;
 - ii. selling or otherwise disposing of, or buying, property of any kind;
 - iii. leasing of property of any kind;
 - iv. availing or rendering of any services;
 - v. appointment of any agent for purchase or sale of goods, materials, services or property;
 - vi. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
 - vii. underwriting the subscription of any securities or derivatives thereof, of the company:
- without the consent of the Shareholders by way of an Ordinary Resolution in accordance with Section 188 of the Act.
- b. Subject to provisions of Section 188 of the Act, no Shareholder of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.
 - b. nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis
 - b. The Director, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation thereby established.
 - b. The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.
 - b. The term 'related party' shall have the same meaning as ascribed to it under the Act.
 - b. The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

52. DISCLOSURE OF INTEREST

- a. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Provided

that it shall not apply to any contract or arrangement entered into or to be entered into between two companies or between one or more companies and one or more bodies corporate where any of the directors of the one company or body corporate or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company or the body corporate. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

b. No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

i. any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

1. any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

1. in his being -

I. a director of such company, and

II. the holder of not more than shares of such

number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

2. in his being a shareholder holding not more than 2 (two) per cent of its Paid-up Share Capital.

c. Subject to the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

c. The Company shall keep a Register in accordance with Section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 53(a). The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

c. A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as Section 188 or Section 197 of the Act as may be applicable.

53. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

54. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

a. If the place of the retiring Director is not so filled up at the AGM and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

b. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

i. at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

- ii. retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;
- iii. he is not qualified or is disqualified for appointment; or
- iv. a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

55. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 37 and Sections 149, 152 and 164 of the Act, the Company may, by Special Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead by ordinary resolution of the shareholders. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

56. REGISTER OF DIRECTORS ETC.

a. The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

b. The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

57. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

58. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 196, 197 and 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act. The Board shall have the power to appoint or reappoint the Managing Director or the Chief Executive Officer as the Chairperson of the company.

59. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / Whole Time Director(s) / Executive Director(s)/ Manager he shall ipso facto and immediately cease to be a Director.

60. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s) / Whole Time Director(s) / Executive Director(s) / Manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

61. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day- to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager s in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

62. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: -

- a. to make calls on Shareholders in respect of money unpaid on their shares;
- b. to authorize buy-back of securities under Section 68 of the Act;
- c. to issue securities, including debentures, whether in or outside India;
- d. to borrow money(ies);
- e. to invest the funds of the Company;
- f. to grant loans or give guarantee or provide security in respect of loans;
- g. to approve financial statements and the Board's report;
- h. to diversify the business of the Company;
- i. to approve amalgamation, merger or reconstruction;
- j. to take over a company or acquire a controlling or substantial stake in another company;
- k. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act.

In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

- a. to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings;
- b. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business; and
- c. any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.

2. PROCEEDINGS OF THE BOARD OF DIRECTORS

- a. Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at the Registered Office, or such a place as may be decided by the Board.

b. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

c. The Company Secretary or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

d. The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman or Director may determine.

e. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions

taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

f. At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

3. QUORUM FOR BOARD MEETING

a. Quorum for Board Meetings

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

b. If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

4. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

a. Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

b. No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

5. ELECTION OF CHAIRMAN OF BOARD

a. The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

b. If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

6. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

a. The Board shall be entitled to exercise all such power in board meetings and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the memorandum and articles of association of the Company.

b. The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

c. Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

i. Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

ii. Remit, or give time for repayment of, any debt due by a Director;

iii. Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

7. Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

RELATED PARTY TRANSACTION
The Company shall comply with the with the applicable provisions of the Act, rules framed thereunder and other relevant provisions of law in respect of related party transactions and the directors shall comply with the disclosure of interest provisions under the Act.

8. COMMITTEES AND DELEGATION BY THE BOARD

a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

c. The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

1. The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

9. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

10. PASSING OF RESOLUTION BY CIRCULATION

Subject to section 175 of the Act, no resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members of the Committee, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

11. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

a. The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

b. The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

c. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

d. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

e. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain:

-

i. all appointments of Officers;

ii. the names of the Directors present at each meeting of the Board;

iii. all resolutions and proceedings of the meetings of the Board;

iv. the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

f. Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

i. is or could reasonably be regarded as defamatory of any person;

ii. is irrelevant or immaterial to the proceedings; or

iii. is detrimental to the interests of the Company.

g. The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub Article (f) above.

h. Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

i. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

12. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

13. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the person in whose favor such charge is executed.

14. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

15. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

16. OFFICERS

a. The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

b. The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

c. The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

d. Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

e. The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

17. THE SECRETARY

a. Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

b. The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

18. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

- a. on terms approved by the Board;
- b. which includes each Director as a policyholder;
- c. is from an internationally recognized insurer approved by the Board; and
- d. for a coverage for claims of an amount as may be decided by the Board, from time to time.

19. SEAL

a. The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

b. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two (2) directors and of the secretary or such other person as the Board may appoint for the purpose; and those two (2) directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

20. ACCOUNTS

a. The Company shall prepare and keep at the Office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

b. Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

c. The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

d. When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

e. No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

f. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' which shall include:

- i. the web address, where annual return referred to in sub-section (3) of section 92 has been placed;
 - ii. number of meetings of the Board;
 - iii. Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;
 - iv. details in respect of frauds reported by auditors under sub-section (12) of [section 143](#) other than those which are reportable to the Central Government
 - v. a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;
 - vi. in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;
 - vii. explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-
 1. by the auditor in his report; and
 2. by the company secretary in practice in his secretarial audit report;
 - viii. particulars of loans, guarantees or investments under Section 186 of the Act;
 - viii. particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;
 - viii. the state of the company's affairs; the amounts, if any, which it proposes to carry to any reserves;
 - viii. the amount, if any, which it recommends should be paid by way of Dividends;
 - viii. material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;
 - viii. the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;
 - viii. a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;
 - viii. the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;
 - viii. a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and
 - viii. such other matters as may be prescribed under the Law, from time to time.
- g. All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

21. AUDIT AND AUDITORS

- a. Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.
- b. Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.
- c. Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.
- d. The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.
- e. Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.
- f. The Company shall within 7 (seven) days of the Central Government's power under sub clause (b) becoming exercisable, give notice of that fact to the Government.
- g. The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

22. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

23. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

24. DOCUMENTS AND NOTICES

- a. A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by electronic mode or by sending it by post to him to his registered address.
- b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.
- c. A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of shareholders in respect of the Share.
- d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.
- e. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.
- f. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

g. All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

h. Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a shareholder has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each shareholder an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

25. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

26. SERVICE ON SHAREHOLDERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

27. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

28. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

- i.** To the Shareholders of the Company as provided by these Articles.
- ii.** To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.
- iii.** To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

29. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

30. DIVIDEND POLICY

a. The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.

b. Subject to the provisions of Section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

c. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: -

1. if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years, and
2. if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

i. The declaration of the Board as to the amount of the net profits shall be conclusive.

- d. The Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies, in accordance with the Act.
- d. Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.
- i. Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid.
- ii. No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares.
- iii. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.
 - d. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.
 - d. Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.
 - d. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
 - d. Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
 - d. Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money(ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.
 - d. No unpaid Dividend shall bear interest as against the Company.
 - d. Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.
- 2. Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.
 - m. The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

31. UNPAID OR UNCLAIMED DIVIDEND

- a. If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank.
- b. Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".
- c. No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

32. CAPITALIZATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

- a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

- b. that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.
- c. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
 - i. paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;
 - 1. paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or
 - ii. partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).
 - d. A share premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.
- 33. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE**
 - a. The Board shall give effect to a Resolution passed by the Company in pursuance of this regulation.
 - 3. Whenever such a Resolution as aforesaid shall have been passed, the Board shall:
 - i. make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and
 - ii. generally do all acts and things required to give effect thereto.
 - b. The Board shall have full power:
 - i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and
 - ii. to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any parts of the amounts remaining unpaid on the shares.
 - b. Any agreement made under such authority shall be effective and binding on all such shareholders.
 - 34. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP**
 - a. If the company shall be wound up, the Liquidator may, with the sanction of a special Resolution of the company and any other sanction required by the Act divide amongst the shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - b. For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders.
 - (c) The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
 - 35. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY**

Subject to the provisions of Section 197 of the Act, every Director, Manager and other officer or employee of the company shall be indemnified by the company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the company all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favor or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and have priority as between the shareholders over all the claims.

36. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the relevant provision of the Act, no Director, Manager, Officer or Employee of the company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of any security in or upon which any of the monies of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any

document required to be filed with the registrar of the companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the company.

37. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of shareholders, books of accounts and the minutes of the meeting of the board and shareholders shall be kept at the office of the company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

38. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

- a.** The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any annual or extraordinary General meeting of the company in accordance with these Articles.
- b.** The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.
- c.** The Articles of the company shall not be amended unless the votes cast in favors of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

39. SECRECY

No shareholder shall be entitled to inspect the company's work without permission of the managing Director/Directors or to require discovery of any information respectively any details of company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the company and which in the opinion of the managing Director/Directors will be inexpedient in the interest of the shareholders of the company to communicate to the public.

40. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, managing Directors, manager, Secretary, Auditor, Trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the company in the general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the company's affair.

SECTION XI – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at A-217, Okhla Industrial Area, Phase I, New Delhi 110020, from date of filing the Red Herring Prospectus with Registrar of Companies on all Working Days from 10:00 a.m. to 5:00 p.m. until the Bid/Offer Closing Date. Further, copies of these contracts shall also be available for inspection on the website of the Company at www.fcmlindia.com.

A. MATERIAL CONTRACTS

1. Offer Agreement dated June 29, 2025 executed between our Company and Book Running Lead Managers to the Offer.
2. Registrar and Transfer Agent Agreement dated June 18, 2025 executed between our Company, and the Registrar to the Offer.
3. Market Making Agreement dated [●], executed between our Company, Book Running Lead Managers and Market Maker to the Offer.
4. Banker to the Offer Agreement dated [●], executed between our Company, Book Running Lead Managers, Banker to the Offer and the Registrar to the Offer.
5. Share Escrow Agreement dated [●], executed between our Company, Book Running Lead Managers and Share Escrow Agent
6. Underwriting Agreement dated June 29, 2025, executed between our Company, Book Running Lead Managers and Underwriter.
7. Syndicate Agreement dated [●] executed between our Company, Book Running Lead Managers and Syndicate Member.
8. Tripartite agreement dated May 19, 2025 among the NSDL, our Company and Registrar to the Offer.
9. Tripartite agreement dated June 09, 2025 among the CDSL, our Company and Registrar to the Offer.

A. MATERIAL DOCUMENTS

1. Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
2. Certificate of Incorporation dated October 06, 2003 under the Companies Act, 1956 issued by Registrar of Companies, Maharashtra at Mumbai.
3. Certificate of incorporation dated April 08, 2025 issued under the Companies Act, 2013 issued by Registrar of Companies, Central Processing Centre, consequent to conversion of our Company from a private limited company to a public limited company.
4. The present Offer has been authorized pursuant to a resolution of our Board dated May 30, 2025 and Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on June 07, 2025.
5. Resolution of the Board of Directors of our Company dated June 29, 2025 approving the Draft Red Herring Prospectus and amendments thereto.

6. Resolution dated June 25, 2025, passed by Audit Committee approving the Key Performance Indicators (KPI) of our Company.
7. Certificate dated June 25, 2025, issued by M/s. Bhojak Lunawat and Company, Chartered Accountants certifying the Key Performance Indicators (KPI) of our Company.
8. Statement of Tax Benefits dated June 29, 2025 issued by our Statutory Auditors, M/s. Bhojak Lunawat and Company, Chartered Accountants.
9. The examination reports dated June 25, 2025 issued by the Statutory Auditor, on our Company's Restated Consolidated Financial Statements, included in this Draft Red Herring Prospectus.
10. Copies of the Audited Financial Statements of our Company for the Financial Years 2025, 2024 and 2023.
11. Written consent dated June 29, 2025 from M/s. Bhojak Lunawat and Company Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 25, 2025, on our Restated Consolidated Financial Information; and (ii) their report dated June 29, 2025, on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.
12. Written consent dated June 27, 2025 from the Architect namely, M/s. Sahil Khatri, Principal Architect to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect to their (1) Certificate dated June 27, 2025 issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.
13. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, BRLMs to the Offer, Registrar to the Offer, Banker to the Offer*, Market Maker to the Offer* and Underwriter to the Offer* to act in their respective capacities.

*To be obtained prior to filing of Prospectus.
14. Due Diligence Certificate dated June 29, 2025 issued by the Book Running Lead Managers along with the Site Visit Report.
15. Copy of In-principle approval letter dated [●] from BSE Limited.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Nirmal Khandelwal
Chairman and Whole Time Director
DIN: 00168178

Place: New Delhi
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Abhinav Khandelwal
Managing Director
DIN: 00168239

Place: New Delhi
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Sameer Sagar
Non Executive Director
DIN: 10590442

Place: New Delhi
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Neela Kothari
Independent Director
DIN: 00096175

Place: Thailand
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Mayuri Nayyar Chawla
Independent Director
DIN: 02368425

Place: New Delhi
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Sakshi Batra
Company Secretary and Compliance Officer

Place: New Delhi
Date: June 30, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Sd/-

Deepak Kumar Dwivedi
Chief Financial Officer

Place: New Delhi
Date: June 30, 2025