PROSPECTUS
Dated: September 18'2024
Please read Section 26 of the Companies Act, 2013
100% Fixed Price Issue

(Please scan this QR Code to view the DP)

Avi Ansh Textile Limited

(Formerly known as Avi Ansh Textile Private Limited)

CIN: U17110DL2005PLC260403

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
402, 4th Floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, North West, Delhi, India,110034	Isha, Company Secretary and Compliance Officer	**E-mail:** avianshanil@rediffmail.com **Tel No:** +91-11-4142-5247, +91-9999335909	www.avianshgroup.com

PROMOTERS OF THE COMPANY
Anil Kumar Jain, Geeta Jain, Avi Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain .(HUF) , Sanjeev Mittal HUF. , Ramesh Mittal HUF . , S C Jain . (HUF), Arihant Yarnfab Private Limited, Akanksha Jain, Ansh Jain

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE	TOTAL ISSUESIZE	ELIGIBILITY
Fresh Issue	41,92,000 Equity Shares aggregating to ₹ 2599.04 lakhs	NIL	41,92,000 Equity Shares aggregating to ₹ 2599.04 lakhs.	The Issue is being made pursuant to Regulation 229(2) of SEBI ICDR Regulations as the Company's post issue face value capital exceeds ₹10.00 Crores but does not exceed ₹ 25.00 Crores.

SELLING SHAREHOLDERS

NIL

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in ***"Basis for Offer Price"*** on page 93 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to ***"Risk Factors"*** on page 27 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect

LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on Emerge Platform of NSE ("NSE EMERGE"). Our Company has received "In-Principle" approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated August 22, 2024. For the purpose of the Issue, the Designated Stock Exchange shall be NSE.

LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
3Dimension Capital Services Limited	Mr. Pankaj Khetan Mr. Rhydham Kapoor	**Email:** info@3dcsl.com **Tel. No.:** 011-40196737

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
Skyline Financial Services Private Limited	Mr. Anuj Rana	**Email:** ipo@skylinerta.com **Tel No:** +91-11-40450193-197

BID/ISSUE PERIOD

ISSUE OPENS ON: September 20,2024	ISSUE CLOSES ON: September 24,2024

PROSPECTUS

Dated: September 18'2024

100% Fixed Price

Please read Section 26 of the Companies Act, 2013

AVI ANSH TEXTILE LIMITED

(Formerly known as Avi Ansh Textile Private Limited)

CIN: U17110DL2005PLC260403

The Company was originally incorporated as Rajneesh Spinners Private Limited on 27th April, 2005 as a Private Limited Company under Companies Act, 1956 with the Registrar of Companies Punjab, H.P. & Chandigarh. Furtherly, pursuant to the Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 28th November 2013, the name of our company was changed to "Avi Ansh Textile Private Limited" and a fresh certificate of Incorporation dated 16th December,2013 with the Registrar of Companies, Delhi. In 2023, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 30th November, 2023, our company was converted from a private limited company to a public limited company and consequently, the name of our company was changed to "Avi Ansh Textile Limited" and a fresh certificate of Incorporation dated 3rd January,2024 by the Registrar of Companies, Delhi. The Corporate Identification number of our Company is U17110DL2005PLC260403.

Registered Office: 402,4th Floor, Aggarwal Cyber Plaza-I Netaji Subhash Place, Pitampura, North West, Delhi, India-110034

Contact Person: Isha, Company Secretary and Compliance Officer, **Tel No:** +91-11-4142-5247; **E-mail:** avianshanil@rediffmail.com ; **Website:** www.avianshgroup.com

Promoters of our Company: Anil Kumar Jain, Geeta Jain, Avi Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain.(HUF) , Sanjeev Mittal HUF. , Ramesh Mittal HUF . , S C Jain . (HUF), Arihant Yarn Fab Private Limited, Akanksha Jain, Ansh Jain

DETAILS OF THE ISSUE

PUBLIC ISSUE OF 41,92,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF AVI ANSH TEXTILE LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 62/- PER EQUITY (THE "ISSUE PRICE") AGGREGATING TO ₹ 2599.04 LAKH ("THE ISSUE") COMPRISING OF A FRESH ISSUE OF 41,92,000 EQUITY SHARES AGGREGATING TO ₹ 2599.04 LAKH (THE "FRESH ISSUE") OF WHICH 2,12,000 EQUITY SHARES AGGREGATING TO ₹ 131.44 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 39,80,000 EQUITY SHARES AGGREGATING TO ₹ 2467.60 LAKH (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30% AND 28.47% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 235 OF THIS PROSPECTUS.

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice versa subject to valid applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of UPI Applicants, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" beginning on page 244 of this Prospectus. A copy will be filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled ***"Offer Procedure"*** beginning on page 244 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹ 10/-.. The Issue Price (determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled "Basis for Offer Price" beginning on page 93 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares Offered 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 Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 27 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated August 22, 2024 from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of our shares on the SME Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("**NSE**").

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
OUR PATH - YOUR SUCCESS	Skyline Financial Services Pvt. Ltd.
3DIMENSION CAPITAL SERVICES LIMITED K-37A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048 **Tel. No.:** +91-11-40196737; **Email:** info@3dcsl.com **Investor Grievance Email:** grievance@3dcsl.com, **Website:** www.3dcsl.com **Contact Person:** Mr. Pankaj Khetan & Mr. Rhydham Kapoor. **SEBI Regn. No. :** INM000012528	**Skyline Financial Services Private Limited** **Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 **Tel No.:** 011-40450193-197; **Fax:** 011-26812683, **Email**: ipo@skylinerta.com **Investor Grievance E-mail:** grievances@skylinerta.com **Contact Person: Mr.** Anuj Rana **Website:** www.skylinerta.com **SEBI Registration Number:** INR000003241

BID/ISSUE PERIOD

ISSUE OPENS ON: September 20,2024	ISSUE CLOSES ON: September 24,2024

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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 beto 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 Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 ("SCRA"), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections ***"Statement of Special Tax Benefits"****, "Financial Information of the Company" and "Main Provisions of the Articles of Association" on page 101, 165 and 268 respectively, shall have the meaning as described to such terms in such sections.*

General Terms

Terms	Description
"Avi Ansh Textile Limited", "the Company", "ourCompany", "Issuer" or "AATL"	Avi Ansh Textile Limited, a Company incorporated in India under the Companies Act, 1956 having its Registered office at 402, 4th Floor, Aggarwal Cyber Plaza-I Netaji Subhash Place, Pitampura, North West, Delhi, India 110034.
"we", "us" or "our"	Unless the context otherwise indicates or implies refers to our Company.
"you", "your" or "yours"	Prospective investors in this Offer
Our Promoters	Anil Kumar Jain, Geeta Jain, Avi Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain.(HUF) , Sanjeev Mittal HUF. , Ramesh Mittal HUF . , S C Jain . (HUF), Arihant Yarn Fab Private Limited, Akanksha Jain, Ansh Jain
Promoters' Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled "Our Promoters and Promoter's Group" beginning on Page No. 145 of this Prospectus.

Company related terms

Term	Description
AOA/ Articles/ Articles of Association	The articles of association of our Company, as amended.
Audit Committee	Audit Committee of our Company as described in the chapter titled ***"Our Management"*** beginning on page *144* of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company Being M/s. Kuldeep Sharma and Associates, (Firm Registration No.as 024838N).
Bankers to our Company	Indusind Bank Limited
Board of Directors/ the Board/ our Board	The board of directors of our Company, as constituted from time to time. For further details of our Directors, please refer to section titled ***"Our Management"*** beginning on page *144* of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Akanksha Jain.
CIN	Corporate Identification Number
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company is Isha.
NRC / Nomination & Remuneration Committee	NRC Committee of our Company as described in the chapter titled ***"Our Management"*** beginning on page *144* of this Prospectus.
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see ***"Our Management"*** on page *144* of this Prospectus
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DP ID	Depository's Participant's Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company

Equity Shares	Equity Shares of the Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Executive Director	Executive Director is the Managing Director of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies	Our group companies in accordance with the SEBI ICDR Regulations and the Materiality Policy as set out in section titled "*Our Group Companies"* on page *223*
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see *"Our Management"* on page *144* of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE0TFB01017.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled *"Our Management"* on page *144* of this Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Avi Ansh Textile Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company is Anil Kumar Jain.
Materiality Policy	The policy adopted by our Board on March 14, 2024 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled *"Our Management"* beginning on page *144* of this Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or 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.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at 402, 4th Floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura. North West, Delhi-110034
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at March 31, 2024 and Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit & Loss for the financial year ended on March 31, 2024 and Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021, and the Restated Cash Flows Statements as at March 31, 2024 and Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021, of our Company prepared and presented in accordance with Indian GAAP and under the historical cost convention on accrual basis of accounting. These Financial statements comply in all material aspects with the Accounting Standards (AS).
RoC/ Registrar of Companies	Unless specified otherwise refers to ROC Delhi Situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled *"Our Management"* beginning on page *144* of this Prospectus
Stock Exchange	The Emerge platform of NSE, approved by SEBI as Emerge Platform of NSE (NSE Emerge) for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Shareholders	Shareholders of our Company from time to time.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Satish Kumar Sharma, Tushar Kumar Chandra, Tapash Kumar Chandra, Ashwani Kumar

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 a bidder as proof of registration of the Application.
Addendum	The Addendum dated 15th July to the Draft Prospectus dated April 04, 2024 filed by our Company with NSE and the Addendum dated 18th September'2024 to the Prospectus dated 12th September'2024 has been filed by our Company with NSE.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Offer of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Fresh Issue.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include Amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Applicant/ ASBA Investor	Any prospective investor(s)/applicants(s) in this Offer who apply (ies) through the ASBA process in terms of the Prospectus.
Banker to the Offer Agreement	Agreement dated September 11, 2024 entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Offer.
Bankers to the Offer / Public Offer Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being IndusInd Bank
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Offer and which is described in the chapter titled *"Offer Procedure"* beginning on page *244* of this Prospectus.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum 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.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA 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 LM, the Registrar to the Offer and the Stock Exchange.

Demographic Details	The demographic details of the Bidders such as their Address, PAN, name of the Bidders father/husband, investor status, occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Director Identification Number
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Prospectus and the Prospectus, after the finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	The Market Maker for this Initial Public Offer is Nikunj Stock Brokers limited. `
Designated RTA Locations	Such locations of the RTAs where 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 websites of the Stock Exchange i.e. www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant 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	SME Platform of National Stock Exchange of India Limited ("NSE EMERGE")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Prospectus	Draft Prospectus dated April 04, 2024 is filed with NSE Emerge
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
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 depositary participants.
FFII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Fresh Issue	The fresh issue of up to 41,92,000 Equity Shares by our Company, at ₹ 62/-per Equity Share (including a premium of ₹ 52/- per Equity Share) aggregating up to ₹ 2599.04 lakhs.
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 of 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
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so Specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the Websites of the Stock Exchanges, and the Lead Manager.
3DCSL	3Dimension Capital Services Limited
Lead Manager/ LM	Lead Manager to the Offer, in this case being 3Dimension Capital Services Limited, a SEBI Registered Merchant Banker.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LLP	Limited Liability Partnership
Lot Size	2000 Equity Share and in multiples of 2000 Equity Shares thereafter.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize Blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of 2,12,000 Equity Shares of ₹10 each at an Offer price of ₹ 62/- each is aggregating to ₹ 132.44 Lakhs to be subscribed by Market Maker in this offer.
Market Making Agreement	The Market Making Agreement dated September 06,2024 between our Company, Lead Manager and Market Maker.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as Amended from time to time.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of 39,80,000 equity Shares of ₹10/- each at a price of ₹ 62/- per Equity Share (the "Offer Price"), including a share Premium of ₹ 52/- per equity share aggregating to ₹ 2467.60 Lakhs.
Net Proceeds	The Offer Proceeds received from the fresh Offer excluding Offer related expenses. For Further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled ***"Objects of the Offer"*** beginning on page *79* of this Prospectus.
Non- Retail Portion Including Qualified Institutional Buyers (NRI)	The remaining Portion of Net Offer, after retail potion, being not more than 50% of the Net Issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Offer Agreement	The Offer Agreement dated March 26, 2024 between our Company and Lead Manager.
Offer/Public Offer/Offer size/Initial Public Offer/Initial Public Offering/ IPO	The Initial Public Offer of up to 41,92,000 Equity shares of Rs. 10/- each at Offer price of Rs. 62/- per Equity share, including a premium of Rs. 52/- per equity share aggregating to Rs. 2599.04 lakhs comprising of a Fresh Issue of 41,92,000 Equity Shares.
Offer Price	The final price at which the Equity shares will be allotted in terms of the Prospectus, as determined by our company in consultation with LM on the Pricing date in accordance with the fixed price and the Prospectus.
Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled ***"Objects of the Offer"*** beginning on page *79* of this Prospectus
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other Than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.
Pay-in-Period	The period commencing on the Bid/Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or Incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the Registrar of Companies containing, inter alia, the Issue Opening and closing.
Public Offer Account	Account to be opened with the Bankers to the Offer to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being IndusInd Bank.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other Than the members of the Syndicate and eligible to procure Bids.
Registrar Agreement	The agreement dated March 26, 2024 entered into between our Company 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 or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Offer/ RTA/ RTI	Registrar to the Offer, in this case being Skyline Financial Services Private Limited.
Regulations	Regulations under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Offer reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity shares which shall be available for allocation to RIIs in accordance with SEBI ICDR Regulations.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, As amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, As amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as Amended from time to time.

SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI From time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from Time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Offer registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other Website as may be prescribed by SEBI from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
NSE Emerge	SME Platform of the NSE i.e. NSE Emerge.
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is Available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Offer registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the LM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	Underwriter to the Issue is 3Dimension Capital Services Limited and Sixth sense securities Private Limited.
Underwriting Agreement	The Agreement dated September 05, 2024 entered between Sixth Sense securities Private limited and the Company and Agreement dated September 10,2024 between 3Dimension Capital Services Limited and the company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account

UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any Subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Prospectus are open for business 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business. 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

Technical and Industry Related Terms

Term	Description
AEPC	Apparel Export Promotion Council
ATUFS	Amended Technology Upgradation Fund Scheme
BOT	Build-Operate-Transfer
BTRA	The Bombay Textile Research Association
CAD	Current Account Deficit
CAZRI	Central Arid Zone Research Institute
CCEA	Cabinet Committee on Economic Affairs
CoE	Centers of Excellence
CoEK	Center of Excellence for Khadi
CPI	Consumer Price Index
DGFT	Directorate General of Foreign Trade
DPA	Deendayal Port Authority
DRDO	Defence Research and Development Organization
EAP	East, Asia & Pacific
ECA	Europe and Central Asia
ECGLS	Emergency Credit Line Guarantee Scheme
EMDE	Emerging Market & Developing Economies
HEPC	Handloom Export Promotion Council
HMA	Handloom Marketing Assistance
ICAR	Indian Council of Agricultural Research
IIP	Index of industrial Production
KVIC	Khadi and Village Industries Commission
LAC	Latin America and the Caribbean

MEIS	Merchandise Exports from India Scheme
MHHDCL	Manipur Handloom & Handicrafts Development Corporation Limited
MITRA	Mega Integrated Textile Region and Apparel
MMF	Man-Made Fibre
MNA	Middle East and North Africa
MoSPI	Ministry of Statistics & Programme Implementation
Mtrs	Meters
NABARD	National Bank for Agriculture and Rural Development
NHDP	National Handloom Development Programme
NIFT	National Institute of Fashion Technology
NITRA	Northern India Textile Research Association
NTTM	National Technical Textile Mission
PPP	Public-Private Partnership
RMG	Ready-made Garments
RoSCTL	Rebate of State and Central Taxes and Levies
SAR	South Asia region
SASMIRA	Synthetic and Art Silk Mills Research Association
SCBTS	Scheme for Capacity Building in Textile Sector
SIPCOT	State Industries Promotion Corporation of Tamil Nadu Ltd
SSA	Sub-Saharan Africa
TEXPROCIL	The Cotton Textiles Export Promotion Council
TTC	Tennants Textile Colours

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
NSE	NSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer

CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act,1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer

ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
LM	Lead Manager
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or 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 the 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 the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert

P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF/ Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Company or person categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorized as such and as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in *"Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Regulations and Policies in India", "Financial Information of the Company", "Outstanding Litigations and Material Developments" and "Offer Procedure",* will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

All references in the Prospectus to "India" are to the Republic of India. All references in the Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore". In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for Financial Year ended on March 31 2024, March 31, 2023, March 31, 2022 and March 31, 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled ***"Financial Information of the Company"*** beginning on page *165* of this Prospectus.

There are significant differences between 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 Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this 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 Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions ofthe Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled *"Financial Information of the Company"* beginning on page *165* of this Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

For additional definitions used in this Prospectus, see the section ***"Definitions and Abbreviations"*** on page 0*4* ofthis Prospectus. In the section titled **"*Main Provisions of the Articles of Association"***, on page *268* of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. 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.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***"Basis for Offer Price"*** on page *93* of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation

All references to "Rupees" or "INR" or "₹" or "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***"Industry Overview"*** throughout the Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in *"Risk Factors"*, *"Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations"* on page *27*, *113* and *200* respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

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FORWARD LOOKING STATEMENTS

This Prospectus includes certain "forward-looking statements". We have included statements in the Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national andinternational economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants containedin our existing debt agreements;
10. general economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company's ability to successfully implement its growth strategy and expansion plans;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. occurrence of Environmental Problems & Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Global distress due to pandemic, war or by any other reason.

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 Condition and Results of Operations"* beginning on page *27*, *113* and *200* respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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.

Neither our Company or our Officers or Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the LM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should notbe construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

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SECTION II – SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including the sections entitled "Risk Factors", "Industry Overview", "Outstanding Litigation and Material Developments", "Our Promoter and Promoter Group", "Financial Information", "Objects of the Offer", "Our Business", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" beginning on Page Nos. 27, 105, 211 , 145, 165, 79, 113, 244 and 268, respectively of this Prospectus.

A. SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The domestic apparel and textile industry in India contributes approx. 2.3% to the country's GDP, 13% to industrial production and 12% to exports. India has a 4% share of the global trade in textiles and apparel. India is one of the largest producers of cotton and jute in the world. India is also the 2nd largest producer of silk in the world and 95% of the world's hand-woven fabric comes from India. Total textile exports are expected to reach $65 Bn by FY26 and is expected to grow at 10% CAGR from 2019-20 to reach $190 Bn by 2025-26. The textiles and apparel industry in India is the 2nd largest employer in the country providing direct employment to 45 Mn people and 100 Mn people in allied industries. India is set to achieve $250 Bn textiles production and $100 Bn exports by 2030.

For further details please refer to the chapter titled **"Industry Overview"** beginning on page *105* of this Prospectus.

(**Source:** https://www.investindia.gov.in/sector/textiles-apparel)

B. SUMMARY OF BUSINESS

Our Company is operating in the yarn Sector since 2005. We manufacture and export cotton yarn, including combed, carded cotton yarn in various counts. Our annual production capacity is approximately 4,500MT of cotton yarn (Spinning Unit). Our company adheres the quality standards and complies with international norms. Our yarn products are sold under the brand name Pooja gold. Additionally, our company has a knitting division that produces a wide range of fabrics in dyed and greige variants, with a fabric production capacity of approximately 1800 metric tons per annum.

For further details please refer to the chapter titled **"Our Business"** beginning on page *113* of this Prospectus.

C. PROMOTERS

Anil Kumar Jain, Geeta Jain, Avi Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain. (HUF), Sanjeev Mittal HUF. , Ramesh Mittal HUF. , S C Jain . (HUF), Arihant Yarn fab Private Limited, Akanksha Jain, Ansh Jain are the Promoters of the Company. For further details, please refer to the chapter titled "Our Promoter and Promoter Group" beginning on Page No. 145 of this Prospectus.

D. DETAILS OF THE OFFER

This is the Public Issue of 41,92,000 Equity Shares of Face Value of Rs. 10 each ("**Equity Share**") of Avi Ansh Textile Limited (**"Avi Ansh Textile Limited"** or the **"Company"** or the **"Issuer**") for cash at a Price of ₹ 62/- Per Equity (The "**Issue Price"**) Aggregating to ₹ 2599.04 Lakh (The "**Fresh Issue**") of which 2,12,000 Equity Shares Aggregating to ₹ 132.44 Lakhs will be Reserved for Market Maker to the Issue (The "**Market Maker reservation Portion"**) The Issue Less than the Market Maker Reservation Portion i.e. Net Issue of 39,80,000 Equity Shares Aggregating to ₹ 2467.60 lakhs (The **"Net Issue"**). The Issue and Net Issue Will Constitute 30% and 28.47% respectively of the Post Issue Paid up capital of our Company.

E. DETAILS OF THE SELLING SHAREHOLDERS

In our company, there are currently no offer for sale, thus, there are no selling shareholders.

F. OBJECTS OF THE OFFER

Our Company intends to utilize the net Proceeds of the fresh Issue to meet the following objects: -

Particulars	Amount (₹ in lakhs)
Gross Issue Proceeds	2599.04
Less: Public Issue Related Expenses	137.00
Net Issue Proceeds	**2462.04**

UTILIZATION OF NET ISSUE PROCEEDS

S. No.	Particulars	Amount (₹ in lakhs)
1.	Funding of Working Capital requirements	2011.94
2.	Term loan Repayment	394.76
3.	General Corporate Purpose	55.34
	Total	**2462.04**

G. PRE-OFFER SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 93,62,540 Equity shares of our Company aggregating to 95.68% of the pre-Offer Paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus: -

S.No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
1.	Anil Kumar Jain	3841010	39.25	3841010	27.48
2.	Geeta Jain	1587200	16.22	1587200	11.36
3.	A.K. Jain . (HUF)	1793870	18.33	1793870	12.83
4.	Ramesh Mittal HUF.	196670	2.01	196670	1.41
5.	Sanjeev Mittal HUF.	168350	1.72	168350	1.20
6.	G A Alloys Private Limited	649630	6.64	64,9630	4.65
7.	S J Metals Private Limited	533480	5.45	53,3480	3.80
8.	Arihant Yarnfab Private Limited	373130	3.81	37,3130	2.67
9.	Avi Jain	60000	0.61	60000	0.43
10.	S.C. Jain .(HUF)	159200	1.63	159200	1.14
	Total	**9362540**	**95.68**	**9362540**	**66.98**

H. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31st 2024, March 31st, 2023, March 31st, 2022 and March 31st , 2021:-

(INR in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	978.49	978.49	978.49	978.49
Net Worth	1,587.22	1,256.74	1,229.62	1,076.34
Total Income	14,214.65	12,149.57	12,016.76	7,264.30
Profit after tax	331.35	28.74	155.55	68.20
Earnings per Share • Basic • Diluted	 3.39 3.39	 2.94 2.94	 15.90 15.90	 6.97 6.97
Restated Earnings per share • Basic • Diluted	 3.39 3.39	 0.29 0.29	 1.59 1.59	 0.70 0.70
Net Asset Value per Share	16.22	12.84	12.57	11.00
Total Borrowings	4,481.21	3,193.46	2,659.87	3,375.46

Note: *As on 11th January, 2024 company splits its equity shares having face value of Rs.100 to Rs.10 each.*

I. AUDITOR QUALIFICATIONS

The Restated Financial Information do not contain any qualifications by the Statutory Auditors.

J. SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS (DECLARATION BY LEGAL ADVISOR)

A summary of pending legal proceedings and other material litigations involving our Company is provided Below:-

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings & GST Demands/Proceedings	Actions by Regulatory authorities	Other Pending Litigations	Amount Involved (in lakhs)
Company	By	3	-	-	-	-	N.A
	Against	-	-	13	-	-	110.81 (Approx.)
Promoter	By	-	-	-	-	-	-
	Against	-	-	1	-	-	-
Promoter Group	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Group Companies/ Entities	By	-	-	-	-	-	-
	Against	-	-	13	-	-	2.47 (Approx)
Directors other than Promoters	By	-	1	-	-	-	-
	Against	-	1	4	-	-	-

For further details, please refer to the chapter titled ***"Outstanding Litigations and Material Developments***" beginning on Page No. 211 of this Prospectus.

K. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled ***"Risk Factors"*** beginning on page *27* of this Prospectus.

L. SUMMARY OF CONTINGENT LIABILITIES

Our Company have contingent liabilities of Rs. 2,105.73 Lakhs as on March 31, 2024. For further details, please refer to Note No. -29 Contingent Liabilities of the chapter titled ***"Financial Information of the Company"*** on page 165 of this Prospectus

M. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the company (based on Restated Financial Statements) for the financial year ended on March 31, 2024, March 31, 2023, March 31, 2022 and March 31,2021

List of Related Parties :-

Names of the related parties with whom transactions were carried out during the years and description of relationship:

S. No.	Name of the Person/Entity	Nature of Relationship
1	Anil Kumar Jain	Director
2	Geeta Jain	Director
3	Avi Jain	Director's Relative
4	Ansh Jain	Director's Relative
5	Akanksha Jain	Director's Relative
6	Aanchal Jain	Director's Relative
7	Avi Ansh Enterprises Pvt Ltd	Company in which director uses significant influence
8	S J Metals Pvt Ltd	Company in which director uses significant influence
9	Arihant YarnFab Pvt Ltd	Company in which director uses significant influence
10	Hi Choice Real Estate Pvt Ltd	Company in which director uses significant influence
11	G A Alloys Pvt Ltd	Company in which director uses significant influence

Related Party Transactions:

(INR in Lakhs)

S. No.	Name of Party	Nature of Relationship	Nature of Transaction	As on 31st March.2024	As on 31st March,2023	As on 31st March,2022	As on 31st March,2021
1	Anil Kumar Jain	Director	Share Application Money Received	-	-		-
			Director Remuneration	10.00	-		-
			Rent Expenses	2.40	2.40	2.40	2.40
			Loan Accepted	-	-	-	-
			Loan Repaid	0.04	88.05	93.25	74.56
			Interest Paid	-	-		-
2	Geeta Jain	Director	Share Application Money Received	-	-	-	-
			Director Remuneration	0.60	-		-
			Remuneration	-	-		-
			Loan Accepted	2.03	1.00	-	41.00
			Loan Repaid	-	-	66.50	-
			Interest Paid	-	-		-
3	Ansh Jain	Director's Relative	Share Application Money Received	-	-		-
			Remuneration	24.00	24.00	24.00	14.40
			Loan Accepted	-	-	42.75	-
			Loan Repaid	7.61	72.34	-	13.05
			Interest Paid	-	-	-	-
4	Avi Jain	Director's Relative	Share Application Money Received	-	-	-	-
			Remuneration	24.00	24.00	24.00	14.40
			Loan Accepted	26.50	128.66	87.50	-
			Loan Repaid	-	-	-	99.45
			Interest Paid	-	-	-	-
5	Aanchal Jain	Director's Relative	Share Application Money Received	-	-	-	-
			Remuneration	18.00	18.00	11.39	-
			Loan Accepted	7.50	-	-	-
			Loan Repaid	-	-	-	-
			Interest Paid	-	-	-	-
6	Akanksha Jain	Director's Relative	Share Application Money Received	-	-	-	-
			Remuneration	19.00	18.00	18.00	3.60
			Loan Accepted	-	-	-	-
			Loan Repaid	-	-	-	-
			Interest Paid	-	-	-	-
7	Arihant Yarnfab Private Limited	Company in which director uses significant influence	Investment in Shares	-	-		-
			Sale of Goods	-	-	-	-
			Sale of Capital Goods	-	-	-	-
			Purchase of Goods	-	-	-	-
			Loan Accepted	1.92	4.32	1.60	4.52
			Loan Repaid	-	-	-	-
			Interest Paid	2.85	2.62	2.44	1.76
8	G A Alloys Private Limited	Company in which director uses significant influence	Investment in Shares	-	-	-	-
			Sale of Goods	-	-	-	-
			Sale of Capital Goods	-	-	-	-
			Purchase of Goods	-	-	-	-
			Loan Accepted	0.12	3.65	4.00	-
			Loan Repaid	-	-	-	-
			Interest Paid	0.58	0.35	-	-
9	SJ Metal Private Limited	Company in which director uses significant influence	Investment in Shares	0.00	-	-	-
			Sale of Goods	-	-	-	-
			Sale of Capital Goods	-	-	-	-
			Purchase of Goods	-	-	-	-
			Loan Accepted	0.91	3.68	0.37	0.96
			Loan Repaid	-	-		-

			Interest Paid	1.67	1.49	1.41	1.04
10	Hi Choice Real Estate Private Limited	Company in which director uses significant influence	Investment in Shares	0.00	-	-	-
			Sale of Goods	-	-	-	-
			Sale of Capital Goods	-	-	-	-
			Purchase of Goods	-	-	-	-
			Loan Accepted	34.53	32.17	34.60	7.13
			Loan Repaid	-	-		-
			Interest Paid	13.64	11.30	8.99	7.70
11	Avi Ansh Enterprises Private Limited	Company in which director uses significant influence	Investment in Shares	-	-	-	-
			Sale of Goods	2066.42	1357.04	1367.46	112.48
			Sale of Capital Goods	-	-	-	-
			Purchase of Goods	743.82	53.38	51.17	2.98
			Loan Accepted	-	-	-	-
			Loan Repaid	-	-	-	-
			Interest Paid	-	-	-	-

Loans from Related Parties

(INR in Lakhs)

S. No.	Name of Party	Nature of Relationship	As on 31st March ,2024	As on 31st March, 2023	As on 31st March, 2022	As on 31st March, 2021
1	Anil Kumar Jain	Director	138.06	138.10	226.15	319.40
2	Geeta Jain	Director	196.15	194.12	193.12	259.62
3	Ansh Jain	Director's Relative	144.27	151.88	224.22	181.47
4	Avi Jain	Director's Relative	384.60	358.10	229.44	141.94
5	Aanchal Jain	Director's Relative	7.50	-	-	-
6	Akanksha Jain	Director's Relative	-	-	-	-
7	Arihant Yarnfab Private Limited	Company in which director uses significant influence	38.34	36.42	32.10	30.50
8	G A Alloys Private Limited	Company in which director uses significant influence	7.77	7.65	4.00	-
9	SJ Metal Private Limited	Company in which director uses significant influence	22.55	21.64	17.96	17.59
10	Hi Choice Real Estate Private Limited	Company in which director uses significant influence	197.05	162.52	130.35	95.75

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

For further details, please refer to the Note-29– Related Party Disclosures of chapter titled ***"Financial Information of the Company"*** on page *165* of this Prospectus.

N. DETAILS OF FINANCING ARRANGEMENTS

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

O. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRD BY EACH OF OURPROMOTER IN LAST ONE YEAR

S. No.	Name of the Promoters	Number of Equity Shares acquired in last one year preceding the date of Prospectus	Weighted Average cost of Acquisition
1.	Avi Jain **	60000	12.90

*As Certified by M/s Kuldeep Sharma & Associates through their certificate dated 09-09-2024.
** Pursuant to Shareholders' resolution dated January 11, 2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into ten Equity Shares of face value of ₹10 each. Therefore 9,78,493 equity shares of our Company of face value of ₹100 each was sub-divided into 97,84,930 equity shares of face value of ₹10 each.

P. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

S. No.	Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)
1	Anil Kumar Jain	3841010	6.09
2	Geeta Jain	1587200	6.42
3	Avi Jain	60000	12.90
4	A K Jain . (HUF)	1793870	7.86
5	Ramesh Mittal HUF .	196670	12.20
6	Sanjeev Mittal HUF .	168350	13.96
7	S C Jain . (HUF)	159200	13.51
8	S.J Metals Private Limited	533480	8.25
9	Arihant Yarnfab Private Limited	373130	13.40
10	G A Alloys Private Limited	649630	9.17

Note-1: The average cost of acquisition of Equity Shares by the Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted/gifted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

Note-2: Equity Shares received as a gift are taken as Zero value.

* Pursuant to Shareholders' resolution dated January 11, 2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into ten Equity Shares of face value of ₹10 each. Therefore 9,78,493 equity shares of our Company of face value of ₹100 each was sub-divided into 97,84,930 equity shares of face value of ₹10 each.

* As Certified by M/s Kuldeep Sharma & Associates through their certificate dated 09-09-2024.

Q. PRE-IPO PLACEMENT

Our Company has not undertaken a pre-IPO placement.

R. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Since incorporation, the company has not allotted any equity shares for consideration other than cash, except as mentioned below.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Name of Allottees	No. of Share Allotted
31/03/2018	2,23,134	100	134	Conversion of Loan into Equity	G A Alloys Private Limited	22015
					S J Metals Private Limited	10448
					Arihant Yarnfab Private Limited	37313
					Ansh Jain	14925
					Avi Jain	22388
					Geeta Jain	22388
					Anil Kumar Jain	93657
					Total	**2,23,134**

S. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Pursuant to Shareholders' resolution dated January 11, 2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into ten Equity Shares of face value of ₹10 each. Therefore 9,78,493 equity shares of our Company of face value of ₹100 each was sub-divided into 97,84,930 equity shares of face value of ₹10 each.

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

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

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SECTION III- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 113 and 200 respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 165 of this Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

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

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

Materiality

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

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

INTERNAL RISK FACTORS

1. ***Our business depends on our production facility in Punjab and the loss of or shutdown of operations of the production facility on any grounds could adversely affect our business or results of operations.***

   Our production facility is subject to operating risks such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, raw material shortage or unsuitability, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, earthquakes and other natural disasters, pandemic, social unrests, industrial accidents, our ability to respond to technological advances and emerging industry and safety standards and practices in the industries in which we operate and propose to operate on a cost-effective and timely basis and any other factors which may or may not be within our control and also we need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Although we take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and the trading price of our Equity Shares may be adversely affected by any disruption of operations at our facilities, including due to any shutdown of our operations due to any COVID-19 restrictive guidelines. Further, due to the geographic concentration of our manufacturing units in Punjab our operations are susceptible to local and regional factors, such as accidents, system failures, civil unrest as well as other adverse social, economic and political events in India, weather conditions, natural disasters, regional conflicts and demographic and population changes, and other unforeseen events and circumstances which may disrupt our production and significantly affect our business, financial condition and profitability.

2. ***We do not have long-term agreements with a majority of our customers. Any changes or cancellations to our orders or our inability to forecast demand for our products may adversely affect our business, results of operations and financial condition.***

We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Further, our Company has not appointed any exclusive agents for handling its operations However, our company has in house sales and marketing team who bid to various clients for our product. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

3. ***Our insurance coverage may not be adequate.***

Our Company has obtained insurance coverage in respect of certain risks. For further details in relation to our Insurance, please refer to the section titled – Insurance in the chapter titled "Our Business" beginning on page 113 of this Prospectus. The insurance policies are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled ***"Our Business"*** beginning on page 113 of this Prospectus

4. ***We may need to seek additional financing in the future to support our growth strategies. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows.***

It is important to note that we anticipate significant expenditures in maintaining and expanding our infrastructure, as well as in developing and implementing new technologies as part of our growth strategy. While historically we have primarily funded our capital expenditure through internal accruals and cash flow from operations, there is no guarantee that we will have sufficient capital resources for our current operations or any future expansion plans. In the event that our internally generated capital resources and available credit facilities are insufficient, we may need to seek additional financing from third parties. This could involve banks, venture capital funds, joint-venture partners, or other strategic investors. The ability to arrange financing and the costs of such financing are subject to various factors, including economic and capital market conditions, credit availability, and investor confidence. Additionally, debt financing may come with restrictive covenants that could impact our ability to operate and manage our business. Failure to secure financing in a timely manner, at a reasonable cost, and on acceptable terms could potentially impact our expansion plans and overall business, financial condition, and results of operations.

5. ***Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and other national/ international corporations and the failure to obtain or renew them in a timely manner may adversely affect our business operations.***

Our business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. Our failure to obtain such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. For further details, see ***"Government and Other Approvals"*** on page 219. Further, fresh and renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. While we have made fresh applications for few approvals and licenses, we cannot assure you that we will receive these approvals in a timely manner or at all.
As of the date of this prospectus, the renewal process for our factory license is underway. However, there can be no assurance of a favourable outcome or timely renewal. The potential non-renewal of our factory license in timely manner could result in

regulatory hurdles, operational interruptions, financial implications, and diminished investor confidence. It is imperative that investors carefully consider this risk factor and its potential implications as disclosed herein. We are actively engaged in addressing this risk and will endeavour to mitigate any adverse effects on our operations and financial performance to the best of our abilities.

6. ***We have entered into, and will continue to enter into, related party transactions*.**

Our company has engaged in various transactions with our Directors, Promoters, Promoter Group members, and Group Companies. These transactions encompass a range of activities, including salary/remuneration, loans and advances, reimbursement of expenses, among others. As of the period ended March 31,2024, the total value of related party transactions is Rs. 3008.13 Lakh.

All the related party transactions in the past were done in compliance with the Companies Act 2013 and applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects. For further details, please refer to the Note-30– Related Party Disclosures on page 165 of chapter titled ***"Financial Information of the Company"*** beginning on page 165 of this Prospectus.

7. We are subject to various laws and regulations in jurisdictions where we operate, including environmental and health and safety laws and regulations, which may subject us to increased compliance costs, which may in turn result in an adverse effect on our financial condition.

We may incur substantial costs to comply with requirements of environmental laws and regulations. In addition, we may discover currently unknown environmental problems or conditions. We are subject to significant national and state environmental laws and regulations, which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. Environmental laws and regulations in India are becoming increasingly stringent and it is possible that they will become significantly stringent in the future. In addition, failure to comply with environmental laws may result in assessment of penalties and fines against us by regulatory authorities. The commencement of environmental actions against us or the imposition of any penalties or fines on us as a result thereof could have a material adverse effect on our business prospects and results of operations.

8. We may not be able to successfully manage the growth of our business if we are not able to effectively implement our strategies.

It is important to acknowledge the potential risks and challenges associated with implementing growth strategies. Factors such as economic conditions, government policies, and operational capabilities can all impact the successful execution of expansion plans. It will be crucial to focus on effectively managing growth, including implementing and improving operational systems and internal controls in a timely manner. By addressing these potential obstacles, the business can work towards mitigating the adverse effects on its operations and financial condition.

9. An inability to address changing industry standards and shift in consumer preference or taste may adversely affect our business, results of operations and financial condition.

The future success of our business will depend in part on our ability to respond to consumer preferences and emerging industry standards and practices in a cost-effective and timely manner. While we continue to invest in various product development

initiatives, adopt enhanced technologies and processes for the development of new products, we are subject to general risks associated with introduction and implementation of new products including the lack of market acceptance and delays in product development, change in consumer preference. There can be no assurance that we will be able to successfully develop new products or that such new products will receive market acceptance or adapt our manufacturing processes to incorporate new technologies or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our customers, dealers and end customers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition.

10. Changes in Technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernisation and technology Upgradation is essential in our industry to reduce costs and increase productivity. With latest technology and advancement of methods and machineries, our existing technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we strive to keep our technology, plant and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

11. We depend on our senior management team and a loss of any of our senior management may affect our ability to operate or grow our business.

Our success depends to a large extent upon the continued services of our senior management team. Our senior management are not bound by employment or non-competition agreements and we cannot assure you that we will be able to retain them or other executive officers. We could be adversely affected by the loss of any of our senior management or other executive officers. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. Our success also depends, in part, on key client relationships forged by members of our senior management. If we were to lose these members of our senior management, we cannot assure you that we will be able to continue to maintain key client relationships or renew them. If we are unable to retain these members of our senior management, our business, results of operations and financial condition may be affected.

12. We may be exposed to the risk of delays or non-payment by our clients and other counterparties, which may also affect our cash flows and business.

We may be exposed to counterparty credit risk during the normal course of our business relationship with customers or other partners, who may delay or fail to make payments or meet contractual obligations. their other coins. The financial status of our customers, business partners, suppliers and other partners may be affected by their business, which may be affected by a number of factors, including general economic conditions. We cannot assure you of the continued viability of our partners or that we will accurately assess their reliability. We also cannot guarantee that we will be able to collect all or part of past due payments. Any serious non-payment or non-performance by our customers, business partners, suppliers or other partners can affect the financial condition, results of operations and cash flows.

13. The outbreak of COVID-19 or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.

One significant risk factor related to COVID-19 is the disruption in supply chains. We heavily rely on a various supplier for components, raw materials, and equipment. Due to the pandemic, many countries implemented lockdowns, travel bans, and restrictions on manufacturing activities. If for any reason the same situation arises in the upcoming areas, it may affect the production schedules of solar panel manufacturers, potentially leading to project delays or increased costs. Moreover, if certain components or raw materials are sourced from heavily affected regions, their production and distribution may be severely impacted, causing prolonged delays in fulfilling orders or even halting production altogether. The risk of disruption in supply chains highlights the importance for companies to diversify their supplier base geographically and establish contingency plans for

alternative sources of essential components. However, the uncertainty and risk associated with COVID-19 cannot be completed ignored.

14. *The Shortage or non- availability of power and fuel facility may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition.*

Our business is dependent on the adequate and uninterrupted supply of electrical power and water at a reasonable cost. Our Company does not have suitable power back-up to meet power failure exigencies. Failure on account of unavailability of electrical power and water may restrict us in utilizing our full capacity and, hence, may impact our business and results of operation. Our manufacturing process requires uninterrupted supply of electrical power and water in order to ensure that we are able to manufacture our products. The shortage or non-availability of electrical power and water may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition. Currently, we source our power requirements from the state electricity board. There can be no assurance that electricity supplied will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. If the supply of electricity is not available for any reason, we will need to rely on alternative sources. Any failure on our part to obtain alternate sources of electricity, in a timely manner, and at an acceptable cost, may have an adverse effect on our business, results of operations, cash flows and financial condition. Further, if the per unit cost of electricity is increased by the state electricity board, our power cost will increase and it may adversely affect our profit margins. Additionally, we require water for process in manufacturing of our products and for human consumption. Any disruption / non availability of power and water or any failure on our part to arrange alternate sources of electricity and water supply, in a timely manner and at an acceptable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

15. *Our business, results of operations and financial condition may be adversely affected if operations at the facilities of our raw material suppliers are disrupted.*

The facilities of our raw material suppliers are subject to various operating risks, including some of which are beyond their control, such as the breakdown and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. Further, since a significant majority of the facilities of our raw materials suppliers are located in a particular region in India, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect operations at our raw materials suppliers' facilities. Further, if our suppliers fail to comply with applicable laws, including environmental laws, they risk having their facilities shut down, which may adversely affect our operations. The occurrence of any such event may adversely affect our business, results of operations and financial condition. We cannot assure you that we will always be able to arrange alternate sources of our raw materials, at prices acceptable to us, or at all, or that we will be able to pass on any increase in cost to our customers, although we endeavour to do so. Any inability on our part to arrange for alternate sources for raw materials, on commercially acceptable terms, may have an adverse effect on our business, results of operations and financial condition.

16. *We are majorly dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.*

Our success depends on the supply and transport of the finished products from our manufacturing facilities to our customers and distributors, which are subject to various uncertainties and risks. Our company do not adequate transportation facility and we are majorly dependent on third-party transportation providers for the delivery of our products while transportation restrictions, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and finished 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 raw materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet our purchase orders in a timely manner or at all, which may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation 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 and distributors. We may also be affected by an

increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. 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, or passing these charges on to our customers, which could adversely affect demand for our products.

17. *If we are subject to any frauds, theft, or embezzlement by our employees, suppliers, contractors or distributors, Customers it could adversely affect our reputation, results of operations, financial condition and cash flows.*

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employee/ contractor/ distributor/ vendor fraud, theft, or embezzlement. Although we have set up various security measures in our manufacturing facility such as deployment of security guards and operational processes such as periodic stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition, and cash flows. In the past, we have been subject to act of fraud, cheating and misappropriation. For details in relation to criminal cases filed by us, please refer ***"Outstanding Litigation and Material Developments"*** – Litigation involving our Company – Litigation filed by our Company – Criminal Litigations on page 211 of the Prospectus.

18. *Information relating to the installed capacity, actual production and capacity utilization of our manufacturing facilities included in this Prospectus are based on various assumptions and estimates and future production and capacity may vary.*

Information relating to the installed capacity, actual production and capacity utilization of our manufacturing facilities included in this Prospectus are based on various assumptions and estimates of our management that have been taken into account in the calculation of our installed capacity, actual production and capacity utilization. Actual production levels and future capacity utilization rates may vary significantly from the estimated production capacities of our manufacturing facilities and historical capacity utilization rates. In addition, capacity utilization is calculated differently in different countries, industries and for the different kinds of products we manufacture. Undue reliance should therefore not be placed on our historical installed capacity, actual production and capacity utilization for our existing manufacturing facilities included in this Prospectus. See "Our Business – Our Manufacturing capabilities" on page 113.

19. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements of our company. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. There can be no assurance that we will be able to pay dividend in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

20. *No independent agency has been appointed by our company to monitor the utilization of the issue proceeds.*

As per SEBI (ICDR) Regulations, 2018, as amended, the appointment of a monitoring agency is required only for issue sizes exceeding ₹10,000.00 Lakhs. Therefore, we have not appointed any monitoring agency to monitor the utilization of issue proceeds. Instead, the audit committee of our Board will monitor the utilization of issue proceeds in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additionally, the audit committee of the company will monitor the utilization of issue proceeds at regular intervals. Furthermore, our Company will promptly inform the stock exchange about any material deviations in the utilization of issue proceeds and will simultaneously disclose any material deviations or adverse comments from the audit committee to the public.

21. *The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.*

We compete in textiles industry on the basis of the quality of our products, price, and customer satisfaction. The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, availability of raw materials and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian textiles industry as compared with us. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

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

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years:

(INR In Lakhs)

Net Cash Generated from	For the period ending March 31st, 2024	For the period ending March 31st , 2023	For the period ending March 31st , 2022	For the period ending March 31st, 2021
Net cash from Operating Activities	(1244.95)	270.41	766.85	726.40
Net cash from Investing Activities	(344.13)	(482.54)	(221.38)	(40.08)
Net cash from Financing Activities	1060.60	369.84	(849.45)	58.80

23. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have a material adverse effect on our business growth and prospects, financial condition and results of operations.*

In the recent past many companies in the textile industry have ramped up their capacities to encash opportunities arising from various favourable regulatory changes such as incentives under the textile policies of various states in India, incentives under mega textile parks scheme, TUFS etc. Huge additional capacities coming up are expected to increase competition amongst players in the textile industry and we may face pressures on pricing, product quality, turnaround time, order size etc., which may put strain on our profit margins.

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

Our Directors and certain Key Management Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses. Certain of our Directors and Key Management Personnel 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. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled “Capital Structure” on Page 57 of the Prospectus. There is no assurance that our Directors and/or our key management personnel will not

provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

25. Our lenders have charged over our movable, immovable properties and book debts in respect of finance availed by us.

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our plant and machineries, stock, fixed deposits, Book Debts and Moveable Assets. The total amount outstanding and payable by us as secured loans were Rs. 3344.38 lakhs as on 31st March'2024. In the event of default in repayment of the loans / facilities availed by company and any interest thereof, the properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled Financial Statements on page 165 of this Prospectus.

26. Our Company's logo AVI ANSH is not registered as on the date of Prospectus. We may be unable to adequately protect our intellectual Property. Also, we Cannot assure the timely registration of our logo.

We have applied for registration of our name and logo AVI ANSH under the provisions of the Trademarks Act, 1999 and do not own the trademark as on date. As such we do not enjoy the statutory protections accorded to a registered trademark as on date. We are in the process of for registration of our logo under the provisions of the Trade Marks Act, 1999. There can be no assurance that we will be able to register the trademark in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

Our current trademark and logo AVI ANSH may be owned by our Company in the future under the Trademarks Act, 1999

27. The discrepancy in ROC filed documents, which cannot be rectified at present, poses a risk of accruing penalties in the future. This could potentially impact the financial standing of our company.

Mr. Avinash Pandey & Associates, Practicing Company Secretary, engaged to conduct ROC due diligence, that certain discrepancies have been identified in our ROC filings.

S.	Date	Form	Particulars	Our Remark
1	2015-16	MGT 7	1. Resignation of Director meeting date not mentioned in MGT-7	During our review we have found that this Board meeting is not reported in MGT-7, although the proper records of this meeting are found at the company's registered office.

2	2019-20	MGT-7	1. Board Meeting date of 1st April 2019 is not mentioned in MGT-7 in this meeting for resolution for appointment of MGT-7 is filled. (cs appt) 2. Board Meeting date of 8th June 2019 is not mentioned in MGT-7 in this meeting for resolution for authorisation to file DPT-3 is given. 3. Board Meeting date of 2nd July 2019 is not mentioned in MGT-7 in this meeting for resolution for authorisation to file Ben 1 and ben 2 is given	During our review we have found that these 3 Board meetings are not reported in MGT-7, although the proper records of these missing meetings are found at the company's registered office.
3	2020-21	MGT-7	1. Board Meeting date of 28 July 2020 is not mentioned in MGT-7 in this meeting for transfer of shares of the company 2. Authorisation to file form for creation of charge is 15th Oct 2020 but no such date is mentioned in MGT-7. 3. Authorisation to file form for creation of charge is 30th nov 2020 but no such date is mentioned in MGT-7	During our review we have found that these 3 Board meetings are not reported in MGT-7, although the proper records of these missing meetings are found at the company's registered office.
4	2022-23	MGT 7	1. Authorisation to file form for creation of charge in chg-1 is 01.07.2022 but there is no such meeting mentioned in mgt-7.	During our review we have found that this Board meeting is not reported in MGT-7, although the proper records of this meeting are found at the company's registered office.

28. ***Our contingent liabilities and commitments as stated in our Restated Financial Statements could affect our financial condition.***

Our Company have contingent liabilities of Rs. 2105.73 Lakhs as on March 31,2024. The existence of contingent liabilities, commitments, and corporate guarantees for loans secured by Avi Ansh Enterprises Private Limited, a group entity, represents a notable risk factor for our financial stability. Any potential default on these obligations could substantially impact our financial position and operations. In with corporate For further details, please refer to Note-29 Contingent Liabilities of the chapter titled "Financial Information of the Company" on page 165 of this Prospectus.

29. Our Company is party to certain legal proceedings.

Our Company, is a party to a legal proceeding which is pending. We cannot assure you that these proceeding will be decided in favour of our Company. Further, there is no assurance that similar proceedings will not be initiated against us in the future. Considering the amount involved is not substantial, any adverse outcome of the litigation will not have any adverse impact on the financials of our Company. For details of these proceedings, see ***"Outstanding Litigation and Material Developments"*** on beginning from page 211 of this Prospectus. A classification of these legal and other proceedings is given below.

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings & GST Demands/Proceedings	Actions by Regulatory authorities	Other Pending Litigations	Amount Involved (in lakhs)
Company	By	3	-	-	-	-	N.A
	Against	-	-	13	-	-	110.81 (Approx.)
Promoter	By	-	-	-	-	-	-
	Against	-	-	1	-	-	-
Promoter Group	By	-	-	-	-	-	-
	Against	-	-	-	-	-	-
Group Companies/Entities	By	-	-	-	-	-	-
	Against	-	-	13	-	-	2.47 (Approx)
Directors other than Promoters	By	-	1	-	-	-	-
	Against	-	1	3	-	-	-

30. ***Our operations are dependent on our ability to attract and retain skilled personnel and any inability on our part to do so, could adversely affect our business, results of operations and financial condition.***

Our business is manpower intensive and our continued growth depends in part on our ability to recruit and retain suitable staff. Our success depends on our ability to attract, hire, train and retain skilled personnel particularly for our painting department and for our stitching department. As of March 31, 2024, we had a sufficient workforce of personnel for our operations. For details, see "***Our Business – Human Resources***" on page 113. We cannot assure you that we will be able to retain our personnel or find and hire personnel with the necessary experience or expertise. We may need to increase compensation and other benefits in order to attract and retain personnel in the future and that may affect our costs and profitability. In the event that we are unable to retain and hire such personnel or are unable to find suitable replacements in a timely manner, our business, financial condition and results of operations may be adversely affected.

31. ***Funding the working capital requirements of our Company, based on certain assumptions and estimates, constitutes a key objective of the Issue. Failure to effectively utilize these funds could adversely impact our operations.***

The objects of the Offer include funding working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see "Objects of the Offer" on page 79 of this Prospectus

Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, and the non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised not to place undue reliance on such estimates of future working capital requirements.

32. ***Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or fraud could expose us to business risks or losses, including regulatory sanctions, penalties, and serious harm to our reputation. Such employee misconduct includes breach of security requirements, misappropriation of funds,

hiding unauthorized activities, failure to observe our 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. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may end in writing-off of such amounts and thereby adversely affecting the results of our operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

33. Delays or defaults in customer payments could adversely affect our financial condition.

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we may not receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, cancelled, or does not proceed to completion, it could have an adverse effect on our operating results. For the Fiscal ending March 31, 2024, 2023, 2022, and 2021, our trade receivables were ₹1,66.52 lakhs, ₹450.53 lakhs, ₹429.84 lakhs, and ₹711.48, respectively. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

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

Any future equity issuance by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares, and could significantly impair our future ability to raise capital through Issue of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

35. Abundant dependence on IndusInd Bank in respect of Loan facilities obtained by our Company.

Our company has been sanctioned credit facilities by IndusInd Bank. The Company is dependent on such facility for its Overdraft facilities and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

36. Industry information included in this prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective 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 for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this prospectus.

37. Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

38. Some of the details mentioned in the respective Documents of our promoters are not same as other KYC documents.

Details of promoters such as Name shall be incorporated in the Prospectus. While going through the KYC documents such as Aadhaar Card, PAN, Passport, Driving License and Voter ID, it was found that certain details mismatch with each other. There is mismatch in Name and Address details in the KYCs of some promoters.

39. Company has high debt-to-equity ratio.

Our Company has a high debt-to-equity ratio, which stood at 2.82, 2.54, 2.16, and 3.14 for the financial years ended March 31, 2024, March 31, 2023, March 31, 2022 and March 31,2021, respectively. A high debt-to-equity ratio could increase our interest costs, making it difficult for us to service our debt obligations, which could adversely affect our financial condition and results of operations. Our ability to meet our debt obligations and repay our outstanding borrowings when due depends on the successful implementation of our business strategy and our ability to generate sufficient funds from internal accruals, refinancing from external sources on acceptable terms, or the proceeds from this Initial Public Offer.

40. Our entry into the garments manufacturing sector is a new and untested area of business for us, and as such, we may face unforeseen challenges and uncertainties that could impact our ability to operate successfully in this sector.

We have recently entered the garments manufacturing sector, which is a new area of business for us. While we believe this expansion offers opportunities for growth, it also presents some risks. This new business line may subject to many risks i.e. Difficulty in adapting to new markets, customers, and suppliers, Increased competition from established players in the garments industry, Difficulty in attracting and retaining skilled personnel etc. If we are unable to successfully manage these risks, our business, financial condition, and results of operations may be materially affected. However, we have conducted thorough research and due diligence, and we are confident in our ability to manage these risks and deliver value to our investors.

ISSUE RELATED RISK

41.. The trading volume and market price of the Equity Shares may be volatile following the Offer.

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- Quarterly variations in our results of operations;
- Results of operations that vary from the expectations of securities analysts and investors;
- Results of operations that vary from those of our competitors;
- Changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- A change in research analysts' recommendations;
- Announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- Announcements by third parties or governmental entities of significant claims or proceedings against us;
- New laws and governmental regulations applicable to our industry;

- Additions or departures of key management personnel;
- Changes in exchange rates;
- Fluctuations in stock market prices and volume; and
- General economic and stock market conditions.

42. We cannot assure you that our equity shares will be listed on the SME platform of NSE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Prospectus listed on SME platform of NSE in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the SME platform of NSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

43. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

EXTERNAL RISK FACTORS

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

Our performance and growth are dependent on the health of the Indian economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any significant change may adversely affect our business and financials.

45. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

46. Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business.

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our customers or business partners are affected by such natural disasters or epidemics.

Furthermore, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares. We may also face difficulty in accessing certain parts of India at certain times of the year or under adverse or inclement weather conditions.

47. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include
• Custom duties on imports of raw materials and components;
• Goods and Service These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

48. Our business is affected by economic, political and other prevailing conditions beyond our control.

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:
• 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 effect on economic conditions in India and scarcity of financing for our expansions;
• Prevailing income conditions among Indian customers and Indian corporations;
• Epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
• Hostile or war like situations with the neighbouring countries;
• macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
• Volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
• Decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
• downgrading of India's sovereign debt rating by rating agencies;
• Difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis; and
• any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

49. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfer of shares between non- residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required.

Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

50. Any adverse change or downgrade in ratings of India may adversely affect our business, results of operations and cash flows.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

51. The requirements of being a listed company may strain our resources.

We are not a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing compliances and reporting requirements to the Stock Exchanges, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies. Further, 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 and internal control over financial reporting. 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 affect our business, prospects, results of operations and financial condition and the price of our Equity Shares. In addition, we may need to consider hiring additional legal and accounting personnel with expertise in listed company operations and technical accounting. However, we cannot assure you of prompt recruitment in this aspect.

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

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

SECTION IV-INTRODUCTION

THE OFFER

(INR in Lakhs, except share data)

1. **Equity share capital[(1)]** **Present issue of Equity shares by our company[(2)]**	41,92,000 Equity shares of face value of ₹10/- each fully paid up for cash at a price of 62/- per Equity shares aggregating Rs. 2599.04 Lakhs.
Of which	
Issued Reserved for the Market Maker	2,12,000 Equity shares of face value of ₹10/- each fully paid up for a cash at a price of 62/- per Equity share aggregating Rs. 131.44 Lakhs.
Net Issue to Public	**Of which [(3)]**
	19,90,000 Equity shares of having face value of ₹10/- each fully paid up for a cash at a price of 62/- per Equity share will be available for allocation for investors of 2.00 Lakhs.
	19,90,000 Equity shares of having face value of ₹10/- each fully paid up for a cash at a price of 62/- per Equity share will be available for allocation for investors of 2.00 Lakhs.
Equity shares outstanding prior to the Issue	97,84,930 Equity shares of face value of ₹10/- each fully paid up.
Equity shares outstanding after the Issue	1,39,79,930 Equity shares of face value of ₹10/- each fully paid up.
Use of Net Proceeds	Please refer to the chapter titled "Objects of the Offer" beginning on page 79 of this Prospectus.

Notes:

(*1) This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please see the chapter titled "Offer Structure" beginning on page 242 of this Prospectus.*

(2) The present Issue has been authorized pursuant to a resolution of our Board dated January 15, 2024 and by Special Resolution passed under Section 62(1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on January 18, 2024.

(3) Since present issue is a Fixed Price Issue, the allocation in the Net Issue to the public category in terms of Regulation 253 of the SEBI ICDR Regulations shall be made as follows:

a) Minimum fifty percent to Retail Individual Investors; and

b) Remaining to
(i) Individual applicants other than Retail Individual Investors; and
(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) *The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.*

If the Retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

For details, including in relation to grounds for rejection of Applications, refer to "Offer Structure" and "Offer Procedure" beginning on 242 and 244, of this Prospectus respectively. For details of the terms of the Issue, see "Terms of the Offer" beginning on page 235 of this Prospectus.

SUMMARY OF OUR FINANCIALS

ANNEXURE-A

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(INR IN LAKHS)

			Balance as at			
S. No.	**Particulars**	**Note No.**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
I	**EQUITY AND LIABILITIES**					
1)	Shareholders' Funds					
	(a) Share Capital	3	978.49	978.49	978.49	978.49
	(b) Reserve and surplus	4	608.73	278.25	251.13	97.85
			1,587.22	**1,256.74**	**1,229.62**	**1,076.34**
2)	**NON-CURRENT LIABILITIES**					
	(a) Long-term borrowings	5	1,456.61	1,414.69	1,468.74	1,325.54
	(b) Long-term provision	7	34.42	28.99	20.65	15.97
			1,491.03	**1,443.68**	**1,489.40**	**1,341.51**
3)	**CURRENT LIABILITIES**					
	(a) Short term borrowings	8	3,024.59	1,778.77	1,191.13	2,049.92
	(b) Trade Payables	9				
	(i) Payable to MSME	(i)	24.29	1.04	-	1.81
	(ii) Payable to Others	(ii)	153.21	29.50	231.01	77.06
	(c) Other current Liabilities	10	89.15	121.82	114.40	96.06
	(d) Short term Provisions	11	153.14	60.80	81.30	52.10
			3,444.38	**1,991.93**	**1,617.84**	**2,276.95**
	Total		**6,522.64**	**4,692.35**	**4,336.85**	**4,694.81**
II	**ASSETS**					
1)	**NON-CURRENT ASSETS**					
	(a) Property plant and Equipment and Intangible Assets:	12				
	(i) Tangible Assets		2,025.61	1,522.11	1,622.68	1,756.03
	(ii) Intangible Assets		-	-	-	-
	(iii) CWIP		-	391.16	63.04	-
	(b) Other Non-Current Assets	13	136.23	168.15	158.59	129.90
	(c) Deferred tax Assets	6	11.63	7.87	1.47	3.12
			2,173.47	**2,089.28**	**1,845.77**	**1,889.05**
2)	**CURRENT ASSETS**					
	(a) Inventories	14	2,772.17	1,349.78	1,382.05	1,191.09
	(b) Trade Receivables	15	1,166.52	450.53	429.84	711.48
	(c) Cash and cash equivalents	16	80.46	608.94	451.23	755.22
	(d) Short term Deposits and advances	17	58.02	32.78	57.39	21.46
	(e) Other current Assets	18	272.01	161.04	170.57	126.51

			4,349.17	**2,603.07**	**2,491.08**	**2,805.76**
	Total		**6,522.64**	**4,692.35**	**4,336.85**	**4,694.81**

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ANNEXURE-B

RESTATED STATEMENT OF PROFIT AND LOSS

(INR in Lakhs)

Particulars	Note No.	For the Period ending 31st March 2024	For the Period ending 31st March 2023	For the Period ending 31st March 2022	For the Period ending 31st March 2021
I. Revenue from Operations	19	14,138.87	12,070.64	11,951.32	7,256.73
II. Other Income	20	75.79	78.93	65.44	7.57
III Total Income (I+II)		**14,214.65**	**12,149.57**	**12,016.76**	**7,264.30**
IV Expenses:					
Cost of Materials Consumed	21	11,419.01	9,746.06	9,241.04	5,241.81
Change in Inventory	22	(970.16)	(101.58)	42.88	(13.01)
Employee Benefit Expenses	23.1	763.09	613.64	528.71	293.20
Finance Costs	23.2	227.14	163.75	133.86	160.81
Depreciation and Amortization	23.3	292.88	253.19	269.49	304.50
Other Expenses	23.4	2,039.04	1,435.90	1,584.96	1,184.27
Total Expenses		**13,771.00**	**12,110.96**	**11,800.93**	**7,171.58**
V Profit/Loss before exceptional and Extraordinary items and Tax (III-IV)		**443.65**	**38.60**	**215.83**	**92.72**
VI Exceptional Items		.-	-	-	-
VII Profit before extra-ordinary items & Tax (V-VI)		**443.65**	**38.60**	**215.83**	**92.72**
VIII Extraordinary Items (Profit and Loss on sale of machinery)		.00	.00	.00	.00
IX. Profit/(Loss) before Tax (VII-VIII)		**443.65**	**38.60**	**215.83**	**92.72**
X. Tax Expenses:					
(I) Current Tax		116.07	16.27	58.62	31.05
(II) Deferred Tax		(3.76)	(6.40)	1.66	(6.53)
XI. Profit/(Loss) from Continuing Operations (VII-VIII)		**331.35**	**28.74**	**155.55**	**68.20**
XII. Earnings per share of Rs. 10/- each					
(a) Basic		3.39	2.94	15.90	6.97
(b) Diluted		3.39	2.94	15.90	6.97
Restated Earning Per Share *					
(a) Basic		3.39	0.29	1.59	0.70
(b) Diluted		3.39	0.29	1.59	0.70
Company Overview	**1**				
Significant Accounting Policies	**2**				

** As on 11th January, 2024 company splits its equity shares having face value of Rs.100 to Rs.10 each.*

ANNEXURE C

RESTATED CASH FLOW STATEMENT

(INR in Lakhs)

	For the Period ended			
Particulars	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
A. Cash Flow from Operating Activities				
a) Net profit after tax and extraordinary items	331.35	28.74	155.55	68.20
Add : Provision for taxation	116.07	16.27	58.62	31.05
Provision for Differed Tax	(3.76)	(6.40)	1.66	(6.53)
Depreciation	292.88	253.19	269.49	304.50
Bad Debts	-	-	-	52.52
Non Recoverable Tuff Subsidy Written-off	-	-	-	18.85
Finance cost	227.14	163.75	133.86	160.81
Less:				
FD Interest	(29.17)	(7.76)	(6.48)	(6.60)
Reversal of MAT Credit	-	-	-	(13.64)
b) operating profit before working capital changes	934.51	447.79	612.69	609.16
Adjustment For:				
(Increase)/Decrease in Trade Receivable	(715.99)	(20.69)	281.64	297.31
(Increase)/Decrease in Other Current Assets	(110.97)	9.53	(44.06)	56.70
(Increase)/Decrease in Trade Payable	146.96	(200.47)	152.15	(188.80)
Increase/(Decrease) in Other Current Liabilities	(32.68)	7.42	18.34	61.58
Increase/(Decrease) in Current Provision	(7.46)	21.86	1.62	(0.34)
Increase/(Decrease) in Long term Provision	5.43	8.33	4.68	1.41
Increase/(Decrease) in Inventories	(1,422.39)	32.27	(190.96)	(96.37)
Increase/(Decrease) in Short Term Deposit and Advances	(25.23)	24.61	(35.93)	(8.75)
c) Cash generated from operations	(1,227.82)	330.65	800.17	731.91
Less: Income tax Paid	17.13	60.24	33.32	5.51
Net Cash from Operating Activities	**(1,244.95)**	**270.41**	**766.85**	**726.40**
B. Cash Flow from Investing Activities				
Purchase of fixed assets (Net)	(405.23)	(480.73)	(199.17)	(44.21)
Change in Non-Current Investment	31.93	(9.56)	(28.69)	(2.47)
Interest on FD	29.17	7.76	6.48	6.60
Net cash from Investing Activities	**(344.13)**	**(482.54)**	**(221.38)**	**(40.08)**
C. Cash Flow from Financing Activities				
Changes in Long Term Borrowing	41.92	(54.05)	143.20	166.86
Changes in Short Term Borrowing	1,245.82	587.64	(858.79)	52.75
Finance Cost	(227.14)	(163.75)	(133.86)	(160.81)
Net cash from Financing Activities	**1,060.60**	**369.84**	**(849.45)**	**58.80**

D. Net Increase/(Decrease) in cash and cash Equivalent	(528.48)	157.71	(303.98)	745.12
Cash and cash equivalent at the beginning of the year	608.94	451.23	755.22	10.09
Cash & Cash equivalent at end of the year (Cash & Cash equivalent represents cash and bank balance)	80.46	608.94	451.23	755.22

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GENERAL INFORMATION

The Company was originally incorporated as Rajneesh Spinners Private Limited on 27th April, 2005 as a Private Limited Company under Companies Act,1956 with the Registrar of Companies Punjab, H.P. & Chandigarh. Subsequently, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 28th November 2013, the name of our company was changed to "Avi Ansh Textile Private Limited" and a fresh certificate of Incorporation dated 16th December, 2013 with the Registrar of Companies, Delhi. In 2023, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 30th November, 2023, our company was converted from a private limited company to a public limited company and consequently, the name of our company was changed to "Avi Ansh Textile Limited" and a fresh certificate of Incorporation dated 3rd January,2024 by the Registrar of Companies, Delhi. The Corporate Identification number of our Company is U17110DL2005PLC260403.

For further details please refer to chapter titled ***"History and Corporate Structure"*** beginning on page *141* of this Prospectus

Registered Office	402, 4th floor, Aggarwal Cyber Plaza-1 Netaji Subhash Place, Pitampura, North West, Delhi, India, 110034 **Tel. No.:** +91-11-4142-5247 **Email:** avianshanil@rediffmail.com **Website:** https://avianshgroup.com **CIN:** U17110DL2005PLC260403 **Registration Number:** 260403

Address of the ROC:

Registrar of Companies, Delhi &Haryana
Registrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019
Phone: 011-26235702
Email: roc.delhi@mca.gov.in
Website: www.mca.gov.in

Board of Directors
The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of the Director	Designation	Address	DIN
Anil Kumar Jain	Managing Director	Flat no. 742, Guru Apartments, Sector-14, Rohini, Delhi-110085	00150070
Geeta Jain	Non-Executive Woman Director	Flat no. 742, Guru Apartments, Sector-14, Rohini, Delhi-110085	00153074
Vinay Bansal	Independent Director	7-D, Row House, Surya Vihar, Sector-	10528315

		21, Gurgaon, Haryana-122016	
B.M. Sharma	Independent Director	House no.57, Huda Plots, Sector-56, Gurgaon-122011	01313551

For further details in relation to our directors, please refer to chapter titled "Our Management" on page 144 of this Prospectus:

Chief Financial Officer	**Company Secretary and Compliance Officer**
Akanksha Jain **Avi Ansh Textile Limited** **Address:** Flat no. 742, Guru Apartments, Sector-14, Rohini, Delhi-110085 **Tel. No**.: +91-8527159333 **E-mail:** akankshajain3007@gmail.com	Isha **Avi Ansh Textile Limited** **Address:** BG-5/75C, Paschim Vihar, Delhi-110063 **Tel. No**.: +91-9999335909 **E-mail:** cs@avianshgroup.com **Membership No.:** A59254

Investor Grievances:

Investors may contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue, i.e. and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, or/and nonreceipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same. Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

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

Details of Key Intermediaries pertaining to this Offer and Our Company:

Lead Manager to the Offer	Legal Advisor to the Offer
3Dimension Capital Services Limited **Address:** K-37A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi, Delhi-110048 **Tel No.:** +91-011-40196737 **E-mail :** delhi@3dcsl.com **Investor Grievance Email :** grievance@3dcsl.com **Website:** www.3dcsl.com **Contact Person :** Mr. Pankaj Khetan and Mr. Rhydham Kapoor **SEBI Regn No.:** INM000012528	**Name:** A BIZ CHANCELLOR LAW LLP **Address:** Office 9, No. 1 Birbal Road, Jangpura Extn, Delhi 110014 **Tel No.:** +91-8882017384 **Email:** Abizchancellor@gmail.com **Contact Person:** Mr. Pavindra Nautiyal
Registrar to the Offer	**Statutory Auditor**
Skyline Financial Services Private Limited **Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 **Tel No**.: 011-40450193-197 **Facsimile**: 011-26812683 **E-mail:** ipo@skylinerta.com **Contact Person:** Mr. Anuj Rana **Website:** http://www.skylinerta.com **SEBI Registration No:** INR000003241	**Kuldeep Sharma & Associates** **Address:** 3507/6, Kirti Sadan, Pyarelal Road, Bank Street, Karol Bagh, New Delhi, Delhi-110005 **Tel No:** +91-9711192480 **E-mail:** kuldeep743@gmail.com **Firm Registration No. –** 024838N **Contact Person:** Mr. Kuldeep Sharma **Peer Review Certificate No.:** 016301
Bankers to the Company	**Bankers to the offer/ Refund Banker/ Sponsor Bank**
Indusind Bank Limited **Address:** 9A, Hyatt Residency, Bikaji Cama Place, Delhi **Tel No. :** +91-9205025502 **Contact Person:** Deepak Tiwari **Website:** www.indusind.com **E-mail:** Deepakr.tiwari@gmail.com **Registration No.-** INBI0000002	**Indusind Bank Limited** **Address:** 9A, Hyatt Residency, Bikaji Cama Place, Delhi **Tel No. :** +91-9205025502 **Contact Person:** Deepak Tiwari **Website:** www.indusind.com **E-mail:** Deepakr.tiwari@gmail.com **Registration No.-** INBI0000002
Market Maker to the Issue	**Underwriter to the Issue***

Nikunj Stock Brokers Limited **Address:** A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi- 110007 **Contact Person:** Mr Anupam Suman **Contact Number:** 9999492292/ 011-47030017-18 **E-mail Id:** complianceofficer@nikunjonline.com **Website:** www.nikunjonline.com **SEBI Registration Number:** INZ000169335 **NSE SME Registration Number:** NSE/ MEM/ 278/ 06913	**Sixth Sense Securities Private Limited** **Address:** 301, 3rd Floor, D Mall, Netaji Subhash Place, Pitampura-110034 **Tel No:** 011-49124667 **E-mail:** ops@sixthsensesecurities.com **Contact Person:** Nikita Gupta **SEBI Registration Number:** INZ000307736

**As Per SEBI ICDR Regulations the Lead Manager 3DIMENSION CAPITAL SERVICES LIMITED will underwrite 15% of the Issue.*

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

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

Syndicate SCSB Branches

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

Registered Brokers

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

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Bid-cum-Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18 for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from

the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Brokers to the Offer

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

Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared Financial Year ended March 31, 2024, 2023,2022 and 2021 as included in this Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

Since, 3Dimension Capital Services Limited is the sole Lead Manager to this Offer, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

Appraisal and Monitoring Agency

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Offer size is upto ₹ 10,000 Lakh. Since the Offer size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Offer.

However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

Green Shoe Option

No Green Shoe Option is applicable for this Offer.

Credit Rating

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

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Trustees

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

Debenture Trustees

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

Filing Of the Draft Prospectus/ Prospectus with the Designated Stock Exchange/SEBI/ROC

The Prospectus is being filed with NSE Emerge

The 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, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 a copy of Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in

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

A copy of Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the ROC Office situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

Type of Issue

The present Issue is considered to be 100% Fixed Price Issue.

Withdrawal of the Offer

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account. Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

Underwriting

The Issue is 100% underwritten. In accordance with Regulation 260(2) of the SEBI (ICDR) Regulations, 2018, the Lead Manager(s) have agreed to underwrite a minimum of 15% of the Issue size from their own account(s), for which an agreement dated September 10, 2024, has been executed.

For the remaining portion of the Issue, the Company has appointed Sixth Sense Securities Private Limited as the Underwriter, for which an underwriting agreement dated September 5, 2024, has been executed.

Details of the Underwriter	No. of shares underwritten	Amount Underwritten	%of the Total offer siz underwritten
3Dimension Capital Services Limited **Address:** K-37A, Basement, Kailash Colony, Nea Colony Metro Station, New Delhi, Delhi-110048 **Tel No.:** +91-011-40196737 **E-mail :** delhi@3dcsl.com **Investor Grievance Email :** grievance@3dcsl.com **Website:** www.3dcsl.com **Contact Person:** Mr. Pankaj Khetan and Mr. Kapoor **SEBI Regn No.:** INM000012528	629032	389.99	15%
Sixth Sense Securities Private Limited	3564509	2209.99	85%

Address: 301, 3rd Floor, D Mall, Netaji Subhash Place, Pitampura-110034 **Tel No:** 011-49124667 **E-mail:** ops@sixthsensesecurities.com **Contact Person:** Nikita Gupta **SEBI Registration Number:** INZ000307736			

**Includes 212000 Equity shares of ₹10.00 each for cash of ₹ 62/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors, the resources of the abovementioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

Change in Auditors during the last three (3) years

There have been no change in our Company's auditors in the last three (3) years.

Details of the Market Making arrangement for this Offer

Our Company has entered into Market Making Agreement dated 6th September'2024 with the following Market Maker, to fulfill the obligations of Market Making for this Offer:

Nikunj Stock Brokers Limited
Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi- 110007
Contact Person: Mr Anupam Suman
Contact Number: 9999492292/ 011-47030017-18
E-mail Id: complianceofficer@nikunjonline.com
Website: www.nikunjonline.com
SEBI Registration Number: INZ000169335
NSE SME Registration Number: NSE/ MEM/ 278/ 06913

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

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 the NSE and SEBI regarding this matter from time to time.

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

1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).

2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

4) After a period of 3 (three) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 2,13,871 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 2,13,871 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue 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, NSE may intimate the same to SEBI after due verification.

6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors

7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.

8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

11) Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

12) Punitive Action in case of default by Market Makers: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

13) The 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.

14) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

15) 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.

16) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

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

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CAPITAL STRUCTURE

The Equity Share Capital of our Company, as on the date of this Prospectus is set forth below:

(INR in Lakhs, except Share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A.	**Authorized Share Capital** 1,40,000,000 Equity Shares having Face Value of ₹ 10/- each	1,400	-
B.	**Issued, Subscribed, & Paid-up Share Capital prior to the Offer** 97,84,930 Equity Shares having Face Value of ₹ 10/- each	978.49	-
C.	**Present Offer in terms of this Prospectus**		
	Consisting of:		
	Issue of 41,92,000 Equity Shares of face value of ₹10/- each	419.20	2,599.04
	Which comprises of:		
	Reservation of Market Maker Portion 2,12,000 Equity Shares of face value of ₹10/- each at a price of ₹ 62/- per Equity Share reserved as Market Maker Portion.	21.20	131.44
	Net Offer to Public Net Issue to Public of 39,80,000 Equity Shares of ₹10/- each at a price of ₹62/- per Equity Share to the Public.	398.00	2467.60
	Of which:		
	i. Allocation to Retail Individual Investors of 19,90,000 Equity Shares	199.00	1233.80
	ii. Allocation to other than Retail Individual Investors of 19,90,000 Equity Shares	199.00	1233.80
D.	**Issued, Subscribed and Paid-up Equity Share Capital after the Offer**	1397.69	-

E.	**Securities Premium Account**		
	Before the Issue	159.78	
	After the Issue		2339.62

**The Present issue in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated January 15, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on January 18, 2024.*

Classes of Shares:

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

Our Company does not have any partly paid-up shares as on the date of this Prospectus.

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

NOTES TO THE CAPITAL STRUCTURE:

1. Changes in Authorized Equity Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Shares	Cumulative Authorized Share Capital (in Rs. Lakhs)	Date of Meeting	Whether AGM/ EGM
1	On Incorporation	40,000	100/-	40.00	On Incorporation	N.A
2	Increase in Authorized Share Capital From Rs.40,00,000 to Rs.1,25,00,000	1,25,000	100/-	125.00	7th Nov'2005	E.G.M
3	Increase in Authorized Share Capital From Rs.1,25,00,000 to Rs.3,25,00,000	3,25,000	100/-	325.00	9th Dec'2009	E.G.M
4	Increase in Authorized Share Capital From Rs.3,25,00,000 to Rs.4,50,00,000	4,50,000	100/-	450.00	3rd June'2011	E.G.M
5	Increase in Authorized Share Capital	5,50,000	100/-	550.00	28th March'2012	E.G.M

	From Rs.4,50,00,000 to Rs.5,50,00,000					
6	Increase in Authorized Share Capital From Rs.5,50,00,000 to Rs.7,00,00,000	7,00,000	100/-	700.00	25th May'2013	E.G.M
7	Increase in Authorized Share Capital From Rs.7,00,00,000 to Rs.8,50,00,000	8,50,000	100/-	850.00	29th Nov,2014	E.G.M
8	Increase in Authorized Share Capital From Rs.8,50,00,000 to Rs.10,50,00,000	10,50,000	100/-	1050.00	30th March'2018	E.G.M
9	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	1,05,00,000	10/-	1050.00	11th January'2024	E.G.M
9	Increase in Authorized Share Capital From Rs.10,50,00,000 to Rs.14,00,00,000	1,40,00,000	10/-	1400.00	10th Feb, 2024	E.G.M

2. Equity Share Capital History of our Company

a) The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (including Premium if applicable) (Rs.)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (Rs.)	Cumulative Paid up Capital (Rs.)
Upon Incorporation	2,000	100	100	Cash	Subscription to MOA	2,000	Nil	2,00,000
10/12/2009	1,23,000	100	100	Cash	Private Placement	1,25,000	Nil	1,25,00,000
13/01/2010	1,58,090	100	100	Cash	Private Placement	2,83,090	Nil	2,83,09,000
15/06/2011	1,64,644	100	100	Cash	Private Placement	4,47,734	Nil	4,47,73,400
30/03/2012	1,00,301	100	100	Cash	Private Placement	5,48,035	Nil	5,48,03,500
10/02/2014	39,500	100	100	Cash	Private Placement	5,87,535	Nil	5,87,53,500

10/07/2014	1,03,670	100	150	Cash	Private Placement	6,91,205	51,83,500	6,91,20,500
03/12/2014	64,154	100	150	Cash	Private Placement	7,55,359	32,07,700	7,55,35,900
31/03/2018	2,23,134	100	134	other than cash	Conversion of Loan into Equity	9,78,493	75,86,556	9,78,49,300
11/01/2024	88,06,437	10	0	NA	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	97,84,930	NA	9,78,49,300

(i) Initial Subscribers to the Memorandum of Association subscribed 2,000 Equity Shares of Face Value of ₹100/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Satish Kumar Sharma	500
2	Tushar Kumar Chandra	500
3	Tapash Kumar Chandra	500
4	Ashwani Kumar Sharma	500
Total		**2,000**

(ii) Allotment of 1,23,000 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Satish Kumar Sharma	24,500
2	Tushar Kumar Chandra	29,000
3	Tapash Kumar Chandra	22,500
4	Ashwani Kumar Sharma	19,000
5	Rajiv Electricals	18,000
6	Maya Chandra	10,000
Total		**1,23,000**

(iii) Allotment of 1,58,090 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Ashwani Sharma	867
2	Rajiv Electricals	10880
3	Satish Sharma	454
4	Abhiiit Ghatak	7700
5	Tushar Chandra	1248
6	Raj Engineering	28209
7	Chhaya Tinku	250
8	D.K. Roy	500
9	Meenu Tangri	2000
10	Mittar Pal Singh	2000
11	Payal Tangri	1500
12	Sadhu Ram Sharma	15000
13	Sanjeev Kumar	4000
14	Sarita Dass	2900
15	Sukhdev Mittal	8500
16	Surinder Tinku	250
17	Tirthankar K. Chandra	4000
18	Maya Chandra	2000
19	ETE Electrogears Private Limited	65832
Total		**1,58,090**

(iv) Allotment of 1,64,644 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Ashwani Sharma	3850
2	Rajeev Sharma	3420

3	Ruchi Sharma	3500
4	Seema Sharma	3230
5	Raj Engineering	14946
6	Rajiv Electricals	26900
7	ETE Electrogears Private Limited	108798
Total		**1,64,644**

(v) Allotment of 1,00,301 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Rajiv Electricals	21323
2	Rajneesh Yarns Private Limited	7958
3	Ashwani Sharma	450
4	Electrotech Engineers	1750
5	ETE Electrogears Pvt Ltd	62300
6	Raj Air Product	320
7	Raj Engineering	5700
8	Satish Kumar Sharma	500
Total		**1,00,301**

(vi) Allotment of 39,500 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Avi Agarwal	3000
2	Nitin Jain	4250
3	Pardeep kumar Agarwal	3000
4	Ramesh Mittal HUF .	11000
5	Sandhya Mittal	3000

6	Sanjeev Mittal	3000
7	Sanjeev Mittal HUF	3500
8	S.C Jain HUF	4750
9	Anita Mittal	750
10	Kanta Jain	750
11	Neetu Jain	500
12	Nikhil Jain	2000
Total		**39,500**

(vii) Allotment of 1,03,670 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	A.K Jain HUF	4667
2	Anita Mittal	4667
3	Kanta Jain	5330
4	Nikhil Jain	16002
5	Ramesh Mittal HUF	8667
6	Rekha Jain	17667
7	Sandhya Mittal	6500
8	Sanjeev Mittal	15665
9	Sanjeev Mittal HUF	13335
10	S.C Jain HUF	11170
Total		**1,03,670**

(viii) Allotment of 64,154 Equity Shares of Face Value of ₹ 100/- each on Private Placement basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	A.K Jain HUF	14667
2	Avi Jain	47667

3	Dinesh Chandra	1820
Total		**64,154**

(ix) Allotment of 2,23,134 Equity Shares of Face Value of ₹ 100/- each on Conversion of Loan into equity basis as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	GA Alloys Private Limited	22015
2	SJ Metals Private Limited	10448
3	Arihant Yarn Fab Private Limited	37313
4	Ansh Jain	14925
5	Avi Jain	22388
6	Geeta Jain	22388
7	Anil Jain	93657
Total		**2,23,134**

b) As on the date of this Prospectus, our Company does not have any Preference Share Capital.

2. The Company has not issued any Equity Share in the last two years preceding the date of the Prospectus.

3. Issue of Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Name of Allottees	No. of Shares Allottees
31/03/2018	2,23,134	100	134	Conversion of Loan into Equity	GA Alloys Private Limited	22015
					S J Metals Private Limited	10448
					Arihant Yarnfab Private Limited	37313
					Ansh Jain	14925
					Avi Jain	22388

					Geeta Jain	22388
					Anil Kumar Jain	93657
					Total	**2,23,134**

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Our Company has not issued Equity shares at price below the Offer price within last one year from the date of the Prospectus.

8. We have not revalued our assets since incorporation and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

9. **Shareholding Pattern of the Company**

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

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered. (XIII)			Number of equity shares held in dematerialized form (XIV)#
								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 (Sb)	
								Class: X	Class: Y	Total								
A1	Promoter & Promoter Group*	10	9362540	0		9362540	95.68	9362540		9362540.00	95.68	0	95.68	0		0		9362540
B	Public	1	422390	0		422390	4.32	422390		422390.00	4.32	0	4.32	0		0		422390
C	Non-Promoter-Non-Public					0												
C1	Shares underlying DRs	0			0	0		0		0	0.00			0				0
C2	Shares held by Employee Trusts	0	00	0		0	0.00	00		0	0.00	0	0.00	0		0		0
	Total	11	9784930	0	0	9784930*	100.00	9784930	0.00	9784930.00	100.00	0	100.00	0	0.00	0.00	0.00	9784930

*Pursuant to Shareholders' resolution dated January 11, 2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into ten Equity Shares of face value of ₹10 each. Therefore 9,78,493 equity shares of our Company of face value of ₹100 each was sub-divided into 97,84,930 equity shares of face value of ₹10 each

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Anil Kumar Jain	3841010	39.25%
2.	A K Jain .(HUF)	1793870	18.33%
3.	Geeta Jain	1587200	16.22%
4.	Ramesh Mittal HUF .	196670	2.01%
5.	Sanjeev Mittal HUF .	168350	1.72%
6.	S C Jain .(HUF)	159200	1.63%
7.	G A Alloys Private Limited	649630	6.64%
8.	S J Metals Private Limited	533480	5.45%
9.	Arihant Yarnfab Priavte Limited	373130	3.81%
10.	Priti Bhala	422390	4.32%

A list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Anil kumar Jain	384101	39.25%
2.	Geeta Jain	158720	16.22%
3.	A K Jain .(HUF)	179387	18.33%
4.	Sanjeev Mittal HUF .	16835	1.72%
5.	Ramesh Mittal HUF .	19667	2.01%
6.	S C Jain .(HUF)	15920	1.63%
7.	Nikhil Jain	18002	1.84%
8.	Rekha Jain	17667	1.81%
9.	Arihant Yarnfab Private Limited	373130	3.81
10.	Priti Bhalla	422390	4.32

A list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Anil kumar Jain	384101	39.25%
2.	Geeta Jain	158720	16.22%
3.	A K Jain . (HUF)	179387	18.33%
4.	Sanjeev Mittal HUF .	16835	1.72%
5.	Ramesh Mittal HUF .	19667	2.01%
6.	S C Jain . (HUF)	15920	1.63%
7.	Nikhil Jain	18002	1.84%
8.	Rekha Jain	17667	1.81%
9.	G A. Alloys Pvt Ltd	64963	6.64%
10.	S. J. Metals Pvt. Ltd.	53348	5.45%
11.	Arihant Yarn Fab Pvt Ltd	37313	3.81%
Total		**9784930**	**98.71%**

list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Anil Kumar Jain	3841010	39.25%
2.	A K Jain . (HUF)	1793870	18.33%
3.	Geeta Jain	1587200	16.22%
4.	Ramesh Mittal Huf .	196670	2.01%
5.	Sanjeev Mittal Huf .	168350	1.72%
6.	S C Jain .(HUF)	159200	1.63%
7.	G A Alloys Private Limited	649630	6.64%
8.	S J Metals Private Limited	533480	5.45%
9.	Arihant Yarnfab Private Limited	373130	3.81%

10.	Priti Bhala	422390	4.32%
Total		**9784930**	**99.38%**

Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.

Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the issue by way of split/consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

10. Shareholding of our Promoters

As on the date of this Prospectus, our Promoters hold 95.68 % of the pre- Issue, subscribed and paid-up Equity Share capital of our Company.
Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideraton	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
ANIL KUMAR JAIN									
15-Dec-12	Transfer from ETE Electrogears Pvt Ltd	Cash	94073	94073	100	70	0.96%	[●]	No
15-Dec-12	Transfer from Chhaya Tiku	Cash	250	94323	100	70	0.0025%	[●]	No
15-Dec-12	Transfer from Tushar Chandra	Cash	500	94823	100	70	0.005%	[●]	No
8-Aug-13	Transfer from Raj Engineering	Cash	33909	128732	100	70	0.35%	[●]	No
8-Aug-13	Transfer from Satish Kumar Sharma	Cash	25954	154686	100	70	0.27%	[●]	No
31-March-18	Conversion of Loan into Equity	Other than Cash	93657	248343	100	134	0.96%	[●]	No
28-Jul-20	Transfer through gift from Kanta Jain	Other than Cash	6080	254423	100	0	0.06%	[●]	No

28-Jul-20	Transfer through gift from Avi Jain	Other than Cash	114753	369176	100	0	1.17%	[●]	No
28-Jul-20	Transfer through gift from Ansh Jain	Other than Cash	14925	384101	100	0	0.15%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	3456909	3841010	10	0	35.32%	[●]	No
	Total		**3841010**				**39.25%**		
GEETA JAIN									
15-Dec-12	Transfer from ETE Electrogears Pvt Ltd	Cash	42857	42857	100	70	0.44%	[●]	No
8-Aug-13	Transfer from Ashwani Sharma	Cash	23717	66574	100	70	0.24%	[●]	No
8-Aug-13	Transfer from Rajiv Electricals	Cash	18000	84574	100	70	0.18%	[●]	No
8-Aug-13	Transfer from Seema Sharma	Cash	18176	102750	100	70	0.19%	[●]	No
31-March-18	Conversion of Loan into Equity	Other than Cash	22388	125138	100	134	0.23%	[●]	No
28-Jul-20	Transfer through gift from Anita Mittal	Other than Cash	5417	130555	100	0	0.06%	[●]	No
28-Jul-20	Transfer through gift from Sandhya Mittal	Other than Cash	9500	140055	100	0	0.09%	[●]	No
28-Jul-20	Transfer through gift from Sanjeev Mittal	Other than Cash	18665	158720	100	0	0.19%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	1428480	1587200	10	0	14.5%	[●]	No
	Total		**1587200**				**16.22%**		
A K JAIN .(HUF)									

15-Dec-12	Transfer from ETE Electrogears Pvt Ltd	Cash	100000	100000	100	70	1.02%	[●]	No
8-Aug-13	Transfer from Ashwani Sharma	Cash	950	100950	100	70	0.01%	[●]	No
8-Aug-13	Transfer from Rajiv Electricals	Cash	59103	160053	100	70	0.60%	[●]	No
10-Jul-14	Private Placement	Cash	4667	164720	100	150	0.05%	[●]	No
03-Dec-14	Private Placement	Cash	14667	179387	100	150	0.15%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	1614483	1793870	10	0	16.49%	[●]	No
	Total		**1793870**				**18.33%**		
G. A ALLOYS PRIVATE LIMITED									
15-Dec-12	Transfer from Tushar Chandra	Cash	31248	31248	100	70	0.32%	[●]	No
15-Dec-12	Transfer from Surinder Tinku	Cash	250	31498	100	70	0.0025%	[●]	No
15-Dec-12	Transfer from ETE Electrogears Pvt Ltd	Cash	1750	33248	100	70	0.02%	[●]	No
15-Dec-12	Transfer from Maya Chandra	Cash	2000	35248	100	70	0.02%	[●]	No
15-Dec-12	Transfer from Abhijit Ghatak	Cash	7700	42948	100	70	0.08%	[●]	No
31-March-18	Conversion of Loan into Equity	Other than Cash	22015	64963	100	134	0.22%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	584667	649630	10	0	5.97%	[●]	No
	Total		**649630**				**6.64%**		

S.J METALS PRIVATE LIMITED									
15-Dec-12	Transfer from Tapash Chandra	Cash	24000	24000	100	70	0.25%	[●]	No
15-Dec-12	Transfer from Maya Chandra	Cash	11500	35500	100	70	0.12%	[●]	No
15-Dec-12	Transfer from Tirthankar K. Chandra	Cash	4000	39500	100	70	0.04%	[●]	No
15-Dec-12	Transfer from D K Roy	Cash	500	40000	100	70	0.01%	[●]	No
15-Dec-12	Transfer from Sarita Das	Cash	2900	42900	100	70	0.03%	[●]	No
31-March-18	Conversion of Loan into Equity	Other than Cash	10448	53348	100	134	0.11%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	480132	533480	10	0	4.90%	[●]	No
	Total		**533480**				**5.45%**		
SANJEEV MITTAL HUF .									
10-Feb-14	Private Placement	Cash	3500	3500	100	100	0.04%	[●]	No
10-Jul-14	Private Placement	Cash	13335	16835	100	150	0.14%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	151515	168350	10	0	1.54%	[●]	No
	Total		**168350**				**1.72%**		
RAMESH MITTAL HUF .									
10-Feb-14	Private Placement	Cash	11000	11000	100	100	0.11%	[●]	No
10-Jul-14	Private Placement	Cash	8667	19667	100	150	0.09%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	177003	196670	10	0	1.80%	[●]	No

	Total		**196670**				**2.01%**		
AVI JAIN									
15-Dec-12	Transfer from Mittar Pal Singh	Cash	2000	2000	100	70	0.02%	[●]	No
15-Dec-12	Transfer from Sanjeev Kumar	Cash	4000	6000	100	70	0.04%	[●]	No
15-Dec-12	Transfer from Sadhu Ram Sharma	Cash	15000	21000	100	70	0.15%	[●]	No
15-Dec-12	Transfer from Raj Air Product	Cash	320	21320	100	70	0.00%	[●]	No
15-Dec-12	Transfer from Ruchi Sharma	Cash	3500	24820	100	70	0.04%	[●]	No
15-Dec-12	Transfer from Rajneesh Yarns Pvt Ltd	Cash	7958	32778	100	70	0.08%	[●]	No
15-Dec-12	Transfer from Rajeev Sharma	Cash	3420	36198	100	70	0.03%	[●]	No
15-Dec-12	Transfer from Sukhdev Mittal	Cash	8500	44698	100	70	0.09%	[●]	No
3-Dec-14	Private Placement	Cash	47667	92365	100	150	0.49%	[●]	No
31-March-18	Conversion of Loan into Equity	Other than Cash	22388	114753	100	134	0.23%	[●]	No
28-Jul-20	Transfer through gift	Other than Cash	(114753)	0	0	0	-1.17%	[●]	No
6-Nov-23	Transfer from Avi Aggarwal	Cash	3000	3000	100	129	0.03%	[●]	No
6-Nov-23	Transfer from Pradeep Kumar Agarwal	Cash	3000	6000	100	129	0.03%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	54000	60000	10	0	0.55%	[●]	No
	Total		**60000**				**0.61%**		
S.C JAIN . (HUF)									

10-Feb-14	Private Placement	Cash	4750	4750	100	100	0.05%	[●]	No
10-Jul-14	Private Placement	Cash	11170	15920	100	150	0.11%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	143280	159200	10	0	1.46%	[●]	No
	Total		**159200**				**1.63%**		
ARIHANT YARNFAB PVT LTD									
31-March-18	Conversion of Loan into Equity	Other than Cash	37313	37313	100	134	0.38%	[●]	No
11-Jan-24	Split of shares from Rs. 100 each equity share to Rs. 10 each equity share	Split of Shares	335817	373130	10	0	3.43%	[●]	No
	Total		**373130**				**3.81%**		

11. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group

Serial No.	Category of Promoter	Pre-Issue		Post-Issue	
		No. of Shares	% of Pre-Issue Equity Share Capital	No. of Shares	% of Post- Issue Capital
	Promoters				
1	Anil Kumar Jain	3841010	39.25	3841010	27.48
2	Geeta Jain	1587200	16.22	1587200	11.35
3	Avi Jain	60000	0.61	60000	0.43
4	A K Jain (HUF)	1793870	18.33	1793870	12.83
5	Ramesh mittal HUF.	196670	2.01	196670	1.41
6	Sanjeev Mittal Huf .	168350	1.72	168350	1.20
7	S C Jain .(HUF)	159200	1.63	159200	1.14
8	G A Alloys Private Limited	649630	6.64	649630	4.65

9	S J Metals Private Limited	533480	5.45	533480	3.82
10	Arihant Yarnfab Private Limited	373130	3.81	373130	2.67
	Total	**9362540**	**95.67%**	**9362540**	**66.98%**

None of our Directors or Key Managerial Personnel or senior management hold any Equity Shares other than as set out below:

Name	**Designation**	**No. of Equity Shares held**	**% of Pre-Issue Equity Share Capital**	**% of Post Issue Equity Share Capital**
ANIL KUMAR JAIN	Managing Director	3841010	39.25	27.48
GEETA JAIN	Director	1587200	16.22	11.35
AVI JAIN	CEO	60000	0.61	0.43

12. Details of Promoters' Contribution Locked-in for Three Years

Our Promoters have given written consent to include 2796000 Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting 20.002 % of the post issue 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 commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

In our case, the company is going to utilize proceeds of issue towards existing projects of the company. Therefore, Minimum Promoters' Contribution shall be locked for a period of 3 years from date of allotment in Initial Public Offer.

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

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

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:

Name of Promoter: Anil Kumar Jain

Date of Allotment / Transfer	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	%of Pre issue Capital	%of post issue Capital	Date up to which Equity Shares are subject to Lockin
15th December,2012	Transfer	94073	94073	100	70	9.62	6.73	3 years
31th March, 2018	Conversion of loan	93657	187730	100	134	9.57	6.70	3 years
28th July, 2020#	Transfer via Gift	91870	279600	100	NIL	9.38	6.57	3 years
TOTAL			**279600**			**28.57**	**20.00**	**3 years**
11th January,2024	Split of shares from Rs. 100 each Equity Share to Rs.10 each Equity shares	2796000	2796000	10	NA	28.57	20.002	3 years
TOTAL			**2796000**			**28.57**	**20.00**	**3 years**
***As on January 11,2024 company splits its one equity shares of Rs. 100 each to ten Equity Shares of Rs. 10 each.**								

#As of July 28, 2020, a transfer has been executed for a total of 114,753 equity shares. Out of these, 91,870 equity shares are subject to a lock-in period of 3 years. The remaining shares will be under a lock-in period of 1 year.

Certified by Kuldeep Sharma & Associates, Chartered Accountants dated 10-09-2024

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.00% Of the Post Issue Capital of our Company as mentioned above does not consist of;

➢ Equity Shares acquired during the preceding three years for;
• consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
• resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;

➢ The Equity Shares held by the Promoters and offered for Minimum Promoters' contribution which are subject to any pledge with any creditor;

➢ Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;

➢ As per Regulation 237 (1) if the Shares are issued to the promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum promoters' contribution.

➢ However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: - Not Applicable

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

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 6566540 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

14. 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-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 422390 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.

15. 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. – Not Applicable as all existing Equity Shares are held in dematerialized form.

16. 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 Issue and pledge of equity shares is one of the terms of sanction of the loan.

➢ In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

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

17. Transferability of Locked in Equity Shares:

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

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

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

18. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

19. As on date of this 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 Issue is being called on application, all the successful applicants will be issued fully paid-up Equity Shares.

20. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.

21. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.

22. There are no safety net arrangements for this public issue.

23.. As on the date of filing this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

24. As per RBI regulations, OCBs are not allowed to participate in this offer.

25. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

26. There are no Equity Shares against which depository receipts have been issued.

27. As on date of this Prospectus, other than the Equity Shares, there are no other class of securities issued by our Company.

28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

29. An applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

30. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows: a) Minimum fifty per cent. to retail individual investors; and b) remaining to: i. individual applicants other than retail individual investors; and ii. other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for; Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category. Explanation: If the retail individual investor category is entitled to more than fifty percent of the Net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

31. 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 issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.

32. Our Promoters and the members of our Promoters' Group will not participate in this offer.

33. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

34. Except as stated below, none of our other Directors or Key Managerial Personnel hold Equity Shares in our Company.

S. No.	Name	Designation	No. of Equity Shares held	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Anil Kumar Jain	Managing Director	3841010	39.25%	27.48%
2.	Avi Jain	Chief Executive Officer	60000	0.61%	0.43%

OBJECTS OF THE OFFER

The Issue comprises of fresh Issue of Equity Shares by our Company.

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE i.e. NSE Emerge. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum enables our Company to undertake its existing activities.

Appraising Agency

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

Offer for Sale

There is no offer for sale in our Company.

Requirement of Funds

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

1. To meet Working Capital requirements
2. Term Loan Repayment
3. General Corporate Purpose

(Collectively Known as Objects)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the NSE Emerge including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

Issue Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Offer	2599.04
Less: Offer related expenses in relation to Offer*	137
Net Proceeds	2462.04

Proposed Utilisation and Schedule of Implementation and Deployment of Funds

Our Board, in its meeting dated March 29, 2024 approved the utilization of the Net Proceeds towards (i) Repayment of Term Loan ; (ii) funding working capital requirements of our company; (iii) general corporate purposes.

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

(INR IN LAKHS)

S. No.	Particulars	Amount Proposed to be funded from the net proceeds	Estimated deployment in	
			FY 2023-24	FY 2024-25
1.	Term Loan Repayment	394.76	Nil	394.76
2.	Funding of Working Capital Requirement of the Company	2011.94	Nil	2011.94
3.	General Corporate purposes	55.34	Nil	55.34
	Total	2462.04	Nil	2462.04

1) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

As indicated above, our Company proposes to deploy the entire Net Proceeds (Including General Corporate Purposes) towards the objects as described above during FY 2023-24 and 2024-25. However, if the Net Proceeds are not completely utilized for the objects stated above in FY 2023-24 and 2024-25 due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) market conditions outside the control of our Company and its management; and (iv) other commercial considerations such as availability of alternate financial resources, the same would be utilised (in part or full) in a subsequent period as may be determined by our Company in accordance with applicable law. Our Company may, however, propose to utilize the proceeds prior to the specific dates mentioned in the schedule of deployment, in accordance with the requirements of our Company. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Means of Finance

We intend to finance our Objects of Offer through Net Offer Proceeds which is as follows:

(INR in Lakhs)

S. No.	Purpose	Amount Required
1.	Term Loan Repayment	394.76
2.	Funding of Working Capital Requirement of the Company	2011.94
3.	General corporate purposes	55.34

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

Details of the Objects of the Issue

The details in relation to the objects of the Issue are set forth herein below

1. Repayment of Term Loan

Our Company proposes to utilise an estimated amount of up to Rs. 394.76 lakhs from the Net Proceeds towards repayment of certain existing fund-based borrowings, in full or in partial manner, availed by our company from scheduled commercial banks.

Total Fund-based secured and unsecured borrowings availed by our company are set forth in table below

S.No.	Name of Lender	Sanctioned Date	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest	Re-Payment Schedule	Outstanding amount as on 31.Mar.2024 (Rs. In Lakhs)
1	IndusInd Bank Ltd	23-10-2023	Term Loan	149.33	EBLR +1%, subject to max 9.25% p.a	Repayable in 48 instalments. In First 12 instalments only interest charged shall paid after that 36 EMI will paid for amount of Principal Rs 4.15 lakh plus interest charged thereon.	16.59
2	IndusInd Bank Ltd	23-10-2023	Cash Credit	1000.00	6 month CD rate 6.75%+1.91%	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	786.7
3	IndusInd Bank Ltd.	23-10-2023	Term Loan	273.00	EBLR +1%, subject to to max 9.25% p.a	Repayable in 60 instalments. In First 24 instalments only interest charged will paid after that 36 EMI will paid for amount of Principal Rs 7.58 lakh plus interest charged thereon.	257.83
4	IndusInd Bank Ltd.	23-10-2023	Cash Credit	2000.00	Floating Rate of CD-Six Month+ 1.26% p.a, currently 8.60% p.a	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	1929.98
5	IndusInd Bank	23-10-2023	Working capital	200.00	Floating Rate of CD-Six Month+1.26% p.a currently 8.60%	Repayable in 60 instalments for an amount of Principal Rs 3.33 lakhs plus interest charged thereon.	190.00
6	IndusInd Bank	28-02-2024	Working capital loan for 90 days	150.00	Floating rate of CD-Six months - CC/OD + 0.86% presently 8.80% p.a. at monthly Rest	Repayable in 90 days from the date of disbursement.	150.00
7	Sundaram Finance Ltd.	22-05-2023	Vehicle Loan	16.00	10.22% p.a	Repayable in 60 EMI of Rs 33720 each	13.80
Total							3344.91

* Loan are yearly renewal by the bank and date are as stated above as per latest renewal letter.

B- Un-Secured Borrowings

S.No.	Name of the Lender	Date of Sanction	Nature of Loan	Interest Rate p.a.	Amount Sanctioned	As on 31-03-2024	Repayment of Schedule/Tenor	Purpose of Loan#
1	S J Metals Pvt Ltd	-	Business Loan*	8% p.a	-	22.55	-	Business Loan
2	Hichoice Real Estate Pvt Ltd	-	Business Loan *	8% p.a	-	197.05	-	Business Loan
3	G A Alloys Pvt Ltd	-	Business Loan *	8% p.a	-	7.77	-	Business Loan
4	Arihant Yarn Fab Pvt Ltd	-	Business Loan *	8% p.a	-	38.34	-	Business Loan
5	Anil Kumar Jain	-	Business Loan **	Loan not bearing any Interest Rate	-	138.06	-	Business Loan
6	Geeta Jain	-	Business Loan **	Loan not bearing any Interest Rate	-	196.15	-	Business Loan
7	Avi Jain	-	Business Loan **	Loan not bearing any Interest Rate	-	384.60	-	Business Loan
8	Ansh Jain	-	Business Loan **	Loan not bearing any Interest Rate	-	144.27	-	Business Loan
9	Aanchal Jain	-	Business Loan **	Loan not bearing any Interest Rate	-	7.50	-	Business Loan

* Note-1: Un-secured Business loan given by above companies bearing Interest rate of 8.00% p.a. Such are taken without any preconditions attached towards repayments.

** Note-2: Un-secured Loans from Directors and their relatives are interest free and all are taken without any preconditions attached towards repayment.

The details of borrowings proposed to be repaid are given as under:

(INR in Lakhs)

S. No.	Name of the Lender	Date of Sanction	Nature of Loan	Interest Rate p.a.	Amount Sanctioned	Ason 30-09-2024	Repayment of Schedule/Tenor	Purpose of Loan#	Prepayment Penalty
1	IndusInd Bank Ltd	23-10-2023	Term Loan	Floating Rate of CD-Six month-Loans + 1.26% (presently 8.60%)	200.00**	170.00	60 equal monthly installment of Rs 3.33 lakhs ea starting from Januar 2024	Term Loan to meet Working Capital requirement	
2	IndusInd Bank Ltd	23-10-2023	Term Loan	EBLR +1%, subject to 9.25% p.a	273.00	212.33	Loan sanctioned un GECL Scheme sanctioned for the period of 60 Repayment of the Loan starts from February 2024, moratorium period.	Term Loan to meet Working Capital requirement	
3	Sundaram Finance	22-05-2023	Term Loan	10.22% p.a	16.00	12.43	Repayable in 60 instalments of	Term Loan for Purchase of	

	Ltd		vehicle)				Rs 0.33 lakhs each	Commercial Vehicle	

 # The utilisation of the term loan for the purposes availed has been certified by statutory auditor, Kuldeep Sharma and Associates, Chartered Accountants (FRN: 024838N), vide certificate dated May 17, 2024.

Borrowings structure of the Company after repayment of bank borrowings in accordance with the objects of issue shall be as under:

(INR in Lakhs)

Details of Borrowings	Type of Loan	Outstanding balance as on 30.09.2024	Outstanding balance proposed repayment of loans
IndusInd Bank Ltd	Term Loan	212.33	Nil
IndusInd Bank Ltd	Term Loan	170.00	Nil
Sundaram Finance Ltd	Term Loan (for vehicle)	12.43	Nil
IndusInd Bank Ltd*	Cash Credit	465.45	465.45
IndusInd Bank Ltd*	Cash Credit	1615.85	1615.85
S J Metals Pvt Ltd*	Un-Secured Borrowings	23.42	23.42
Hichoice Real Estate Pvt Ltd*	Un-Secured Borrowings	185.85	185.85
G A Alloys Pvt Ltd*	Un-Secured Borrowings	8.62	8.62
Arihant Yarn Fab Pvt Ltd*	Un-Secured Borrowings	38.42	38.42
Anil Kumar Jain*	Un-Secured Borrowings	136.88	136.88
Geeta Jain*	Un-Secured Borrowings	194.25	194.25
Avi Jain*	Un-Secured Borrowings	367.47	367.47
Ansh Jain*	Un-Secured Borrowings	142.65	142.65
Aanchal Jain*	Un-Secured Borrowings	7.50	7.50
Total		3581.12	3186.36

*The above marked (*) loan balances are on estimated basis.

2. Funding Working Capital Requirements of our Company

Our business requires working capital majorly for investment in trade receivables, inventories and payment to trade payables and Funding day to day operations. The Company will meet the requirement to the extent of 2011. 94 Lakhs from the Net Proceeds of the Offer.

Based on the Restated Summary Statement of Assets and Liabilities as at March 31, 2021, 2022, 2023 and 2024 respectively from the Restated Audited Financial Statements

(INR In Lakhs)

S. No.	Particulars	Restated			
		March 31,2021	**March 31,2022**	**March 31,2023**	**March 31,2024**
I	**Current Assets**				
	Inventories	1191.09	1382.05	1349.78	2772.17
	Trade receivables	711.48	429.84	450.53	1166.52
	Advance to Supplier	11.81	16.94	18.71	21.73
	Other Current Assets	891.38	662.25	784.05	388.75
	Total (A)	**2805.76**	**2491.08**	**2603.07**	**4349.17**

II	**Current Liabilities**				
	Trade payables	78.86	231.01	30.54	177.50
	Provisions	52.10	81.30	60.80	153.14
	Other current liabilities	2145.99	1305.53	1900.59	3113.74
	Total (B)	**2276.95**	**1617.84**	**1991.94**	**3444.38**
III	**Total Working Capital Gap (A-B)**	**528.81**	**873.24**	**611.13**	**904.79**

Rationale for Fluctuating Working Capital for past 4 Financial Years

Avi Ansh Textile Limited is manufacturing cotton yarn (a product of Spinning unit) and having the Cotton as the main raw material. Since cotton is agricultural produce therefore its rates varies depending on the supply. Every year new Cotton crop comes into the market starting from October – November of each year and its rates are lowest up to march as supplies of cotton produce is easily available in the market. However, from April onward its rates start rising and goes up to maximum in the month of August – September of each year. In addition, the cotton rates also depend on international demand and supply of cotton.

Our company usually starts purchasing and holding the stock of cotton till march of each year so that during April onwards higher rate of cotton does not affect the profitability of the company. Company also taken some pledge limit from the bank to purchase cotton during September onward and usually this pledge limit is squared-off in month March onward.

For the year period 2020-21/2021-22:

During the said period net working capital has increased from 528.81 in Year ending 31st march 2021 to 873.24 lakhs in Year ending 31st march 2022. The above increase is mainly due to repayment of short-term pledge limit of approx. Rs 6.55 crores (sanctioned by HDFC Bank) in the month of April which directly reduced the current liabilities for FY 2021-22. All other stock holdings are more or less same except the cotton which was purchased due to new cotton crop season. In the year ending 2020-21 due to COVID trade receivables was on higher side i.e., 711.48 lakhs however this amount reduced substantially to 429.84 Lakhs in the FY 2021-22.

Financial year 2021-22 and 2022-23:

During this period company decided to vertically integrate itself into knitting sector and completed the construction of knitting plant as well as started the production in knitting unit by February 2023 from 10 Knitting machines. The amount spends in setting up Knitting unit upto 31st March 2023 is approximately Rs. 400 lakhs. Below is the details of product and product ranges before and after setting up of Knitting division.

Particulars	Before setup of Knitting Unit	After Setup of Knitting unit
Product	1. Yarn (Spinning Unit)	1. Yarn (Spinning Unit) 2. Fabric (Knitting Unit)

Range of Products	1. Yarn: • 100% carded • 100% Combed • Slub yarn	1. Yarn: • 100% carded • 100% Combed • Slub yarn 2. Fabric • Single Jersey • Rib Knit • Interlock • Terry • Diagonal Terry • Nirmal Knit • Dry Fit etc.
Revenue	**FY 2021-22** Yarn (Spinning Unit)- 11951.32 Lakhs	**FY 2022-23** Yarn (Spinning Unit)- 11825.25 Lakhs Fabric (Knitting Unit)- 245.38 Lakhs **FY 2023-24** Yarn (Spinning Unit)- 10842.29 Lakhs Fabric (Knitting Unit)- 3316.12 Lakhs

During the above said period stock holding was more or less same however other current assets have increased due to increase in bank balance. The company has also reduced their trade payable by approximately Rs 200 lakhs in FY 2022-23 as during this period the rate of cotton was very high as compared to cotton yarn, therefore the company was purchasing cotton against cash payment to get maximum cash discount. Due to cash purchases the company has taken additional loan facilities from bank which increased the short-term borrowings along with other current liabilities by Rs. 595 Lakhs affecting the net working capital for the year ended 31st March 2023.

For period ending 31st Mar 2024:
Textile Industry Value Chain



During the period ending 31st march 2024 the company added 10 more Knitting machines and have incurred approximately Rs 200 lakhs during this period in Knitting Division. This lead to the increase in the production capacity in its Knitting unit, for which company has to store Polyester yarn, spun yarn, WIP of fabrics which is approximately 30-40 days due to dying process and also finished goods of fabrics. Due to the said reason the inventory of total stock increased by approximately 692 lakhs. As the fabrics is being sold on credit period of 30 days therefore Trade Receivable has also increased as on 31st March 2024.

Net Working capital gap has increased from 611.13 lakhs for year ending 31st march 2023 to 904.63 lakhs for period ending 31st March 2024 mainly due increase in inventory of the knitting unit.

Basis of Estimation of Working Capital Requirement

On the basis of existing and estimated working capital requirement of our Company and assumptions for such working capital requirements, our Board pursuant to its resolution dated March 29, 2024 has approved the projected working capital requirements for FY 2023-24 and FY 2024-25 and the proposed funding of such working capital requirements as set forth below:

(INR in Lakhs)

S. No.	Particulars	March 31, 2025 (Projected)
I.	**Current Assets**	
	Inventories	3583.56
	Trade receivables	2967.20
	Advance to Supplier (for Stores, Spare Parts etc.)	52.50
	Other Current Assets	441.32
	Total (A)	**7044.58**
II	**Current Liabilities**	
	Trade payables	333.39
	Provisions	274.42
	Other current liabilities (Including Short Term Borrowings)	2510.56
	Total (B)	**3118.37**
III	**Total Working Capital Gap (A-B)**	**3926.21**
IV	**Funding Pattern**	
	Short Term Borrowings	-
	Internal Accruals	1914.27
	IPO Proceeds	2011.94

** Company is expecting utilisation of ₹ 2011.94 lakhs in FY 2024-25. Moreover, working capital requirement is calculated based on statement of assets and liabilities as on particular date. Utilisation of working capital disclosed in the table is based on closing balances*

Assumptions of Working Capital requirement

Holding levels and justifications for holding period levels on the basis of Restated Financial Statements.

(Approximately holding Period in months)

Particulars	Basis	Actual	Actual	Actual	Actual	Projected
Current Assets:		**FY 2020-21**	**FY 2021-22**	**FY 2022-23**	**FY 2023-24**	**FY 2024-25**
Current Assets						
Inventory Days	Cost of Material Consumed	80	51	52	72	70
Advance to Supplier Days*	Cost of Goods Sold	-	-	-	-	-
Trade Receivables Days	Revenue from Operations	45	17	13	21	37

Current Liabilities						
Trade Payables Days	Cost of Material Consumed	9	6	5	3	6

Justification for holding Period Levels:

Justifications for holding period level mentioned in the table above are provided below:

S. No.	Particulars
Current Assets	
Inventory Days	Inventory days based on restated financial statement were 80, 51, 52 and 72 days for the period ended March 31, 2021, 2022, 2023 and 2024 respectively. As of March 25, the company has projected a slightly higher level of raw material inventory and, consequently, an average inventory holding period of 70 days (across all business units, including spinning, knitting, and garmenting). This is because the company aim to increase revenue from operations through its recently operationalized new garmenting venture. Additionally, the company has improved supply chain management, renegotiated supplier contracts, and implemented better inventory tracking technologies in an effort to improve inventory management.
Advance to Supplier Days*	In the course of regular business operations, the company does not provide advance payment to suppliers for the purchase of consumables or raw materials. The advances, as indicated in the Restated Financial Statements, are to the purchase of loose tools and spare parts for plant and machinery that are situated within the manufacturing premises.
Trade Receivables Days	According to Restated Financial statements, the trade receivables days for the month ending 31st March 2021, 2022, 2023 and 2024 were 45,17,13 and 21 days respectively. According to the company, they are entered into garmenting industry, since the industry average receivables period against sales of garments is 90-120 days, the average combined period of trade receivables is estimated to be 37 days in the upcoming financial years ending in March 2025. Additionally, their new garmenting sector is already set to began operations in the financial year 2024 to 2025.
Current Liabilities	
Trade Payables	Trade Payable days on restated financial statements were 9, 6, 5 and 3 days for the period ended March 31, 2021, 2022, 2023 and 2024 respectively. Going forward, the company have estimated Trade payable days to reduce to 6 days in coming years for (average across all units of the company i.e. spinning, knitting and garmenting).

Further, we hereby clarify the reasons for exponential increase in Company's working capital in FY 25 as Compared to FY 24

For FY 2023-24 and FY 2024-25:

Please refer below the Working Capital requirement chart for year ending 31st march 2024 and 31st March 2025 along with the explanation:

(Amount in Lakhs)

S. No.	Particulars	March 31, 2024 (Actual)	March 31, 2025 (Projected)	Difference (in Lacs)	Explanation
I.	**Current Assets**				
	Inventories	2772.17	3583.56	811.39	The Variation in the stock to be held by the Company as on 31-03-2025 as compared to 31-03-2024 approximately 811.39 lakhs. The above variation is mainly due to extra stock of Garmenting unit (Unit newly set up in FY 2024-25) including Raw/dyed Fabrics and Finished garments are approximately 822 lakhs. Also, knitting stock has slightly decreased by 62 Lakhs from previous year because Knitting unit of company supplies its finished goods Fabric for production of garment in the garmenting unit of the company.
	Trade receivables	1166.52	2967.2	1800.68	The projected receivables as of 31st March 2025 have increased by approximately Rs 1800 lakhs compared to 31st March 2024. The Garmenting Unit's sales, with a credit period of 110-120 days, have contributed to an increase in receivables of Rs 14.96 crores. Additionally, the Knitting Division's fabric sales have increased receivables by approximately Rs 2.62 crores, with a credit period of 60-75 days. The Spinning Unit's yarn sales have also increased receivables by approximately Rs 0.42 crores, with a credit period of 12-15 days..
X	Advance to Supplier (for Stores, Spare Parts etc.)	21.73	52.5	30.77	The increase of 30.75 Lacs in Advance to supplier is considered nominal taking into consideration that a new line of product i.e. garments via garmenting unit is introduced in year ending 31st march 2025.
	Other Current Assets	388.59	441.32	52.73	These mainly represent the financial assets and difference in on account of increase of ITC in GST due to fabric, as GST on cotton is 12% and Fabric is 5%
	Total (A)	4349.01	7044.58	2695.57	
II	**Current Liabilities**				
	Trade payables	177.5	333.39	155.89	Increase in Trade payable account due to increase in Purchase due to enhanced production of finished goods mainly garments.
	Provisions	153.14	274.42	121.28	Due to Increase in tax provisions.
	Other current liabilities (Including Short Term Borrowings)	3113.74	2510.56	-603.18	The current liabilities of the company which includes secured loans from bank and the same has been projected as the amount will be repaid from the proceeds of the IPO therefore reducing the current liability by Rs 6.03 Cr. The schedule for the same has been shared in DP.

	Total (B)	3444.38	3118.37	-326.01	
III	**Total Working Capital Gap (A-B)**	904.63	3926.21	3021.58	Total increase in net working capital as compared to 31-03-24 has been projected to be Rs. 3021.58 lakhs. The above increase is mainly due to increase in Stock of Fabrics and Garments as explained above by an amount of Rs 8.22 crores, Receivables by an amount of Rs 18.00 crores and decrease in current liabilities (including bank secured loan) by and amount of Rs 6.03 crores. The total variation in working capital as on 31-03-2025 as compared to 31-03-2024 is only on account of above explained three reasons. All other variations in the working capital are nominal.

**To explain the above point we hereby further giving the segment wise closing stock as on 31st March 2025 (as per projected Financial Statement) and Actual closing stock as on 31st march 2024 by the company:

(Amount In Lakhs)

Closing stock	March 31,2024	Projected March 31,2025
Stock of Spinning Unit	1864.33	1915.76
Stock of knitting Unit	907.84	844.91
Stock of Garmenting Unit	-	822.89

3. General Corporate Purpose

The Net Proceeds will first be utilized for the objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds, aggregating up to Rs. 55.34 Lakhs, towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

In accordance with the policies set up by our Management, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to the following:

- Strategic initiatives;
- brand building exercises;
- Funding growth opportunities and
- On – going general corporate exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any issue related expenses shall not be considered as a part of general corporate purpose. Further, we confirm that the amount for general corporate purpose, as mentioned in the Prospectus, shall not exceed 25% of the amount being raised by our company through this issue, in compliance with SEBI ICDR Regulations.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head **"General Corporate Purposes"** and the business requirements of our Company, from time to time. We, in accordance with the policies of the Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

Issue Related Expenses

The total expenses for this Issue are estimated to be approximately Rs. 137 Lakhs. The expenses for this Issue include, among others, listing fees, fees payable to the LM, legal counsel, Registrar to the Issue, Banker to the Issue, processing fee to the SCSBs for processing

ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs, printing and stationery expenses, advertising, marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. and the breakup for the estimated Issue Expenses is as follows:

(INR in Lakhs)

Activity	**Expenses**	**As % of total expenses**	**As a % of Gross Issue Size**
Lead Manger Fees	15	10.95%	0.58%
Advertising and marketing expenses	12	8.76%	0.46%
Fees Payable to Legal Advisors	2	1.46%	0.08%
Fees Payable to Registrar to the Offer	3	2.19%	0.12%
Fees Payable to Regulators including Stock Exchanges	5	3.65%	0.19%
Underwriting fees	40	29.20%	1.54%
Printing and distribution of Issue stationary	5	3.65%	0.19%
Others (Bankers to the Issue, auditor's fees etc.)	55	40.15%	2.12%
Total	137	100.00%	5.27%

Issue expenses are estimates and are subject to change.

Notes:

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

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular)	₹ 10 per application on wherein shares are allotted
Syndicate ASBA application procured directly and bided by the Syndicate members forms directly procured by them)	₹ 10 per application on wherein shares are allotted
Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank	₹ 10 per application on wherein shares are allotted
Sponsor Bank shall be payable processing fees on UPI application processed by them	₹ 5 per application on wherein shares are allotted

2. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.

3. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

4. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

Interim Use of Proceeds

Pending utilization of the Offer proceeds of the Offer for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

Bridge Financing Facilities

As on the date of the Prospectus, we have not entered into any bridge financing arrangements which is subject to being repaid from the issue Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of Issue proceeds.

Monitoring Utilization of Funds

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than Rs. 10,000 Lakhs as per Regulation 262 (1) of the SEBI ICDR Regulation, 2018. Our Board and Audit Committee will monitor the utilization of the net proceeds of the Issue through its audit committee and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall disclose to the Audit Committee the uses and application of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than stated in this Prospectus, certified by Peer Review Auditors of the company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the Net Proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the utilization of the Net Proceeds of the Issue from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, our Company shall not vary the objects of the Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. Pursuant to Sections 13(8) and 27 of the Companies Act, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and the SEBI ICDR Regulations.

Other confirmations

No part of the Net Proceeds will be paid by us to the Promoters and Promoter Group, the Directors, Key Management Personnel or Group Companies, except in the normal course of business and in compliance with the applicable law. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Managerial Personnel, our Group Company or our joint venture in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Issue as set out above.

Further we confirm that the loans availed by us from our Promoters, Directors and any other body corporates shall continue as per their schedule till the completion of the Objects of the Issue.

(This space has been left blank intentionally)

BASIS OF OFFER PRICE

Investors should read the following summary with the section titled "Risk Factors", the details about our Company under the section titled ***"Our Business"*** and its financial statements under the section titled "Financial Information of the Company" beginning on page 27, 113 and 165 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Offer Price is 6.20 times of the face value.

QUALITATIVE FACTORS

We believe the following business Strengths allow us to successfully compete in the industry:

a) The elected location for our manufacturing plant boasts a strategic advantage.
b) Diversified product offerings underscore our commitment to quality.
c) The experienced management team at our company brings a wealth of expertise and leadership.

QUANTIATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled "Financial Information of the Company" on page 165 of this Prospectus.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic & Diluted Earnings per share (EPS):

As per the Restated Financial Statements:

Sr. No.	F.Y./ Period	Basic & Dilluted	Weights
1.	Financial Year ending March 31, 2022	1.59	1
2.	Financial Year ending March 31, 2023	0.29	2
3.	Financial Year ending March 31, 2024	3.39	3
	Weighted Average*	2.05	

Notes:

1. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
2. *Number of shares are adjusted by sub-division of share capital pursuant to Shareholders' resolution dated January 11,2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into 10 Equity Shares.*
3. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Note 1 & 2.*
4. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period.*

5. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.*

2. Price Earning (P/E) Ratio in relation to the Issue Price of ₹ 62/- Per Share

Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	18.28
P/E ratio based on the Weighted Average EPS	30.24

Industry P/E Ratio*	(P/E)Ratio
Industry Average	76.96

***** *For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison***.**

Note:

i) The P/E ratio of our Company has been computed by dividing Offer Price with EPS.
ii) P/E Ratio of the peer company is based on the Consolidated Audited Results for the F.Y. 2023-24 and stock exchange data dated 31.03.2024.

3. Return on Net Worth (RoNW)

S. No.	Period	RONW (%)
1	Financial Year ending March 31, 2022	12.65%
2	Financial Year ending March 31, 2023	2.29%
3	Financial Year ending March 31, 2024	20.88%

Note:

i. The figures disclosed above are based on the Restated Financial Statements of the Company.
*ii. The RoNW has been computed by dividing restated net profit after tax / Net worth * 100*
iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in Rs.)
1	Financial Year ending March 31, 2022	12.56

2	Financial Year ending March 31, 2023	12.84
3	Financial Year ending March 31, 2024	16.22

** Number of shares are adjusted by sub-division of share capital pursuant to Shareholders' resolution dated January 11, 2024 the face value of Equity Shares of our Company was subdivided from ₹100 per Equity Share into 10 Equity Shares.

Notes:
i. The figures disclosed above are based on the Restated Financial Statements of the Company.
ii. NAV per share=Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
iv. Offer Price per Equity Share will be determined by our Company in consultation with the Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers:

(INR in Lakhs)

Name of Company	Current Market Price (₹)	Face Value	EPS		PE	RoNW (%)	Book Value (₹)	Revenue from Operations
			Basic	Diluted				
Avi Ansh Textile Limited	62	10	3.39	3.39	18.28	2.29	128.44	12070.64
Peer Group								
Jindal Worldwide Ltd	357.55	1	3.77	3.77	92.37	10.52	36.30	181408.9
Shanti Spintex Limited	68.26	10	8.71	8.71	5.70	15.03	51.26	50500.00
Manomay Tex India Limited	225.00	10	7.20	7.20	23.10	10.08	71.47	58309.12
United Polyfab Gujarat Ltd	85.50	10	3.09	3.09	29.61	8.29	34.70	90847.72

Notes:

(i) Source – All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2023 and stock exchange data dated 14.03.2024 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the Offer price of equity share. Further, P/E Ratio is based on the current market price of the respective scrips.

(ii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2023-24.

(iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2024.

(iv) RoNW has been computed as net profit after tax divided by closing net worth.

(v) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.

(vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Offer price is 6.20 times the face value of equity share.

6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 3,2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by Kuldeep Sharma & Associates, Chartered Accountants, by their certificate dated April 1, 2024.

The KPIs of our Company have been disclosed in the sections titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on pages *113 and 200* , respectively. We have described and defined the KPIs as applicable in ***"Definitions and Abbreviations"*** on page *04*.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the offer, 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.

6. Key Performance Indicators of our Company

(INR in Lakhs)

Key Financial Performance	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations [(1)]	14138.87	12070.64	11951.32	7256.73
EBITDA [(2)]	963.68	455.54	619.17	558.04
EBITDA Margin (%) [(3)]	6.82	3.77	5.18	7.69
PAT	331.35	28.74	155.55	68.20
PAT Margin (%) [(4)]	2.35	0.24	1.30	0.94
Profit after tax growth (%)	847.63	-81.52	128.07	90.77
Trade Receivables Turnover Ratio (In times) [(5)]	17.49	27.42	20.94	8.19
Inventory Turnover Ratio (In times) [(6)]	5.07	7.06	7.22	4.58
Trade Payables Turnover Ratio (In times) [(7)]	114.13	73.80	61.51	39.69
Net Capital Turnover Ratio (In times) [(8)]	15.63	16.26	17.05	12.48
Trade Receivables days [(9)]	21	13	17	45
Inventory days [(10)]	72	52	51	80
Trade Payable days [(11)]	3	5	6	9
Return on equity (%) [(12)]	20.88	2.29	12.65	6.34
Return on capital employed (%)[(13)]	15.88	10.24	15.92	12.54
Debt-Equity Ratio (times) [(14)]	2.87	2.54	2.16	3.14
Working Capital Cycle (days) [(15)]	90	60	62	115
Net fixed asset turnover ratio (times) [(16)]	7.97	7.68	7.07	3.85
Current Ratio (times) [(17)]	1.26	1.31	1.54	1.23

Notes:

(1) Revenue from operation means revenue from sale of the products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs
(3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
(4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
(5) Trade receivable turnover is calculated Revenue from operation divided by average trade receivables
(6) Inventory turnover ratio is calculated Cost of goods sold or sales divided by average inventory
(7) Trade Payable turnover ratio is calculated Net credit Purchase divided by average trade payable
(8) Net Capital Turnover Ratio is calculated revenue from operations divided by Average working capital (i.e. Total current assets less Total current liabilities)
(9) Trade receivable days is calculated as 365 divided by trade receivables turnover by for fiscal years
(10) Inventory days is calculated as 365 divided by Inventory turnover by for fiscal years
(11)Trade payable days is calculated as 365 divided by Trade Payable turnover by for fiscal years
(12) Return on Equity is calculated by Profit for the year less Preference dividend (if any) divided by average total equity
(13) Return on Capital Employed is calculated as follows: Profit before tax plus finance cost divided by (Net Worth plus Lease liabilities plus Deferred Tax Liabilities)
(14) Debt to Equity ratio is calculated as Total Debt divided by equity
(15) Working Capital Cycle is defined as trade receivable days plus inventory days less trade payable days
(16) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets
(17) Current Ratio is calculated by dividing Current assets to Current Liabilities

Explanation for KPI metrics:

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Profit after tax growth	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
Trade Receivables Turnover Ratio	Trade receivables measures how frequently a company converts its accounts receivable into cash over a given period
Inventory Turnover Ratio	Inventory turnover ratio is the number of times a company has sold and replenished its inventory over a specific amount of time
Trade Payables Turnover Ratio	Trade Payable turnover measure the number of times the business is paying off its creditors or suppliers in an accounting period
Net Capital Turnover Ratio	Net Capital Turnover estimates the operating efficiency of a company via its allocation of equity capital
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive

Key Financial Performance	Explanations
	payments from its customers
Inventory days	Inventory days is the average number of days required for a company to convert its inventory into sales
Trade Payable days	Trade Payable days is the average number of days required for a company to pay its suppliers
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	Net fixed asset turnover ratio is indicator of the efficiency with which the company is able to leverage its assets to generate revenue from operations
Current Ratio	The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

Key Financial Performance	Avi Ansh Textile Limited			Jindal Worldwide Ltd			Shanti Spintex Limited			Manomay Tex India Limited			United Polyfab Gujarat Ltd		
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations[1]	14138.87	12,070.64	11,951.32	181408.9	207001.4	255915.72	50500.00	37033.22	25490.94	58309.12	69887.88	58953.15	90847.72	65260.2	66,107.18
EBITDA[2]	963.67	455.54	619.17	18540.77	23395.45	21097.47	2,100.00	2,164.76	1,190.7	4956.27	4155.06	2913.72	3414.89	2950.74	3261.02
EBITDA Margin (%) (3)	6.81%	3.77%	5.18%	10.22%	11.30	8.24%	4.15%	5.84%	4.67%	8.50%	5.95%	4.94%	3.75%	4.52%	4.93%
PAT[4]	331.35	28.74	155.55	7564.79	11571.67	10919.76	1300.00	1012.81	486.59	1300.00	1295.04	770.62	660.85	547.78	940.46
PAT Margin (%)[5]	2.34%	0.24%	1.30%	4.17%	5.59	4.27%	2.57%	2.73%	1.91%	2.23%	1.85%	1.30%	0.72%	0.83%	1.42%
RoE(%)[6]	20.88%	2.29%	12.65%	10.52%	19.52%	22.84%	15.03%	19.81%	11.11%	10.08%	14.09%	11.19%	8.29%	9.23%	18.69%
RoCE (%)[7]	15.88%	10.24%	15.92%	16.22%	12.03%	15.01%	19.07%	10.12%	6.03%	10.65%	7.77%	6.43%	13.45%	8.45%	9.79%

Notes:
[1]Revenue from operation means revenue from sales, service and other operating revenues
[2]EBITDA is calculated as Profit before tax + Depreciation + Finance Cost/Interest Expenses [3]'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
[4] PAT is calculated as Profit before tax – Tax Expenses
[5] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
[6] Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
[7] Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Shareholders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability.

8. Weighted average cost of acquisition ("WACA"), floor price and cap price

The Weighted average cost of acquisition of Equity shares on the basis of primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the Prospectus, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Primary transactions:

Date of Allotment	Nature Allotment	Category	No of eq shares acquired	Face v (₹)	Issue P (₹)	Nature Consideration pai	Total Consideration (₹ in lak
NA	NA	NA	NA	NA	NA	NA	NA
Weighted average cost of acquisition (WACA) primary issuances (in ₹ per Equity Share)							NA

Note: Since there were no primary transactions of equity shares of our Company during the 18 months preceding the date of filing of the Prospectus, the information has been disclosed for price per share of our Company based on the secondary transactions in the table below.

The Weighted average cost of acquisition of Equity shares secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate. where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days-

Secondary transaction:

Date of Transfer	Name of Transferee	No of equity shares acqui	Name of Transferor	Nature of Considera paid	Total Consideration (₹)
6thNov2023	Avi Jain	3000*	Avi Aggarwal	Cash	3,87,000
6thNov2023	Avi Jain	3000*	Pardeep Kumar Agarwal	Cash	3,87,000
14th Mar 2024	Priti Bhala	18200	Dinesh Chandra	Cash	2,36,600
14th Mar 2024	Priti Bhala	180020	Nikhil Jain	Cash	23,40,260

14th Mar 2024	Priti Bhala	42500	Nitin Jain	Cash	5,52,500
14th Mar 2024	Priti Bhala	5000	Neetu Jain	Cash	65,000
14th Mar 2024	Priti Bhala	176670	Rekha Jain	Cash	22,96,710

**** Please note that the company split its shares from Rs.100 per share to Rs.10 per share in board meeting of 4th January 2024, approved under EGM 11th January 2024. Hence, transfer of shares before 4th January is on the basis of Equity shares of Rs.100 per share.**

	Transaction	Number of shares	Price per share (B	Value of shares (C)
1	Secondary Transaction	**30000***	12.9	3,87,000
2	Secondary Transaction	**30000***	12.9	3,87,000
3	Secondary Transaction	**18200**	13	2,36,600
4	Secondary Transaction	**180020**	13	23,40,260
5	Secondary Transaction	**42500**	13	5,52,500
6	Secondary Transaction	**5000**	13	65,000
7	Secondary Transaction	**176670**	13	22,96,710
Total		**482390**		**62,65,070**
Weighted Average Cost (A/B)			-	**13**

** This is Certified by the M/s Kuldeep Sharma and Associates, Chartered Accountants (FRN: 024838N) dated April 1, 2024.*

*** To Calculate the weighted average cost we have to bring the uniformity in the transfer of shares done before and after split of the shares of the Company, so we are assuming that, these shares were transferred at the Face Value of Rs. 10 per equity share instead of actual face value of Rs. 100 per equity share before split.*

Explanation for Issue Price being 4.76 times of weighted average cost of acquisition of secondary sale price of Equity Shares (set out in 8 above) along with our Company's key performance indicators and financial ratios for the period ended on for the financial years ended on March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 and in view of the external factors which may have influenced the pricing of the issue, if any.

The face value of our share is ₹ 10/- per share and the Issue Price is of ₹ 62/- per share i.e., 6.20 times of the face value. Our Company in consultation with the Lead Manager believes that the Issue Price of ₹ 62/- 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 27 of this 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 165 of this Prospectus.

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STATEMENT OF SPECIAL TAX BENEFIT

To,
The Board of Directors,
Avi Ansh Textile Limited
402, 4th Floor, Aggarwal Cyber Plaza-,
Netaji Subhash Place, Pitampura,
Delhi, India, 110034

Dear Sirs,

Sub: Statement of Tax Benefits ('Ihe Statement') available to Avi Ansh Textile Limited (The Company") and its shareholders under the Direct and Indirect Tax Laws in India.

We hereby report that the enclosed annexure prepared by the management of Avi Ansh Textile Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 201], respective State Goods and Services Tax Act, 2017 (collectively the "CST Act') presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, bayed on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill,

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice, in view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising Out of their participation in the proposed initial public offer of Equity. shares ("the Issue") by the Company

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on air events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Prospectus/ Prospectus/Prospectus or any other issue related material in connection with the proposed initial public offer if the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

For KULDEEP SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Registration No. 024838N)

Kuldeep Sharma
Proprietor
M.No 084073
Date: 07-09-2024
Place: New Delhi
UDIN: 24084073BKEMBY7817

ANNEXTURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 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 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.

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:
The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO 1HE SHAREHOLDERS:
The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

NOTES:

1.The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares,

2.The above Annexure covers only the, special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company,

3.The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4, In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

5.A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 20191 with effect from Financi6i Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives_ The option under section 1155AA of the Act once exercised cannot be subsequently withdrawn for any future financial year_ The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (1.01AT) under Section 115M. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act.

- ✓ Deduction under the provisions of Section 10AA,
- ✓ Deduction under clause Via) of sub- section (1) of section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 806

6. Lower corporate tax rate under Sections 115BAA of the Act and Minimum Alternate Tax (' MAT') credit under section 115JAAof the Act which are in general available and hence may not be treated as special tax benefits.

7.The Company has evaluated and decided to exercise the option permitted under Section 1158AA of the Act for the purpose of computing its income-tax liability for the Financial Year 2022-23 and onwards.

8. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

9. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

10. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.

11. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

For KULDEEP SHARMA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Registration No. 024838N)

Kuldeep Sharma
Proprietor
M.No 084073
Date: 07-09-2024
Place: New Delhi
UDIN: 24084073BKEMBY7817

SECTION V- ABOUT THE COMPANY
INDUSTRY OVERVIEW

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

GLOBAL ECONOMY

Global growth is expected to slow to 2.4 percent in 2024—the third consecutive year of deceleration—reflecting the lagged and ongoing effects of tight monetary policies to rein in decades-high inflation, restrictive credit conditions, and anemic global trade and investment. Near-term prospects are diverging, with subdued growth in major economies alongside improving conditions in emerging market and developing economies (EMDEs) with solid fundamentals. The recent conflict in the Middle East, coming on top of the Russian Federation's invasion of Ukraine, has heightened geopolitical risks. Conflict escalation could lead to surging energy prices, with broader implications for global activity and inflation. Other risks include financial stress related to elevated real interest rates, persistent inflation, weaker- than-expected growth in China, further trade fragmentation, and climate change-related disasters.

Against this backdrop, policy makers face enormous challenges and difficult trade-offs. International cooperation needs to be strengthened to provide debt relief, especially for the poorest countries; tackle climate change and foster the energy transition; facilitate trade flows; and alleviate food insecurity. To boost longer-term growth, structural reforms are needed to accelerate investment, improve productivity growth, and close gender gaps in labor markets At the global level, cooperation needs to be strengthened to provide debt relief, facilitate trade integration, tackle climate change, and alleviate food insecurity.

Regional prospects

Although some improvements in growth are expected in most EMDE regions, the overall outlook remains subdued. Growth this year is projected to soften in East Asia and Pacific—mainly on account of slower growth in China—Europe and Central Asia, and South Asia. Only a slight improvement in growth, from a weak base in 2023, is expected for Latin America and the Caribbean. More marked pickups in growth are projected for the Middle East and North Africa, supported by increased oil xviii production, and Sub-Saharan Africa, reflecting recovery from recent weakness. In 2025, growth is projected to strengthen in most regions as the global recovery firms.

(Source: https://openknowledge.worldbank.org/server/api/core/bitstreams/0cf5c1a0-44c1-45f6-bb4a-aea40d5da8ae/content)

Global outlook

GLOBAL ECONOMIC OUTLOOK

Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down. Global growth is set to slow further this year amid tight monetary policy, restrictive financial conditions, and feeble global trade and investment. Downside risks include an escalation of the recent conflict in the Middle East, financial stress, persistent inflation, trade fragmentation, and climate-related disasters. Global cooperation is needed to provide debt relief, facilitate trade integration, tackle climate change, and alleviate food insecurity. Among emerging market and developing economies (EMDEs), commodity exporters continue to grapple with fiscal policy procyclicality and volatility. Across all EMDEs, proper macroeconomic and structural policies, and well-functioning institutions, are critical to help boost investment and long-term prospects.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and than assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes

from geopolitical shocks—including continued attacks in the Red Sea—and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments.

The global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Supply chain pressures and supplier delivery times have dropped back to pre-pandemic levels as goods demand has weakened and global shipping conditions have improved. A rising number of new trade measures have been protectionist. The ongoing shift in global consumption toward less trade-intensive goods will likely continue to lower the growth rate of trade relative to output. This shift and subdued demand are expected to dampen global trade growth substantially this year.

For advanced economies, growth is projected to decline slightly from 1.6 percent in 2023 to 1.5 percent in 2024 before rising to 1.8 percent in 2025. An upward revision of 0.1 percentage point for 2024 reflects stronger-than-expected US growth, partly offset by weaker-than-expected growth in the euro area.

- In the *United States*, growth is projected to fall from 2.5 percent in 2023 to 2.1 percent in 2024 and 1.7 percent in 2025, with the lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labor markets slowing aggregate demand. For 2024, an upward revision of 0.6 percentage point since the October 2023 WEO largely reflects statistical carryover effects from the stronger-than-expected growth outcome for 2023.

- Growth in the *euro area* is projected to recover from its low rate of an estimated 0.5 percent in 2023, which reflected relatively high exposure to the war in Ukraine, to 0.9 percent in 2024 and 1.7 percent in 2025. Stronger household consumption as the effects of the shock to energy prices subside and inflation falls, supporting real income growth, is expected to drive the recovery. Compared with the October 2023 WEO forecast, however, growth is revised downward by 0.3 percentage point for 2024, largely on account of carryover from the weaker-than-expected outcome for 2023.

- Among other advanced economies, growth in the United Kingdom is projected to rise modestly, from an estimated 0.5 percent in 2023 to 0.6 percent in 2024, as the lagged negative effects of high energy prices wane, then to 1.6 percent in 2025, as disinflation allows an easing in financial conditions and permits real incomes to recover. The markdown to growth in 2025 of 0.4 percentage point reflects reduced scope for growth to catch up in light of recent upward statistical revisions to the level of output through the pandemic period. Output in Japan is projected to remain above potential as growth decelerates from an estimated 1.9 percent in 2023 to 0.9 percent in 2024 and 0.8 percent in 2025, reflecting the fading of one-off factors that supported activity in 2023, including a depreciated yen, pent-up demand, and a recovery in business investment following earlier delays in implementing projects.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024)

INDIAN ECONOMY

India is one of the fastest growing economies of the world and is poised to continue on this path, with aspirations to reach high middle income status by 2047, the centenary of Indian independence. The growth of the past two decades has also led to India making remarkable progress in reducing extreme poverty. The growth of the past two decades has also led to India making remarkable progress in reducing extreme poverty. After real GDP contracted in FY20/21 due to the COVID-19 pandemic, growth bounced back strongly in FY21/22, supported by accommodative monetary and fiscal policies and wide vaccine coverage.

In FY22/23, India's real GDP expanded at an estimated 6.9 percent. Growth was underpinned by robust domestic demand, strong investment activity bolstered by the government's push for investment in infrastructure, and buoyant private consumption, particularly among higher income earners. The composition of domestic demand also changed, with government consumption being lower due to fiscal consolidation. Since Q3 FY22/23, however, there have been signs of moderation, although the overall growth momentum remains robust. The persisting headwinds – rising borrowing costs, tightening financial conditions and ongoing inflationary pressures – are expected to weigh on India's growth in FY23/24. Real GDP growth is likely to moderate to 6.3 percent in FY23/24 from the estimated 6.9 percent in FY22/23



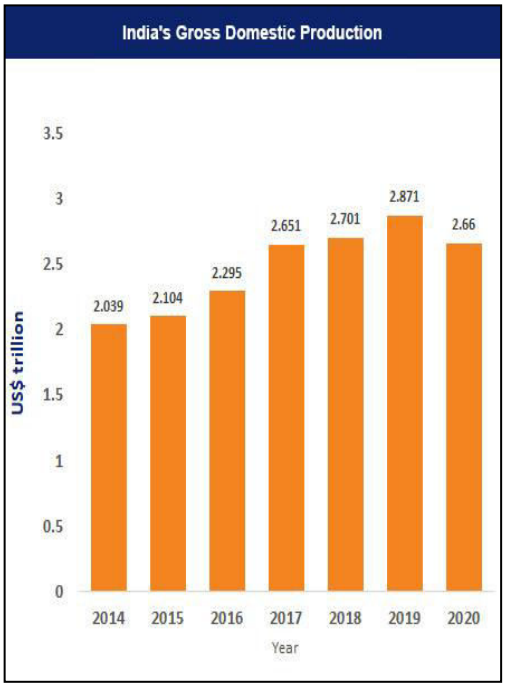
In general, global economic shocks in the past were severe but spaced out in time. This changed in the third decade of this millennium. At least three shocks have hit the global economy since 2020. It all started with the pandemic-induced contraction of the global output, followed by the Russian-Ukraine conflict leading to a worldwide surge in inflation. Then, the central banks across economies led by the Federal Reserve responded with synchronized policy rate hikes to curb inflation.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilization across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others.

(Source: https://www.worldbank.org/en/country/india/overview)

MARKET SIZE



India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs.301.75 trillion (US$ 3.62 trillion) in 2023-24. Additionally, the Nominal GDP at current prices in Q1 of 2023-24 was Rs.70.67 trillion (US$ 848.92 billion), as against Rs.65.42 trillion (US$ 785.85 billion) in 2022-23, estimating a growth of 8%. With 115 unicorns valued at more than US$ 350 billion, as of February 2023, India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) decreases to US$ 9.2 billion in Q1 of 2023-24 from US$ 17.9 billion in Q1 of 2022–2023.

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

(Source: https://www.ibef.org/economy/indian-economy-overview)

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of August 2023, India's foreign exchange reserves stood at US$ 594.90 billion.
- In the first half of 2023-24, India saw a total of US$ 21 billion in PE-VC investments.
- Merchandise exports in September 2023 stood at US$ 34.47 billion, with total merchandise exports of US$ 211.40 billion during the period of April-September (2023-24).
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- PMI Services remained comfortably in the expansionary zone at 62.3 in the month of June 2023.
- In September 2023, the gross Goods and Services Tax (GST) revenue collection stood at Rs.1,62,712 crore (US$ 19.54 billion), of which CGST is Rs. 29,818 crore (US$ 3.58 billion), SGST is Rs. 37,657 crore (US$ 4.52 billion), IGST is Rs. 83,623 crore (US$ 10.04 billion).
- Between April 2000–June 2023, cumulative FDI equity inflows to India stood at US$ 937.58 billion.
- In August 2023, the overall IIP (Index of Industrial Production) stood at 145.1. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 111.9, 143.5 and 220.5, respectively, in August 2023.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US$ 182.35 million).
- On October 7th, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Atma Nirbhar Bharat' and 'Local goes Global'.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US$ 400 billion merchandise export target by FY22.

(Source: https://www.ibef.org/economy/indian-economy-overview)

ROAD AHEAD

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.



India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US$ 120.12 billion) over Rs. 7.28 lakh crore (US$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: https://www.ibef.org/economy/indian-economy-overview)

TEXTILE INDUSTRY AND MARKET GROWTH IN INDIA



India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

In order to attract private equity and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Up gradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

Advantages of Textile industry in India:

1. **Robust Demand:** Cotton Production in India is projected to reach 7.2 million tonnes by 2030, driven by increasing demand from consumers. India's textile and apparel exports (including handicrafts) stood at US$ 44.4 billion in FY22, a 41% increase YOY. Mr. Piyush Goyal discussed the roadmap to achieve the target of US$ 250 billion in textiles production and US$ 100 billion in exports by 2030.

2. **Competitive Advantage**: India enjoys a comparative advantage in terms of skilled manpower and in cost of production, relative to major textile producers. In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textiles hubs in the country.

3. **Policy Support:** 100% FDI (automatic route) is allowed in textiles. Production-linked incentive (PLI) Scheme worth Rs. 10,683 crore (US$ 1.44 billion) for manmade fibre and and technical textiles over a five-year period. The Indian government has notified uniform goods and services tax at 12% on man-made fabrics (MMF), MMF yarns and apparel, which came into

effect from January 1,2022. 1,83,844 beneficiaries trained across 1,880 centres under Samarth.

4. **Increasing Investments:** In June 2023, Government has approved R&D projects worth US$ 7.4 million (Rs. 61.09 crore) in textile sector. Huge funds in schemes such as Rs. 900 crore (US$ 109.99 million) for Amended Technology Upgradation Fund Scheme (ATUFS) have been released by the government in the union budget of 2023-24 to encourage more private equity investments and provide employment. Total FDI inflows in the textile Sector between April 2000-June 2023 stood at US$ 4.31 billion**.**

(Source: https://www.ibef.org/industry/textiles)

MARKET SIZE

The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US$ 190 billion by 2025-26. India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel.



The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated around US$ 1.17 million in 2022-23

The Indian Medical Textiles market for drapes and gowns is around US$ 9.71 million in 2022 and is expected to grow at 15% to reach US$ 22.45 million by 2027.

The Indian composites market is expected to reach an estimated value of US$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

India is the world's largest producer of cotton. Estimated production stood at 343.4 lakh bales during the cotton season 2022-23. India's demand for domestic consumption of cotton is estimated to be 5.29 million metric tonnes in 2022-23. Domestic consumption for the 2021-22 cotton season was estimated to be 338 lakh bales. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. In FY23, exports of readymade garments (RMG) including accessories stood at US$ 16.2 billion. It is expected to surpass US$ 30 billion by 2027, with an estimated 4.6-4.9% share globally. In 2022-23, the production of fibre in India stood at 2.15 million tonnes. While for yarn, the production stood at 5,185 million Kgs during the same period. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US$ 138 billion to US$ 195 billion by 2025.

India's textile and apparel exports (including handicrafts) stood at US$ 36.68 billion in 2022-23. During April-November (2022-23), the total exports of textiles stood at US$ 23.1 billion. India's textile and apparel exports to the US, its single largest market, stood at 27% of the total export value in FY22. Exports of readymade garments including cotton accessories stood at US$ 6.19 billion in FY22.Exports for 247 technical textile items stood at Rs. 5,946 crores (US$ 715.48 million) between April-June (2023-24) India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

(Source: https://www.ibef.org/industry/textiles/infographic)

TEXTILE AND APPAREL INDUSTRY

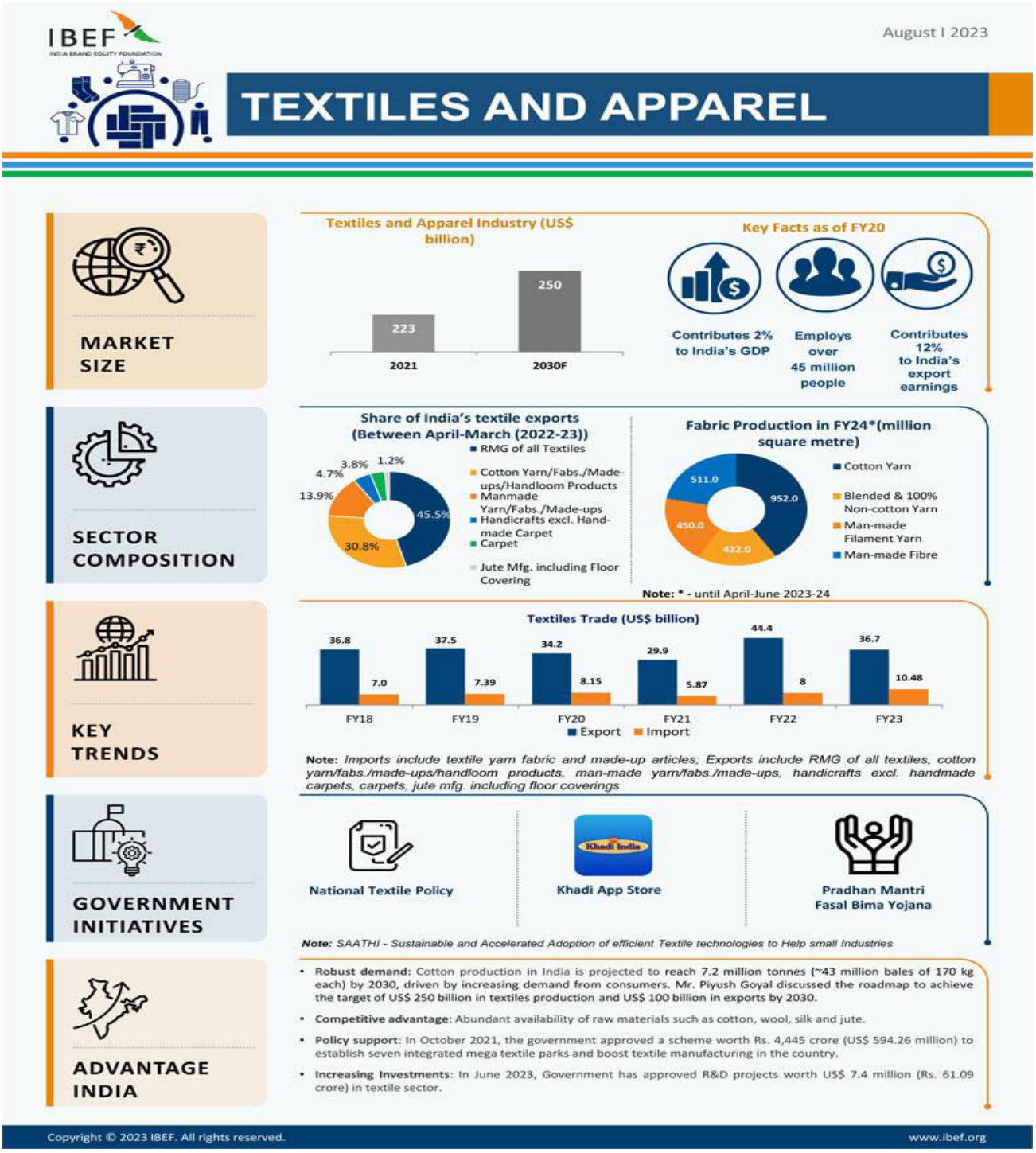


India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home and technical products. The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports. Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US$ 190 billion by 2025-26. The Indian apparel market stood at US$ 40 billion in 2020 and is expected to reach US$ 135 billion by 2025. India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the

world's 3rd largest exporter of Textiles and Apparel.

India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers. India's textile and apparel exports (including handicrafts) stood at US$ 36.68 billion in 2022-23. During April-November in FY23, the total exports of textiles stood at US$ 23.1 billion. India's textile and apparel exports (including handicrafts) stood at US$ 44.4 billion in FY22, a 41% increase YoY. Exports of readymade garments including cotton accessories stood at US$ 16.2 billion in FY23. India's ready-made garment (RMG) exports are likely to surpass US$ 30 billion by 2027, growing at a CAGR of 12-13%. Exports for 247 technical textile items stood at Rs. 5,946 crore (US$ 715.48 million) between April-June (2023-24).The Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology. Top players in the textiles sector are attaining sustainability in their products by manufacturing textiles that use natural recyclable materials. The textiles industry (including dyed and printed) foreign direct investment (FDI) worth US$ 4.31 billion from April 2000-June 2023. 100% FDI (automatic route) is allowed in the Indian textile sector

(Source: https://www.ibef.org/industry/indian-textiles-and-apparel-industry-analysis-presentation)



(Source: https://www.ibef.org/industry/textiles/infographic)

OPPORTUNITIES IN TEXTILE SECTOR

1. **Immense growth potential**
   The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. The textile and apparel industry is expected to grow to US$ 190 billion by FY26. In October 2021, the government announced the target to achieve US$ 100 billion from India's textile exports in the next five years. Urbanization is expected to support higher growth due to change in fashion and trends.

2. **Silk production**
   The total amount of Raw Silk produced was 28,106 MT. A total of 44 R&D projects were started, and 23 of them were successfully completed. 9,777 people were trained in a variety of activities relating to the silk industry. The Central Silk Board sets a target for raw silk production and encourages farmers and private players to grow silk. To achieve these targets, alliances with the private sector, especially agro-based industries in pre-cocoon and post-cocoon segments, are encouraged. The total raw silk production stood at 33,000 MT in FY21.

3. **Bilateral relations**
   In October 2021, the Ministry of Textiles and GIZ (Deutsche Gesellschaft fur Internationale Zusammenarbeit) signed an MoU to implement the 'Indo German Technical Cooperation' project. The project aims to increase the value addition from sustainable cotton production in the country. In March 2021, Pakistan approved reinstitution of cotton and sugar imports from India, indicating softening of bilateral relations.

4. **Proposed FDI in multi-brand retail**
   For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers. It will also bring in greater investment along the entire value chain - from agricultural production to final manufactured goods. With global retail brands assured of a domestic foothold, outsourcing will also rise significantly.

5. **Union Budget 2023-24**
   Under the Union Budget 2023-24, the government has allocated:
   - Rs. 4,389.24 crore (US$ 536.4 million) to the Ministry of Textiles.
   - Rs. 900 crore (US$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS).
   - Rs. 60 crore (US$ 7.33 million) for Integrated Processing Development Scheme.
   - Rs. 450 crore (US$ 54.99 million) for National Technical Textiles Mission.

6. **Centers of Excellence (CoE) for research and technical training**
   The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities. Existing 4 CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centres and support for development of prototypes. Fund support would be provided for appointing experts to develop these facilities.

7. **Foreign investments**
   The Government is taking initiatives to attract foreign investment in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France. According to the new Draft of the National Textile Policy, the Government is planning to attract foreign investment and creating employment opportunities for 35 million people.
   In December 2019, online clothing brand Henry & Smith raised US$ 1 million from WEH Ventures and Rukam Capital. India can become the one-stop sourcing destination for companies from Association of Southeast Asian Nations (ASEAN) as there exist several opportunities for textile manufacturing companies from 10-nation bloc to invest in India.

(Source: https://www.ibef.org/industry/textiles)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "Company" or "we", "us" or "our" means Avi Ansh Textile Limited.
All financial information included herein is based on our ***"Financial information of the Company"*** *included on page 165 of this Prospectus.*

The Company was originally incorporated as Rajneesh Spinners Private Limited on 27th April, 2005 as a Private Limited Company under Companies Act,1956 with the Registrar of Companies Punjab, H.P. & Chandigarh having CIN U17110PB2005PTC28313. Subsequently, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 28th November 2013, the name of our company was changed to "Avi Ansh Textile Private Limited" and a fresh certificate of Incorporation dated 16th December, 2013 with the Registrar of Companies, Delhi. In 2023, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 30th November, 2023, our company was converted from a private limited company to a public limited company and consequently, the name of our company was changed to "Avi Ansh Textile Limited" and a fresh certificate of Incorporation dated 3rd January,2024 by the Registrar of Companies, Delhi. The Corporate Identification number of our Company is U17110DL2005PLC260403.

BUSINESS OVERVIEW:

Our company has been operating in the yarn sector since 2005. By 2012, we had established a presence as a manufacturer and exporter of 100% cotton yarn, including combed and carded cotton yarn in various counts. Our production capacity at that time was approximately 4,500MT of cotton yarn per year, with 26,314 spindles. Our unwavering commitment to quality and adherence to international standards have garnered trust from both domestic and international buyers. Branded as Pooja Gold, our yarn reflects meticulous craftsmanship, offering unparalleled softness, strength, and versatility. Additionally, we've vertically integrated into the knitting division, producing superior quality fabrics in dyed and greige variants, delivered within promised timelines. Equipped with high-speed automatic circular knitting machines, our fabric division can knit 1800 MT per annum of various fabric types. Avi Ansh Textile Limited is a Punjab based manufacturing house engaged in the business of manufacturing of:

- Yarns – 1. 100 % Carded cotton
  2. 100% Combed cotton
  3. Short, medium, long slub yarn produced With specific patterns

- Fabric- 1. Single Jersey, Rib Knit, Interlock Fabric, Terry
  2. Diagonal Terry, waffle, Thermal, Fleece
  3. Pique, Rice Knit, Dot Knit, Nirmal Knit, Lycra Blended Fabrics
  4. Dry Fit, Honeycomb Mat, Spun Matte

Avi Ansh Textile Limited holds ISO 14001:2015 and ISO 9001:2015 certifications, demonstrating its commitment to environmental management and quality assurance. The company pays taxes at a rate of 25.168% in accordance with section 115BAA of the Income Tax Act of 1961, comprising tax at 22%, surcharge at 10%, and cess at 4%. With successful sales operations in multiple states such as Punjab, Haryana, Uttar Pradesh and Delhi, as well as countries like Nepal, Bangladesh, Philippines and Hong Kong. Avi Ansh has expanded its presence and built strong client relationships through strategic initiatives and aggressive market penetration techniques.

Avi Ansh Group is a textile company that operates in the domestic as well as global market. The company manufactures and supplies a range of Yarns and Fabrics to meet customer needs. It utilizes technology and human resources to achieve its goals. The company has installed heavy machines of German and European technology in their manufacturing units as well as adequate labour is employed to maintain 24-hour non-stop production at the unit. The company is focused on continuous updation of machines as per the latest technology and adopts a sustainable business strategy for its organization.

The Manufacturing Facility is installed in the following Capacity:

Name	Purpose	No. of Machines	Installed Capacity (Per day)	Capacity utilization
Blowroom	It is used for the process of opening, cleaning, and blending of cotton fibre tufts without overstressing of fibres.	1	7300 Ton annually	80%
Card	It is used to individualize the fibres and convert the fibres into a strand called the sliver.	17	6200 Ton annually	92%
Comber	It used to produce smoother, finer, stronger and more uniform yarns.	7	2200 Ton annually	92%
Simplex	It minimizes the sliver weight to a suitable size for spinning into yarn and inserting twist, which maintains the integrity of the draft strands.	9	5800 Ton annually	92%
Ring Frames	The machine which converts the roving into desired yarn count.	25	4700 Ton Yarn	94%
Auto Corners	It is used to remove the defects of the Yarn and the final product is prepared.	10	5400 Ton Yarn	94%
Circular Knitting Machine	This machine knits yarn into desired fabric.	20	1400 Ton Fabric	92%

** The machinery used by the company in its operations for both of its units i.e. Spinning and Knitting are fully owned by the company. No machinery is taken on lease by the Company.

The primary objective of the business is to provide a wide range of high-quality yarn products at competitive prices, leveraging over 30 years of experience in the field. Based in DeraBassi, Punjab, Avi Ansh Group operates a spinning mill that produces cotton yarns. The mill supplies its products to dealers or directly to knitting mills in India and internationally. The company aims to meet customer needs by providing yarns of various counts. The mill's operations are centered on producing yarns at competitive prices, with an emphasis on meeting customer expectations. The company's activities are not just limited to operating the spinning mill and supplying cotton yarns to customers, It has also vertically integrated itself into knitting sector, Its operations encompass buying different types Yarn as their raw material such as Cotton yarn, Polyster yarn, Polyster cotton Yarn,Texturised Yarn , Yarn Filaments etc. and knit them as per the type and particulars of fabric demanded by their customers, They sell greige fabric as well as Dyed fabric, as their final products to their garmenting customers.

Furthermore, The Avi Ansh group has expanded into the knitting sector in response to the growing market and evolving fashion preferences. As a producer, supplier, and exporter fashion preferences. As a producer, supplier, and exporter, we tailor our textiles to align with customer preferences and current industry trends. Our well-established infrastructure unit plays a crucial role in supporting the expansion of our business operations.

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Our Manufacturing Plant at Derabassi, Punjab





OUR PRODUCTS ARE DIVIDED INTO TWO MAJOR CATEGORIES AND FURTHER SUB-CATEGORIES

- Yarns – 1. 100 % Carded cotton
  2. 100% Combed cotton
  3. Short, medium, long slub yarn produced with specific patterns

- Fabric- 1. Single Jersey, Rib Knit, Interlock Fabric, Terry
  2. Diagonal Terry, waffle, Thermal, Fleece
  3. Pique, Rice Knit, Dot Knit, Nirmal Knit, Lycra Blended Fabrics
  4. Dry Fit, Honeycomb Mat, Spun Matte

Below the revenue bifurcation based on yarns and fabric for the last 4 financial years

(Figures in Lakhs)

Products:	**Turnover 1.04.2020 to 31.03.2021**	**%ge to total Turnover**	**Turnover 1.04.2021 to 31.03.2022**	**%-ge to total Turnover**	**Turnover 1.04.2022 to 31.03.2023**	**%ge to total Turnover**	**Turnover 1.04.2023 to 31.03.2024**	**%ge to total Turnover**
Yarn	7114.63	98%	11951.32	100%	11825.25	98%	10822.75	77%
Fabric	142.12 (This was fabric traded)	2%	0	0%	245.38	2%	3316.12	23%
Total	**7,256.75**	**100%**	**11,951.32**	**100%**	**12,070.63**	**100%**	**14,138.87**	**100%**

MANUFACTURING OF YARNS

The Company is primarily involved in manufacturing of Yarns which account of major amount of Company's Revenue. Avi Ansh is engaged in yarn spinning, manufacturing high quality cotton yarns in Derabassi, Punjab. A Yarn contributes to fabric comfort through softness, flexibility, and porosity. High quality yarns will results in high quality fabrics. We have an extensive range which includes: carded, combed and slub yarn with counts ranging from 20s to 40s.

Product Name	Product Picture	Product description
100 % Carded Yarn	 	Carded Yarn is a type of yarn that is combining different fibres together. We Manufacture 100 % Cotton Yarn having a count range of 20/1-40/1. Our superior technology put our products through a series of quality control checks to ensure stringent quality.
100% Combed Yarn	 	Combed Yarn is a Yarn that has undergone the combing process so that all the fibres are straight and parallel. This Process creates a smoother, stronger and more compact yarn that is excellent for weaving. We Manufacture 100 % Combed Yarn having a count range of 20/1-40/1.

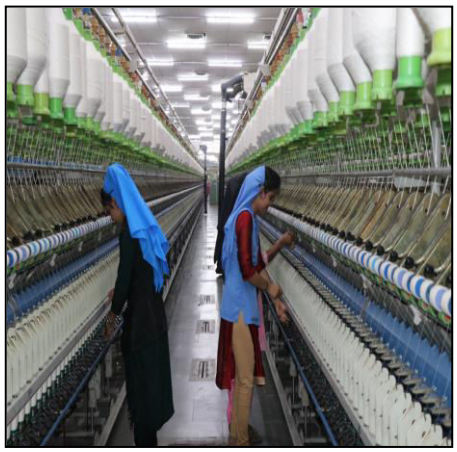
Slub Yarn	 	Slub Yarn is a type of Yarn that's thickened in random areas of a finished fabric. Short, medium, long slub yarn produced with specific patterns having a count range of 8/1-30/1.

Actual Images of Machines





These are the blowroom, carding, and combing process machinery. The primary functions of blowroom machines, which have an installed capacity of 7300 tons yearly, are to open, clean, and mix cotton fibre tufts without overstressing the fibres. The fib are separated into individual strands and turned into a substance known as silver using carding machines. Our fleet of seventeen carding machines has an installed capacity of six thousand tons per year. Typically, combing machines are used to create yarns that are stronger, more consistent, smoother, and finer. With an installed capacity of 2200 tons annually, we have 7 combing machines





These devices are useful for a number of tasks during the production process, including winding, ring spinning, and roving. Ring spinning is the process by which these devices assist in turning roving into the appropriate yarn count. On the ring frame machine, the last yarn needed for the appropriate count is spun. We have 25 ring frame process machines with 26314 spindles and an installed capacity of 4700 tons of yarn per year. We also have 10 auto corner machines, which have an installed capacity of 5400 tons per year and are used to remove yarn faults.

MANUFACTURING PROCESS OF YARNS

Raw Material Opening

cotton Fibre purchased as a raw material for the manufacturing process and shorting of material is done

Blending

It is performed to impact the desirable charaterstics such as strenght and durability

Blow Room Process

Opening and Cleaning of Fibres

Carding

Distangles, cleans and intermixes fibres to produce a continuous web or silver suitable for suitable processing

Combing

The combing process is normally used to produce smoother, finer, stronger and more uniform yarns

Drawing

To improve the evenness over short, medium and long term in the sliver and to arrange the fibres parallelly in the silver strand by drafting

Roving

To insert small amount of twist so to hold the strand of fibres together

Ring Spinning

The Machine converts the roving into desired yarn count

Winding

To remove yarn faults such as thick ,thin etc. It wax the yarn during the process.

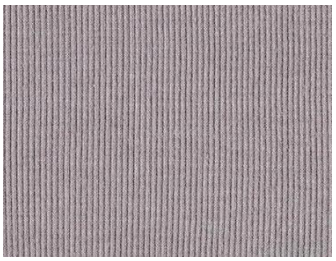
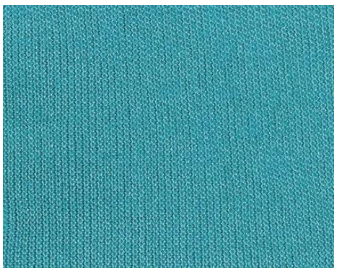
Steaming

After the process of twisting the wounded yarns are set for steaming For Providing Bulk or Air gap.

Packing and Ready for sale

MANUFACTURING OF FABRICS

Avi Ansh Group has expanded its scope of operations by entering into knitting industry. The project comes in response to the growing demand and ever-changing tastes as far as fashion is concerned. We use latest technology, quality raw material, lower cost and quick delivery to ensure top quality knitted fabric. Fabric division is equipped with high speed automatic circular knitting machines that can knit 1200 MT per annum of different kinds of fabric. We offer wide Range of fabrics such as

Product Name	Product Picture	Product Description
Single Jersey		Single jersey is a weft-knitted fabric that is also known as basic fabric. It's knitted on a single row of needles. This fabric has a flat loop structure on one side and a reverse loop structure on the other, which is why the front and back faces differ.
Rib		A rib knit is a fabric that has perpendicular ribs visible on both the front and back. In other words, rib knits are reversible double-faced fabrics. Rib-knit is commonly used to make bands for t-shirt neckbands, turtlenecks, hems, and cuffs, among other things.
Interlock		The interlock fabric is a Knitted fabric that is created by a series of stainless-steel needles crossing each other and working alternately; this type of production produces a double knit fabric that is very soft and visually resembles a honeycomb; the back and front of this fabric are identical
Terry		Plied yarns are made up of two or more single yarns that have been twisted together. Two-ply yarn, for example, is made up of two single strands, whereas three-ply yarn is made up of three single strands.
Diagonal Terry		Plied yarns are made up of two or more single yarns that have been twisted together. Two-ply yarn, for example, is made up of two single strands, whereas three-ply yarn is made up of three single strands.

Waffel		Waffel weave fabric is most commonly used for soft and cosy products. Consider robes, towels, and blankets. Because of the plush and snuggly honeycomb weave, which allows for airflow, this highly absorbent waffle material dries quickly.
Thermal		A knit or woven fabric with a waffle or honeycomb texture that traps warm air between the yarns and is ideal for wearing during the cold winter months.
Fleece		Fleece is a kind of Cloth that is fluffy and has a napped surface. It's a cozy fabric that may be made from a variety of different materials. Despite the fact that the material was named after the sheep's fleece coat, it is not fully made of natural materials.
Pique		Pique is a durable cotton Knit fabric covered with a tiny, textured pattern. The cross-tuck knit construction creates a cellular effect with a unique, subtle texture. The term pique is also used for a woven fabric that is covered with a tiny, textured pattern which makes it appear quilted.
Rice Knit		Rice Knit Fabrics are made with high-quality yarns that meet export specifications. The knitting technique is used to create Rice Knit Fabrics.

Dot Knit		Dot Knit Fabric are in Vogue and meets Today's Fashion Era. Sportswear Dot Knit Fabricare made using Finest Quality Yarns which are compliance to Export Standards. Dot Knit Fabric are available in Knitting technique.
Nirmal Knit		The entire collection is designed using top quality fabric and the latest techniques, these fabrics are rigorously tested on various parameters. Knit fabrics are often more breathable and pleasant than woven fabrics.\
Lycra Blended Fabrics		Lycra fabric, like other polyurethane materials, is a polymer, which means that it is composed of long chains of monomers linked together with a special type of acid. Unlike many other synthetic fabrics, Lycra is highly heat resistant, and it was quickly recognised as an excellent addition to heat-sensitive synthetics such as polyester and nylon.
Dry Fit		Dry-fit is a high-performance, microfib, polyster fabric that moves sweat away from the body and to the fabric surface, where it evaporates. As a result, Dry-fit keeps athletes dry and comfortable. This type of Fabric helps evaporate your sweat away from the fabric surface and from your body.
Honeycomb Matte		The raised threads that form small rectangles distinguish waffle fabric, also known as honeycomb fabric. It is made by weaving or knitting. Waffle weave is a three-dimensional effect created by combining plain weave and twill weave.

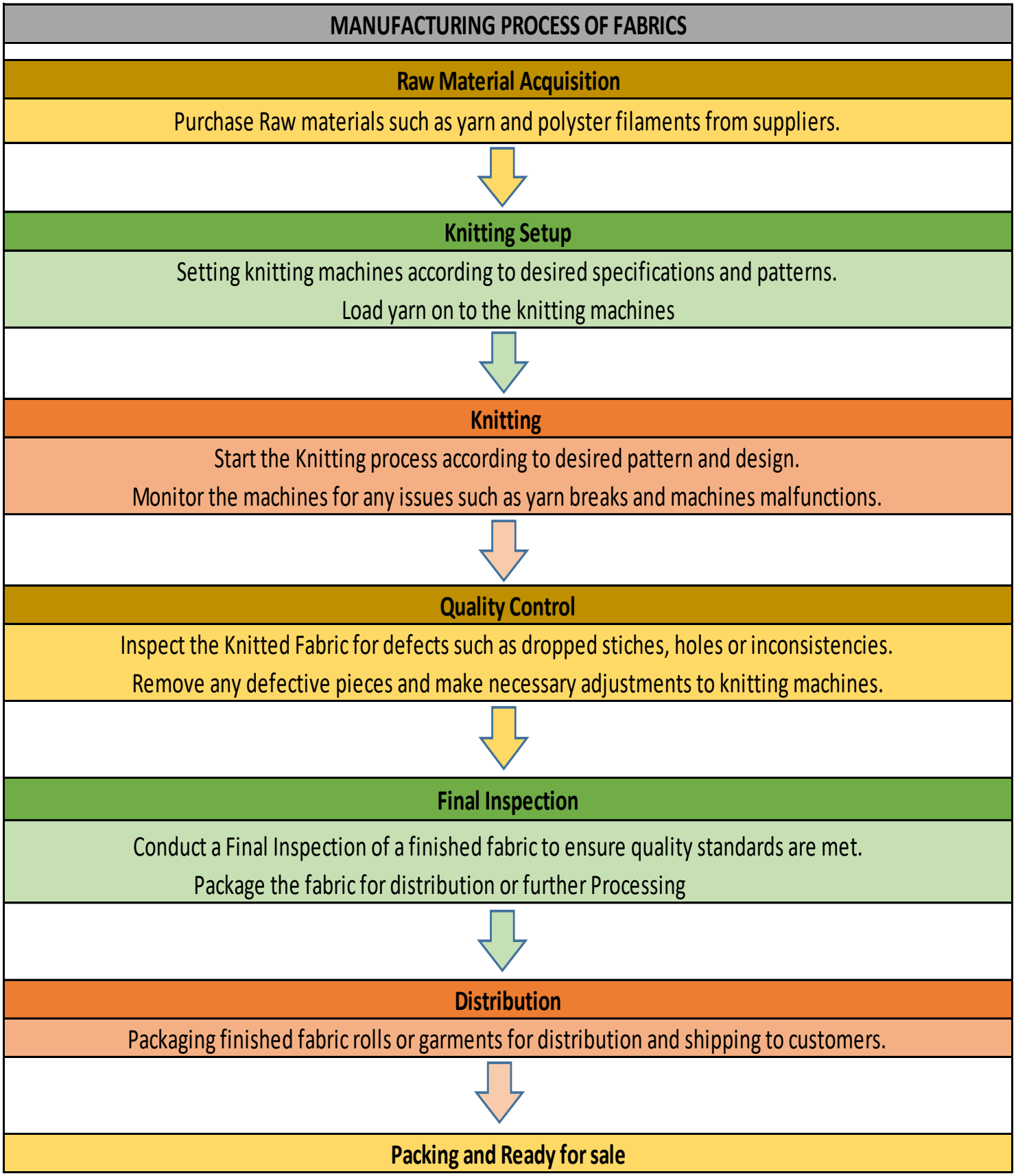
Spun Matte		Spun Matte Knitted Fabric is made using Finest Quality Yarns which are compliance to Export Standards. Spun Matte Knitted Fabric is available in Knitting technique.

Actual Images of Machines





These Machines are employed in the knitting process to create the desired fabrics. Knitting machines are pieces of equipment used to knit textiles. A yarn bobbin feeds a variety of knitting techniques used in the production of the fabric. There are many diameter machines available, and each has a predetermined number of knitting sections. With a capacity utilization rate of roughly 92%, our 20 knitting machines can create 1500 tons of cloth annually.



CAPACITY AND CAPACITY UTILISATION

YEAR	INSTALLED CAPACITY (ANNUAL)	CAPACITY UTILISATION (ANNUAL)	% OF CAPACITY UTILISATION
FY 20-21	4700 TON	3400TON	*74%
FY 21-22	4700 TON	4400 TON	94%
FY 22-23	4700 TON	4400 TON	94%
FY 23-24 (This includes capacity for both Knitting and Spinning)	6200 TON	5800 TON	92%

** FY 2020-21 due to COVID pandemic the spinning mills were shut down for two months as per the government orders during that time.

UTILITIES AND INFRASTRUCTURE FACILITIES

1. RAW MATERIAL

Our company procures raw materials for spinning and knitting operations. For spinning, we source cotton from ginners located primarily in the cotton belt of northern India. When it comes to knitting, we procure spun yarn, polyester filament yarn, PC yarn, and cotton yarn from various mills, mainly based in Ludhiana and Delhi.

2. POWER

The company is proud to have secured sanctioned power from PSPCL (Punjab State Power Corporation Limited). In order to ensure a consistent and uninterrupted power supply to our plant, we have established a dedicated 11KV line connecting directly to the Power Grid. This allows us to maintain a reliable source of electricity and operate our operations smoothly. We value the importance of uninterrupted power supply and have taken necessary measures to guarantee our production processes remain unaffected**.**

3. REPAIR AND MAINTANANCE

The repair and maintenance of machines is a crucial task that is undertaken daily by our in-house Maintenance Department. Given the heavy mechanism and continuous operation of our machines, each machine has a specific schedule for repair and maintenance on a daily basis. This systematic approach ensures the smooth and efficient utilization of our machines, allowing us to maintain optimal productivity levels. Our dedicated team of professionals diligently performs these tasks to ensure the reliability and longevity of our equipment.

4. TECHNOLOGY

The company has recently upgraded its spinning unit by installing advanced machines from Germany and Switzerland. These new machines not only consume less power but also deliver highly efficient results. In addition, the company has also incorporated European technology knitting machines in its newly established knitting unit. This strategic decision ensures that our production processes are equipped with cutting-edge technology, allowing us to meet the growing demands of our customers efficiently and effectively**.**

5. LOGISTICS

Transportation within the company is predominantly carried out by trucks, spanning various locations nationwide. Although the company possesses its own fleet of trucks for certain transportation needs, a significant portion of our transportation requirements is fulfilled by Derabassi's Truck Union.

6. WASTE MANAGEMENT

Avi Ansh Textile Limited operates in a sector where only cotton waste is generated. This waste is categorized as reusable or non-reusable. Reusable waste includes lap bits, sliver bits, roving ends, pneumafil waste, and lapping waste, which can be recycled back into the manufacturing process. Non-reusable waste, such as flat, dropping, and lickrin, is collected and compressed for sale in the market. Proper management of these waste products is crucial to minimize fibre damage and ensure efficient production processes.

SEGMENT WISE REVENUE BREAK UP

(Figures in Lakhs)

Products:	Turnover 1.04.2020 to 31.03.2021	%ge to total Turnover	Turnover 1.04.2021 to 31.03.2022	%-ge to total Turnover	Turnover 1.04.2022 to 31.03.2023	%ge to total Turnover	Turnover 1.04.2023 to 31.03.2024	%ge to total Turnover
Cotton Scrap	394.01	5.43	659.83	5.52	679.09	5.63	971.22	6.87
Cotton Yarn	5012.85	69.08	11249.60	94.13	11063.21	91.65	9742.32	68.90
Yarn Traded	1652.56	22.77	41.89	0.35	-	-	-	-
Cotton Traded	-	-	-	-	82.95	0.69	-	-
Synthetic Yarn Traded	55.21	0.76	-	-	-	-	102.52	0.73
Fabric Traded	142.12	1.96	-	-	-	-	-	-
Fabric	-	-	-	-	245.38	2.03	3322.81	23.50
Total	**7,256.73**	**100.00**	**11,951.32**	**100.00**	**12,070.64**	**100.00**	**14138.87**	**100.00**

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation

OUR COMPETITIVE STRENGTH

1. The selected location for our manufacturing plant boasts a strategic advantage.

Our factory is situated at Derabassi, Punjab with all the infrastructure facilities and all both skilled and unskilled manpower are available at competitive cost. Derabassi, Punjab which is most famous for its industrial belt. Moreover, our factory location is well connected to Bus Station, State and Airport.

Connectivity
Nearest Airport: Chandigarh Airport, 17 Km
Nearest Bus Stand: Derabassi, 3.3 Km
Nearest Railway station: Dappar, 2.12 km

2. ISO Certifications

Our company is ISO Certified with ISO Standard 9001: 2015 and 14001: 2015 which certifies that our organization has been assessed and found to be in accordance with the high quality standards and also in compliance with the requirement of environmental management system respectively.

3. Continue to strive for cost efficiency.

Our Company focus on increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost per unit and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

4. Diversified product offerings underscore our commitment to quality.

The unwavering focus rests on two pillars i.e. quality and variety. At present we are manufacturing Yarns as well as Fabrics. We manufacture different variety of fabrics such as single jersey, Terry, Rib, Diagonal terry and many other fabrics. Each yarn and fabric delivered sticks to the highest expectations of the best quality.

5. The experienced management team at our company brings a wealth of expertise and leadership.

Our Company is managed by an experienced team which serves as a formidable strength of our company, providing a solid foundation for strategic decision making and overall organizational success. The wealth of knowledge and seasoned leadership skills of our promoters helps our team in effective problem solving, risk mitigation and adaptability to dynamic market conditions. The experienced management team of our company not only navigates challenges but also positions the company for growth and sustained excellence in the competitive business.

OUR STRATEGIES

1. Expanding our manufacturing capacity.

In anticipation of the projected growth within the global yarn industry, Avi Ansh Textile has executed a strategic expansion initiative. Originally established in 2012 with an initial capacity of 6000 spindles, the company underwent significant growth, doubling its capacity to 12000 spindles while concurrently modernizing its spinning unit. This expansion facilitated an increase in annual yarn production to 4500 Metric Tons, solidifying Avi Ansh Textile's position within the spinning sector.

Building upon this foundation of success, the company embarked on a new phase of growth in 2022 by diversifying into the knitting business. This strategic move towards vertical integration involved the installation of 20 advanced knitting machines, boasting an annual capacity of 1800 metric tons. By integrating knitting into its operations, Avi Ansh Textile aims to enhance its ability to meet the growing demand for yarn products while further establishing itself as a comprehensive solution provider within the textile industry.

Looking ahead, Avi Ansh Textile remains committed to its pursuit of excellence and sustainable growth. Through ongoing investments in the expansion of production capabilities, the company seeks to not only address the evolving demands of the market but also streamline operations, reduce lead times, and enhance overall operational efficiency. This strategic approach underscores Avi Ansh Textile's dedication to delivering superior quality products and services, thereby maximizing value for its stakeholders.

2. Tapping Export Market

Our company is strategically planning to expand into the export market in the near future, with a strong commitment to pursuing this opportunity. This strategic initiative not only allows us to diversify our customer base but also strengthens our revenue streams. In fact, we have already successfully penetrated the export market in the Yarn vertical and currently conduct business in countries such as Bangladesh and Nepal. Through our continual dedication and efforts, we aim to further capitalize on these opportunities and drive greater success in the global market.

3. Harnessing digitization and technology in production processes with a focus on energy efficiency and sustainable practices.

Our company prides itself on its experienced team dedicated to enhancing the quality of our products and optimizing our infrastructure to meet the demands of our customers. To achieve this, we have incorporated cutting-edge German and Swiss technology machines into our spinning unit, ensuring lower power consumption and improved efficiency. Furthermore, our newly established knitting unit is equipped with state-of-the-art European technology knitting machines. These advancements exemplify our commitment to providing exceptional products while maintaining a professional approach.

4. Raising Additional Working Capital

After establishing a presence in the spinning and knitting sectors, we have expanded into the garmenting sector, utilizing our connections in the corporate sector and with experienced dealers in this trade. This expansion requires funding for setting up the unit and securing working capital, considering the industry’s credit period of 90-120 days.

In our spinning unit, our strategy involves stocking raw cotton, which makes up 80% of our raw material needs, primarily during January to March when supply is high and prices are low. This approach allows us to produce yarn cost-effectively during non-seasonal months. With the addition of knitting and garmenting units, our inventory investment requirements have increased.

Therefore, we seek funds to support these initiatives.

5. Expansion into Garmenting Sector

As part of our strategic growth plan, we are diversifying ourselves into the garmenting sector as a part of strategic growth plan. By integrating garmenting operations, we aim to increase efficiency, and strengthen our position in the industry. This strategic expansion will also enable us to capitalize on new market opportunities, further solidifying our presence in the textile industry.

HUMAN RESOURCE

Our employees are the key to the success of our business. We have several employees in various departments as per the details given below:

S. No.	Departments	No.
1	Director	4
2	Production (including Labour)	220
3	Accounts	5
4	Maintenance	40
5	Stores	6
6	Sales	6

Note: The company employs only a few individuals as contractual labour for loading, unloading, and packaging purposes, as and when required. Apart from these specific roles, the company does not engage any contractual labour in its production or factory area.

GEOGRAPHICAL WISE REVENUE BREAK UP

The Geographical wise revenue for the Fiscal Year :-

(AMOUNT IN LAKHS)

Indian States:	Turnover 1.04.2020 to 31.03.2021	%ge to total Turnover	Turnover 1.04.2021 to 31.03.2022	%-ge to total Turnover	Turnover 1.04.2022 to 31.03.2023	%ge to total Turnover	Turnover 1.04.2023 to 31.03.2024	%ge to total Turnover
Himachal Pradesh	66.70	0.92	-	-	-	-	-	-
Punjab	811.54	11.18	2263.29	18.94	1856.34	15.38	1046.52	7.40
Chandigarh	31.84	0.44	-	-	-	-	-	-
Haryana	471.68	6.50	668.50	5.59	1518.22	12.58	1752.06	12.39
Delhi	2,384.68	32.86	3,613.91	30.24	2,655.31	22.00	4505.93	31.87
Uttar Pradesh	3,022.82	41.66	4,029.56	33.72	4,086.56	33.86	2693.37	19.05
Bihar	59.47	0.82	-	-	-	-	-	-
Maharashtra	139.15	1.92	-	-	-	-	19.11	0.14
Telangana	71.65	0.99	-	-	-	-	-	-
West Bengal	-	-	188.69	1.58	1,227.02	10.17	3927.35	27.78
Tamil Nadu	-	-	209.07	1.75	-	-	3.01	0.02

Jammu & Kashmir	-	-	-	-	63.32	0.52	-	-
Gujarat	-	-	-	-	133.42	1.11	18.02	0.13
Madhya Pradesh							1.10	0.01
Foreign Countries:								
Nepal	197.21	2.72	355.01	2.97	254.12	2.11	81.10	0.57
Bangladesh	-	-	165.51	1.38	276.33	2.29	-	-
Honk Kong	-	-	315.97	2.64	-	-	-	-
Philippines	-	-	141.80	1.19	-	-	91.30	0.65
Total	**7,256.73**	**100.00**	**11,951.32**	**100.00**	**12,070.64**	**100.00**	**14138.87**	**100.00**

TOP 10 CUSTOMERS

Our Top 10 customers in terms of revenue generated during last 3 Financial Years i.e. March 31, 2024, 2023, 2022, and 2021 are as follows:

S.NO.	Particulars	March 31, 2024 (Amount in Rupees)	% In Total
1	Avi ansh enterprises pvt ltd	2,902.09	28.16%
2	A.s.yarn tex pvt ltd.	2,494.92	24.21%
3	Shivalik prints ltd.	992.76	9.63%
4	Kundan mal govind narain	804.25	7.80%
5	Kishan trading company	769.10	7.46%
6	Peace realty pvt. Ltd.	710.57	6.90%
7	Suvrata yarn agencies	524.74	5.09%
8	Tulsyan textile company	426.52	4.14%
9	Eastern clothing	359.71	3.49%
10	K.m enterprises	319.69	3.10%
	Total	**10,304.37**	**100.00%**

S.NO.	Particulars	March 31, 2023 (Amount in Rupees)	% In Total
1	Avi Ansh Enterprises Pvt Ltd	1,424.89	20.09%
2	Shivalik Prints Ltd	1,200.66	16.92%
3	Tulsyan Textile Company	844.04	11.89%
4	Jayanti Traders	683.34	9.60%
5	A.S Yarn Textile Pvt Ltd	649.39	9.10%
6	Pashupati Incorporation	512.76	7.30%

7	Minar export India	511.30	7.20%
8	Oswal India	449.85	6.30%
9	Shri Bankey Bihari Yarns	416.23	5.90%
10	M.D Sons	401.52	5.70%
	Total	**1,424.89**	**20.09%**

S.NO.	Particulars	March 31, 2022 (Amount in Rupees)	% In Total
1	Avi Ansh Enterprises Pvt Ltd	1,432.95	23.40%
2	Ganpati Textiles	1,092.55	17.90%
3	T.T. Limited	621.42	10.10%
4	Tulsyan Textile Company	573.35	9.40%
5	B.B. Rampal and Company	441.61	7.20%
6	Minar export	434.97	7.10%
7	Apoorv Textiles	434.19	7.10%
8	Kundan Mal Govind Narain	427.80	7.00%
9	Bawa Yarn House	355.57	5.80%
10	New Time Trading Limited	315.97	5%
	Total	**6,130.37**	**100.00%**

S.NO.	Particulars	March 31, 2021 (Amount in Rupees)	% In Total
1	Tulsyan Textile Company	700.24	18.49%
2	Apoorv Textiles	562.60	14.85%
3	Bawa Yarn House	544.97	14.39%
4	Jayanti Traders	483.25	12.76%
5	Ganpati Textiles	403.74	10.66%
6	Minar Export India	261.40	6.90%
7	MD Sons	220.42	5.82%
8	Mittal Enterprises	214.75	5.67%
9	Jai Jagdembey Enterprises	206.73	5.46%
10	Jagdish Traders	189.60	5.01%
	Total	**3,787.72**	**100.00%**

TOP 10 SUPPLIERS

Our Top 10 Suppliers in terms of revenue generated during last 3 Financial Years i.e. March 31, 2024, 2023, 2022, and 2021 are as follows:

S.NO	Particulars	March 31, 2024 (Amount in Rupees)	% In Total
1	Cnaeon Cotton Pvt Ltd	3,894.95	45.16%
2	M/S Telu Ram Mange Ram	793.52	9.20%
3	Laxmi Oil & Ginning Factory	751.46	8.71%
4	Aalishan Agro	641.26	7.43%
5	Vishal Cotton Company	514.88	5.97%
6	Jd Industries	463.53	5.37%
7	Kishori Lal & Sons	459.39	5.33%
8	Balaji Enterprises	395.28	4.58%
9	Ganga spintex pvt. Ltd.	363.10	4.21%
10	Mahavir cotton pvt. Ltd.	347.91	4.03%
	Total	**8,625.28**	**100.00**

S.NO	Particulars	March 31, 2024 (Amount in Rupees)	% In Total
1	Cnaeon Cotton Private Limited	2,952.10	35%
2	Ganga Spintex Private Limited	1,386.36	16%
3	RKS Cotton Private Limited-Rajasthan	932.12	11%
4	Vishal Cotton Company	817.60	10%
5	RKS Cotton Private Limited-Haryana	720.48	8%
6	Amit and Company	423.61	5%
7	Kamal Agro Industries	375.58	4%
8	Abhishek Agro Industries	303.18	4%
9	Balaji Enterprises	295.38	3%
10	Shree Shyam Enterprises	273.71	3%
	Total	**8,480.13**	**100.00**

S.NO	Particulars	March 31, 2022 (Amount in Rupees)	% In Total
1	Neelkamal Industries	1,244.58	24.25%
2	Ganga Spintex Limited	722.87	14.08%
3	Kamal Agro Industries	553.14	10.78%
4	Vishal Cotton Company	486.78	9.48%
5	RKS Cotton Pvt Ltd-Rajasthan	465.92	9.08%
6	Shiva Industries	438.28	8.54%
7	Shree Shyam Agro Crop Pvt Ltd	416.18	8.11%
8	Laxmi Gaur Gum Industries	309.59	6.03%
9	Abhishek Agro Industries	251.87	4.91%
10	M L Nagpal Industries	243.67	4.75%
	Total	**5,132.88**	**100.00%**

S.NO	Particulars	March 31, 2021 (Amount in Rupees)	% In Total
1	RKS Cotton Pvt Ltd- Rajasthan	674.23	26.93%
2	SRM Ginning Mills	346.44	13.84%
3	Balaji Enterprises	334.21	13.35%
4	Shree Shyam Agro Industries	199.35	7.96%
5	Shree Shyam Enterprises	183.33	7.32%
6	Krishna Cotton Mills	163.89	6.55%
7	RKS Cotton Pvt Ltd-Haryana	158.42	6.33%
8	Shree Shyan Agro Crop Pvt ltd	155.40	6.21%
9	Gupta Agro Industries	148.64	5.94%
10	RK & Sons	139.60	5.58%
	Total	**2,503.52**	**100.00%**

Avi Ansh Enterprise Private Limited is a both a Customer and Supplier of Avi Ansh Textile Limited.

Avi Ansh Enterprises Private Limited: The Company was Incorporated in August 04,2005. The Company deals in trading of all varieties of Yarn (i.e. Cotton Yarn, Polyster Yarn, Spun Yarn, PC Yarn etc.) and All types of dyed and non-dyed fabrics. This Company is one of the group companies of Avi Ansh Textile Limited.

Avi Ansh Enterprises Private Limited as a "CUSTOMER" to Avi Ansh Textile Limited.

For FY March 2021, 2022, 2023:

Avi Ansh Textile Limited (referred as "The company") has been been manufacturing cotton yarn since last 15 years under the brand name of Pooja Gold. Our brand has both retail as well as wholesale customers, since the company is not able to sell its product directly to retail customers due to heavy transportation cost, hence all the retail customers buy the product of the company from dealers/distributors, one of which is Avi Ansh Enterprises Private Limited. In state of Delhi Avi Ansh Enterprises Private Limited is the major retail dealer of the company.
The rate at which the company sells its products to Avi Ansh Enterprises Private Limited is similar to the rate at which it sells its products to other dealers of the company.

For Period Ending 31 st March 2024:

From 1 st April 2023 Avi Ansh Textile Limited started its Knitting division full-fledged, hence they started producing various types of Fabric. The company sells the fabric to both dealers as well as directly to garment manufacturers. The company is selling fabric to M/s Avi Ansh Enterprises Pvt Ltd for the retail customers only as most of retail customers requires the material to be supplied directly to the dying house. The rate at which the company sells its products to Avi Ansh Enterprises Private Limited is similar to the rate at which it sells its products to other dealers of the company.

Avi Ansh Enterprises Private Limited as a "SUPPLIER" to Avi Ansh Textile Limited.

For FY March 2021, 2022 and 2023:

The company produces only cotton yarn in its spinning department, if any customer requires other type of yarn like polyester, spun or PC yarn etc. as well, the company buys that yarn from dealers one of which is Avi Ansh Enterprise Private Limited and provide it to the customer.

For Period Ending 31 st March 2024:

Starting from FY 1 st April 2023, Avi Ansh Textile Limited started producing fabric in its Knitting Division and for production of fabric variety of yarn are required such as Polyster yarn, Spun Yarn which the company buys from different dealers , one of the dealers for supply of Yarn is AviAnsh Enterprise Private Limited. Its because the company produces only cotton yarn and other type of yarn are bought from different dealers.
We are giving hereby year wise details of sales and purchases of material to/from M/s Avi Ansh Enterprises Pvtltd. All Sales made to Avi Ansh Enterprises Pvt ltd are at the same rate at which we are supplying to other customers (Arm Length Price):

(Rs in Lakhs)

Period Ending	Sales to Avi Ansh Enterprises Pvt. Ltd.:			
	Yarn Qty	Yarn Value	Fabric Qty	Fabric Value
31-Mar-21	62986.1 Kgs	112.48	NIL	NIL
31-Mar-22	539828.76 Kgs	1,367.46	NIL	NIL
31-Mar-23	411821.2 Kgs	1,168.67	69968.83 Kgs	188.37
31-Mar-24	245577.15 Kgs	557.64	579355.13 Kgs	1408.14

(Rs in Lakhs)

Period Ending	Purchase from Avi Ansh Enterprises Pvt. Ltd.:			
	Yarn Qty	Yarn Value	Fabric Qty	Fabric Value
31-Mar-21	1950.480 Kgs	2.98	NIL	NIL
31-Mar-22	23065.2 Kgs.	51.17	NIL	NIL
31-Mar-23	30379.46 Kgs.	52	436 Kgs.	1.35
31-Mar-24	362749.43Kgs.	674.01	6846.06Kgs.	14.21

Marketing Strategies of the Company to acquire new clients and retains its clients

M/s Avi Ansh Textile Limited has earned a distinguished reputation over time for delivering superior quality products within the industry. Through word of mouth, we offer competitive pricing and demonstrate a steadfast commitment to fulfilling our promises, which consistently attracts new clients. Additionally, our Managing Director, Anil Kumar Jain, with 37 years of experience in this sector, has cultivated significant goodwill within the industry.

By consistently meeting deadlines and offering competitive pricing, we ensure the retention of existing clients. Below are the marketing strategies adopted by the company to attract new clients:

1. **Market Research**: We conduct continuous market research to understand evolving consumer preferences, industry trends, and competitor strategies. This enables us to adjust our marketing efforts effectively.

2. **Quality Assurance**: Quality assurance is paramount in our industry. At Avi Ansh Textile Limited, we ensure the consistent quality of our yarn and fabric. We also provide exceptional customer service to build trust and enhance our reputation in the market.

3. **Showcasing Products**: We have established online presence through our website, showcasing our entire range of products. This approach expands our reach to a global audience, breaking geographical barriers and accessing otherwise inaccessible markets. Consequently, it enhances brand visibility and recognition.

4. **Targeted Advertising:** We identify specific demographics and industries that extensively utilize cotton yarn and fabric. Subsequently, we direct our advertising efforts towards them to maximize our marketing impact.

INTELLECTUAL PROPERTY

S.no.	Trademark	Date of Application	Class	Application Number	Current Status
1.	AVI ANSH	05/02/2024	24	6287446	Under Processing
2.	AVI ANSH	05/02/2024	35	6287447	Under Processing

The Details of Domain Name Registered in the Name of the Company

S.no.	Domain	Registrant Organisation	Registered On	Expired On
1.	avianshgroup.com	Godaddy.com,LLC	18/05/2022	18/05/2027

INSURANCE

S.No.	INSURER	DESCRIPTION OF PROPERTY INSURED	POLICY NO.	EXPIRY DATE	SUM INSURED
1	AVI ANSH TEXTILE PVT. LTD.	PLANT INSURANCE-BURGLARY	231303/48/2024/93	10-May-24	140000000
2	AVI ANSH TEXTILE PVT. LTD.	PLANT INSURANCE-BURGLARY	231303/48/2024/94	10-May-24	374000000
3	AVI ANSH TEXTILE PVT. LTD.	PLANT INSURANCE-FIRE	231303/11/2024/08	10-May-24	140000000
4	AVI ANSH TEXTILE PVT. LTD.	PLANT INSURANCE-FIRE	231303/11/2024/09	10-May-24	490000000
5	AVI ANSH TEXTILE PVT. LTD.	FORCE MOTORS TRAX TOOFAN 3050	231303/31/2024/1085	14-May-24	475000
6	AVI ANSH TEXTILE PVT. LTD.	EICHER CANTER (TRUCK)	231303/31/2024/1377	18-May-24	1881000
7	AVI ANSH TEXTILE PVT. LTD.	ACTIVA TWO WHEELER	231303/31/2024/10249	1-Feb-25	52056
8	AVI ANSH TEXTILE PVT. LTD.	HERO MOTOCORP PASSION PLUS BIKE I3S DRT CAST	D117543536	25-Sep-28	72420
9	AVI ANSH TEXTILE PVT. LTD.	HUNDAI CRETA CAR	D139327697/13032024	24-Mar-25	424090
10	AVI ANSH TEXTILE PVT. LTD.	MARINE EXPORT IMPORT INSURANCE OPEN POLICY	2002/282926540/01/000	1-Mar-25	*1400000000

**The Marine Import Insurance Open policy has an Insurance limit of Rs.140 Crore only, any amount exceeding this will not be borne by the Insurance Company.*

PROPERTIES

We operate our activities from our registered office and manufacturing units. Details of which are given below:

S.NO.	ADDRESS OF PREMISES	NAME OF THE OWNER	DATE OF TRANSFER/ DATE OF AGREEMENT	CONSIDERATION	AREA	PURPOSE

1	Village-Behra, post office-Rampur Sainian Barwala Road, Dera Bassi, Sasnagar, Punjab-140507	Avi Ansh Textile Limited	Pursuant to takeover by current management of the Company	Pursuant to takeover by current management of the Company	6.75 acres	Manufacturing plant
2	402, 4th floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, North West, Delhi, Delhi, India, 110034	Anil Kumar Jain	From 19.07.2019 to 18.07.2024	Rs. 20000 per month	980 sq. ft.	Registered office
3	Khasra No.30/17/2, Near Kera kalan, North West Delhi-110082	Anil Kumar Jain	16.12.2013	Promoter rented this property to the Company rent free	2200 sq. ft.	Warehouse

FINANCIALS

As per Restated Financial Statements for the Fiscal 2024, 2023, 2022, and 2021, our total revenue were Rs. 14,214.65, Rs.12,149.57 Lakhs, Rs. 12,016.76 Lakhs and Rs.7,264.30 Lakhs, respectively. Our profit (Loss) after tax for the similar period mentioned above was Rs. 331.35 Lakhs, Rs.28.78 Lakhs, Rs.155.55 Lakhs and Rs.68.20 Lakhs.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

Our Company is engaged in the production of cotton yarn and Knitting of fabrics. Under the Provisions of various Central Government and State Government statues and legislations. Our company is required to obtain and regularly renew certain licenses and registrations and to seek statutory permissions to conduct our business and operations in India. For information regarding regulatory approvals required by our Company, see "Government and Other Approvals" on page 219.

The following is an overview of some of the important laws and regulations which, are relevant to our business of Yarns and Fabrics

This chapter has been classified as under:

A. Industry & Business-Related Laws
B. Corporate and Commercial laws
C. Labour and Employment Laws
D. Environmental laws
E. Tax Laws
F. Foreign Regulations
G. Intellectual Property Laws

A. INDUSTRY & BUSINESS-RELATED LAWS

- **Amended Technology Up-Gradation Fund Scheme (ATUFS)**

Ministry of Textiles has been implementing Technology Upgradation Funds Scheme ("TUFS") since 1999 to facilitate technology up gradation of textiles industry in the country. The Amended Technology Upgradation Fund Scheme (ATUFS) is a government initiative in India. It is aimed at providing financial support to promote technological advancement in the textile sector. Under this, eligible textile units can access funds to upgrade their manufacturing processes. ATUFS promotes ease of doing business in textile sector and to promote textile exports and make India a global player in the international textile market. The ATUFS has been a successful scheme. It has helped to improve the technological capabilities of the Indian textile industry. The ATUFS was amended in 2022 to make it more accessible and user-friendly. The amended scheme provides a subsidy of up to 50% for the installation of new machinery. It also covers the cost of training for workers. The ATUFS is now open to all textile mills, regardless of their size.

- **National Textile Policy, 2000**

The National Textile Policy, 2000 ("NTP") aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. The objective is sought to be achieved by liberalizing controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. In furtherance of its objectives, the strategic thrust of the NTP is on technological upgradation, enhancement of productivity, quality consciousness, product diversification, maximizing employment opportunities, and so on. The NTP also envisages certain sector specific initiatives, including the sector of raw materials, spinning, weaving, power loom, handloom, jute and textile. The Policy also lays down certain delivery mechanisms for the implementation of the policy and to enable the Indian textile industry to realize its full potential and achieve global excellence.

Ministry of Textiles is contemplating a New Textile Policy which has not been finalized and it is at draft stage. The New Textile Policy, inter alia, will give thrust on enhancing export performance and creating better employment opportunities. The New Textile Policy is being formulated by holding widespread consultations with various associations, industry bodies, State Governments and other stakeholders representing subsectors viz. Cotton, Silk, Jute Wool, Handloom, Handicrafts, Power loom etc.

Salient objective of NTP is as follows –
• Equip the textile industry to withstand pressures of import penetration and maintain a dominant presence in the domestic market;
• Develop a strong multi-fibre base with thrust on product up-gradation and diversification;
• Sustain and strengthen the traditional knowledge, skills and capabilities of our weavers and craftspeople;
• Enrich human resource skills and capabilities, with special emphasis on those working in the decentralized sectors of the textile industry; and for this purpose to revitalize the institutional structure; • Make Information Technology (IT), an integral part of the entire value chain of textile;
• Production and thereby facilitate the textile industry to achieve international standards in terms of quality, design and marketing; and
• Involve and ensure the active co-operation and partnership of the State Governments, Financial Institutions, Entrepreneurs, Farmers and Non-Governmental Organizations in the fulfilment of these objectives, vide the NTP, the Government has conveyed its commitment towards providing a conducive environment to enable the Indian textile industry to realize its full potential, achieve global

excellence, and fulfil its obligation to different sections of society.

- **Punjab Industrial and Business Development Policy 2022**

The Punjab Industrial and Business Development Policy 2022 envisage transforming Punjab into a major industrial and export hub. The Policy also envisions developing the thrust sectors of Punjab into world leaders in their respective fields by 2027. The Punjab Industrial and Business Development Policy 2022 aims to facilitate manufacturing & services sector by creating an investor-friendly environment in Punjab. It focuses on the development of sustainable business models that can withstand competition from other businesses within India and the world. The policy envisages setting up of a Policy Implementation Unit to ensure necessary support for the implementation of various aspects of the policy.

The Vision of this Policy is to Fostering a Progressive, Innovative and Sustainable Industrial & Business Ecosystem in Punjab by transforming it as the first choice for doing business. Some of the Key Strategic Focus Areas of this Policy are:

1. In order to provide a holistic support for the growth of existing industries as well as attracting new manufacturing and service industries, the State would focus on the right set of drivers and enablers to create a business friendly environment.
2. The State would develop quality industrial infrastructure, digital infrastructure and connectivity including availability of fast internet and township/industrial Township dedicated to a country for attracting more foreign investments with robust policies for its maintenance.
3. The State recognizes that power is one of the most crucial input for the industry. The State will accordingly make provision for quality, reliable and cost-effective power to give a great boost to the Industry.
4. Innovation and Entrepreneurship are crucial for future growth of State's economy. The State would support cluster specific bottom up approach to build and strengthen Startup and Entrepreneurship ecosystem in the State. The State would follow an entrepreneur centric approach fostering connections and learning.
5. The state would set up a Grievance Redressal Mechanism at District and State Level to resolve issues of Industry and Business Enterprises. It will have participation of members from Industry.

- **Textile Committee Act, 1963**

The Textiles Committee Act, 1963 ("TCS") came into force on August 22, 1964. A textiles committee ("Textiles Committees") has been established under TCS with the primary objective of ensuring a standard quality of textiles both for domestic and export markets as well as standardization of the type of textile machinery used for production. The Textiles Committee's functions include, among others, the promotion of Indian textiles and textile exports, researching in technical and economic fields, establishing standards for Indian textiles and textile machinery, setting up of laboratories, and data collection. Additionally, the Textiles Committee regulates the imposition of cess on textile and textile machinery that is manufactured in India under TCS.

- **The Micro, Small and Medium Enterprises Act, 2006 (the "Act")**

MSME stands for Micro, Small, and Medium Enterprises. It was introduced by the Government of India in agreement with the MSMED (Micro, Small, and Medium Enterprises Development) Act of 2006. As per this act, MSMEs are the enterprises involved in the processing, production, and preservation of goods and commodities. MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises.

Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

B. CORPORATE AND COMMERCIAL LAWS

- **Companies Act, 2013**

The Companies Act 2013 regulates the formation and functioning of corporations or companies in India. The first Companies Act after independence was passed in 1956, which governed business entities in the country. The 1956 Act was based on the recommendations of the Bhabha Committee. This Act was amended multiple times, and in 2013, major changes were introduced. By Section 135 of the 2013 Act, India became the first country to make corporate social responsibility (CSR) spending mandatory by law. It has introduced the concept of 'Dormant Companies'. It introduced the National Company Law Tribunal. It is a quasi-judicial body in India adjudicating issues concerning companies. It replaced the Company Law Board.

- **Sales of Goods Act, 1930**

This Act define the law relating to the sale of goods**.** A contract of sale of goods is a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price. There may be a contract of sale between one part-owner and another. Where under a contract of sale the property in the goods is transferred from the seller to the buyer, the contract is called a sale, but where the transfer of the property in the goods is to take place at a future time or subject to some condition thereafter to be fulfilled, the contract is called an agreement to sell.

- **Indian Contract Act, 1872**

This Act is to define and amend the certain parts of the Law relating to Contracts. The Indian Contract Act is one of the oldest mercantile laws of our country. It lays down the conditions under which promises made between parties are legally binding. Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time.

- **The Competition Act, 2002**

The Competition Act, 2002 is a law that governs commercial competition in India. It replaced the erstwhile Monopolies and Restrictive Trade Practices Act, 1969. The Competition Act aims to prevent activities that have an adverse effect on competition in India. This act prohibits anti-competitive agreements, abuse of dominant position by enterprises and regulates combinations (acquisition, acquiring of control and M&A), which causes or likely to cause an appreciable adverse effect on competition within India. An Act is to provide, keeping in view of the economic development of the country, for the establishment of a Commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade carried on by other participants in markets, in India, and for matters connected therewith or incidental thereto.

- **The Registration Act, 1908**

An Act to consolidate the enactments relating to registration of documents**.** The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

- **The Consumer Protection Act, 2019**

Consumer Protection Act, 2019 is a law to protect the interests of the consumers. This Act provides safety to consumers regarding defective products, dissatisfactory services, and unfair trade practices. The basic aim of the Consumer Protection Act, 2019 is to save the rights of the consumers by establishing authorities for timely and effective administration and settlement of consumers' disputes.

- **Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

- **Negotiable Instruments Act, 1881**

It is a law concerning all the negotiable instruments, i.e., promissory notes, bills of exchange, and cheques. The word instrument states a document transferable from one party to another. The Negotiable Instruments Act, 1881, is an Indian legislation introduced during the British rule, with the objective of governing the usage of negotiable instruments. It outlines the various rules and procedures pertaining to negotiable instruments, their transfer, and the parties involved. This Act is segmented into 17 chapters and encompasses 142 sections, each dedicated to specific aspects related to negotiable instruments. The Negotiable Instruments Act, 1881, has been periodically revised to better suit the evolving financial environment**.**

- **The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

- **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

C. LABOUR AND EMPLOYMENT LAWS

- **Factories Act, 1948**

The Factories Act, 1948 defines a "factory" to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, where a manufacturing process is being carried on without the aid of power. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act, 1948, sets the safety standards for workers employed in factories. It is applied to factories manufacturing goods, including weaving cloth, knitting of hosiery and other knitwear, clothing, and footwear production, dyeing and finishing textiles, manufacturing footwear, etc. The Factory Act 1948 is more comprehensive than the previous act and focuses mainly on health, safety, welfare of the workers inside factories, working hours, minimum age to work, leave with pay etc.

- **Punjab Factory Rules, 1952**

Punjab Factories Rules is a social legislation enacted for occupational safety, health, and welfare of workers at the workplace formulated by Punjab. These rules will be applicable to all factories where highly flammable liquids or flammable compressed gases are manufactured, stored, handled or used and some other manufacturing activities and specified in the rules.

- **The Employees' Provident Funds & Miscellaneous Provisions Act, 1952**

Employees' Provident Fund is a statutory benefit payable to employees working in India. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("Act") is applicable pan -India. The administration and management of Employees' Provident Fund (EPF) is carried out by the Central Board of Trustees (CBT) established by the Central Government consisting of representatives of the Government, employers and employees respectively. The Employees' Provident Fund Organization (EPFO) assists this Board in its activities.

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (―EPF Act‖), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. 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 employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee 's contribution to the provident fund. There is also a requirement to maintain prescribed records and register and filing of forms with the concerned authorities.

- **The Equal Remuneration Act, 1972**

This act provides for payment of equal wages for work of same and similar nature to male and female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc. Central Government is the appropriate Govt. in respect of industries/establishments for which it is appropriate Govt. under the Industrial Disputes Act. 1947.

- **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

An Act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. whereas sexual harassment results in violation of the fundamental rights of a woman to equality under articles 14 and 15 of the Constitution of India and her right to life and to live with dignity under article 21 of the Constitution and right to practice any profession or to carry on any occupation, trade or business which includes a right to a safe environment free from sexual harassment, and whereas the protection against sexual harassment and the right to work with dignity are universally recognised human rights by international conventions and instruments such as Convention on the Elimination of all Forms of Discrimination against Women, which has been ratified on the 25th June, 1993 by the Government of India; and whereas it is expedient to make provisions for giving effect to the said Convention for protection of women against sexual harassment at workplace.

- **The Employees State Insurance Act, 1948**

The promulgation of Employees' State Insurance Act, 1948 envisaged an integrated need based social insurance scheme that would protect the interest of workers in contingencies such as sickness, maternity, temporary or permanent physical disablement, death due to employment injury resulting in loss of wages or earning. All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act requires all the employees

of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

- **Child Labour (Prohibition and Regulation) Act, 1986**

This Act aims to eradicate any kind of child abuse in the form of employment and prohibit the engagement of children in any kind of hazardous employment, who have not completed 14 years of age. The Act prohibits the employment of children in certain occupations and processes**.**

- **The Punjab Shops and Commercial Establishments Act, 1958**

This act is enacted by the Legislature of the State of Punjab to provide for the regulation of conditions of work and employment in Shops and commercial establishments. The Act has especially be made to protect the rights and stop the exploitation of children in work industries.

The other Laws that may be applicable to the Company are:

- Minimum Wages Act, 1948
- Payment of Wages Act, 1936
- Employees Compensation Act, 1923
- Payment of Gratuity Act, 1972
- Payment of Bonus Act, 1965
- Industrial Disputes Act, 1947
- Apprentices Act, 1961

The Government of India has consolidated 29 central Labour laws into four Codes Namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India but none of them has been made effective till date. Brief descriptions of each of the codes are given below:

Code of Wages, 2019

The Code on Wages, 2019 was introduced in Lok Sabha by the Minister of Labour, Mr. Santosh Gangwar on July 23, 2019. It seeks to regulate wage and bonus payments in all employments where any industry, trade, business, or manufacture is carried out. The Code replaces the following four laws: (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. The Code will apply to all employees. The central government will make wage-related decisions for employments such as railways, mines, and oil fields, among others. State governments will make decisions for all other employments.

The Code on Social Security, 2020

The Code on Social Security, 2020 is a code to amend and consolidate the laws relating to social security with the goal to extend social security to all employees and workers either in the organised or unorganised or any other sectors. Social security refers to protection measures provided to workers to ensure healthcare and income security in case of certain contingencies such as old age, maternity, or accidents. This Code is far from being a mere consolidation of previous legislations. It has enhanced the coverage, extended the benefit to all workers in the organised/unorganised sectors, introduced concepts of providing maximum benefits under minimum governance and reflects uniformity in approach across the four labour codes.

The act amalgamates nine central labour enactments relating to social security. It consolidated The Employees' Compensation Act, 1923, The Employees' State Insurance Act, 1948, The Employees' Provident Funds and Miscellaneous Provisions Act, 1952, The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, The Maternity Benefit Act, 1961, The Payment of Gratuity Act, 1972, The Cine Workers Welfare Fund Act, 1981, The Building and Other Construction Workers Welfare Cess Act, 1996, Unorganised Workers' Social Security Act 2008.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 provides a broader framework to protect the rights of workers to make unions, to reduce the friction between the employers, and workers and to provide regulations for settlement of industrial disputes. The Code is designed to consolidate & amend the laws regarding Trade Unions, conditions of employment in Industrial establishment or undertaking, and sleek settlement of industrial disputes. The code regulates the subsequent areas: • Registration of Trade Union • Cancellation of Trade Union • Alteration of Name of Trade Union • Formation of Work Committee • Incorporation of a Registered Trade Union • Recognition of Negotiating Union • Preparation of Standing Order • Register of Standing Order • Constitution of Industrial Tribunal • Illegal Strikes and Lock-outs • Procedure for Retrenchment and Re-employment of Retrenched Worker • Compensation to Workers in case of Transfer of Establishment • Prohibition of Lay-off • Closure of an Industrial Establishment.

Occupational Safety, Health and Working Conditions Code, 2020

The code was introduced with a vision to consolidate and standardize the workplace laws that govern occupational safety, working conditions, and health across all the work sectors in India. If the OSHW bill is enacted, numerous regulations that are now covered through 13 different laws will be replaced by one regulation, simplifying business compliance for employers**.** This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks. New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again**.**

D. <u>ENVIORNMENTAL LAWS</u>

- **Air (Prevention and Control of Pollution) Act, 1981**

Air Prevention and Control of Pollution Act of 1981, popularly known as the Air Act, was enacted by the Parliament of India to prevent and alleviate the negative impacts of air pollution. In India, air pollution has become a major problem in recent years giving rise to breathing problems in citizens across different age groups. The accumulation of any liquid or gaseous substance in the atmosphere in such a concentration that it is harmful to humans, wildlife, vegetation, or the environment is described as air pollution. To minimise the level of such pollution in the environment, the Air Prevention and Control of Pollution Act was created. Due to an increase in factory and vehicle smoke and a lack of proper rules and regulations to control it, air pollution has become a major concern. Almost all urban cities, especially metropolitan cities, suffer from extreme air pollution. It is causing irreversible damage to the health of citizens, flora and fauna. Thus, to combat this issue, Air Act 1981 was enacted following Article 253 of the Constitution and the resolutions created during the Stockholm Conference.

- **Water (Prevention and Control of Pollution) Act, 1974**

An Act to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, for the establishment, with a view to carrying out of the purposes aforesaid, of Boards for the prevention and control of water pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

- **Water (Prevention and Control of pollution) Cess Act, 1977**

The Water (Prevention and Control of Pollution) Cess Act was enacted in 1977, to provide for the levy and collection of a cess on water consumed by persons operating and carrying on certain types of industrial activities. This cess is collected with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974. The Act was last amended in 2003.

- **The Noise Pollution (Regulation & Control) Rules 2000**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

- **Environment (Protection) Act, 1986**

The Environment (Protection) Act was enacted in the year 1986. It was enacted with the main objective to provide the protection and improvement of the environment and for matters connected therewith. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA

empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

- **Public Liability Insurance Act, 1991**

An Act to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. A list of hazardous substances covered by the PLI Act has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the PLI Act. The rules made under the PLI Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer. In addition to the above-mentioned environmental laws, there are other environmental laws which may be applicable to our Company as per the nature of the business activities carried-out by us.

**E. TAX LAWS **

- **The Income Tax Act, 1961**

The Income Tax Act 1961, a cornerstone of India's taxation framework, comprises a comprehensive set of rules, chapters, and sections that govern the levying, collection, recovery, and administration of income taxes. The Income Tax Act 1961 imposes taxes on the income earned by individuals and companies from various sources, including salaries, businesses, house properties, capital gains, and more. The Income Tax Act 1061 sets out certain rules and regulations based on which the Income Tax Department levies, collects, recovers, and administers taxes. The Income Tax Act broadly covers 23 chapters, 298 sections, and various rules and provisions based on which the Income Tax Department operates. In simple words, it is the tax levied by the government on the income earned by individuals and companies from different sources like salary, business/profession, house property, capital gains, and other sources.

- **Goods and Services Act**

An Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto**.** It is levied on the supply of goods and services. Goods and Services Tax Law in India is a comprehensive, multi-stage, destination-based tax that is levied on every value addition. GST is a single domestic indirect tax law for the entire country**.** There are 3 taxes applicable under this system- CGST, SGST, IGST**.**

CGST (Central Goods and Services Tax Act, 2017): is collected by the Central Government on an intra-state sale;
SGST (State Goods and Services Tax Act, 2017): Collected by the State Government on an intra-state sale;
IGST (Integrated Goods and Services Tax Act, 2017): Collected by the Central Government for inter-state sale.

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

Following laws which have been subsumed in GST Act were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST Act.

- **Central Sales Tax Act, 1956**

This Act was formulated for determining when a sale or purchase of goods takes place in the course of inter-state trade of commerce or outside a State or in the course of imports into or export from India, to provide for the levy, collection and distribution of taxes on sales of goods in the course of inter-state trade of commerce and to declare certain goods to be of special importance in inter-state or commerce and specify the restrictions and conditions to which state laws imposing taxes on the sale or purchase of such goods.

- **Service Tax**

Service tax was a tax levied by the government on service providers on certain service transactions, but is actually borne by the customers. It is categorized under Indirect Tax and came into existence under the Finance Act, 1994.

- **Value Added Tax**

Value-added tax (VAT) is a consumption tax on goods and services that is levied at each stage of the supply chain where value is added, from initial production to the point of sale. The amount of VAT the user pays is based on the cost of the product minus any costs of materials in the product that have already been taxed at a previous stage.

There were many other laws which were subsumed under GST such as Countervailing duty, Additional Excise duty etc.

- **Punjab Goods and Service Tax Act, 2017**

Punjab Goods and Service Tax Act, 2017 to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the State of Punjab and the matters connected therewith or incidental thereto.

- **Delhi Goods and Services Act,2017**

Delhi Goods and Service Tax Act, 2017 to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the State of Punjab and the matters connected therewith or incidental thereto.

- **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

F. FOREIGN REGULATIONS

- **The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], 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. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce

- **Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations,2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions**.**

G. INTELLECTUAL PROPERTY LAWS

- **The Trademarks Act, 1999 ("Trademarks Act")**

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company

The Company was originally incorporated as Rajneesh Spinners Private Limited on 27th April, 2005 as a Private Limited Company under Companies Act, 1956 with the Registrar of Companies Punjab, H.P. & Chandigarh. . Subsequently, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 28th November 2013, the name of our company was changed to "Avi Ansh Textile Private Limited" and a fresh certificate of Incorporation dated 16th December, 2013 with the Registrar of Companies, Delhi. In 2023, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 30th November, 2023, our company was converted from a private limited company to a public limited company and consequently, the name of our company was changed to "Avi Ansh Textile Limited" and a fresh certificate of Incorporation dated 3rd January, 2024 by the Registrar of Companies, Delhi. The Corporate Identification number of our Company is U17110DL2005PLC260403.

Satish Kumar Sharma, Tushar Kumar Chandra, Tapash Kumar Chandra, Ashwani kumar are the First Subscribers of the company.

Address of the Registered Office:

Registered Office	402, 4th Floor, Aggarwal Cyber Plaza-I Netaji Subhash Place, Pitampura, North West, Delhi, Delhi, India-110034

Changes in Registered Office of the Company:

Except as disclosed below, there has been no change in our Registered Office since incorporation.

Effective date	From	To	Reason for change
1st Nov'2013	HL 123, Phase 1, Mohali, Distt Ropar, Mohali, Punjab, India ROC, Punjab and Chandigarh	L-87A F/F, Shastri Nagar, New Delhi, North West, Delhi-110052 ROC, Delhi	Administrative Convenience
14th Feb'2022	L-87A F/F, Shastri Nagar, New Delhi, North West, Delhi-110052 ROC, Delhi	402, 4th Floor, Aggarwal Cyber Plaza-I Netaji Subhash Place, Pitampura, North West, Delhi, Delhi, India-110034	Administrative Convenience

Main Objects of Memorandum of Association:

The main objects of our Company as contained in our Clause III(A) of Memorandum of Association of our Company are asfollows:

1. To carry on the business of spinning, weaving and finishing of textiles, textile fibres including weaving of textiles, cotton fibres, blended cotton, silk fibres, blended silk, wool manmade fibres, cotton and cotton mixture fibres, silk and silk mixture fabrics, wool and wool mixture fabrics, manmade fibre and manmade mixture fabrics, weaving of jute, Mesta and other natural fibres including blended nature fibres.

Amendments to the Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company since its incorporation:

Date of Meeting	Type of Meeting	Amendments
7th Nov,2005	EGM	The Authorized Share Capital of the Company has been increased by the addition thereto of the sum of Rs. 85,00,000 Beyond the present authorized Capital of Rs.40,00,000
9th Dec,2009	EGM	Increase in the authorized share capital of the Company from Rs. 1,25,00,000 divided into 1,25,000 Equity Shares of Rs. 100/- each to Rs. 3,25,00,000 divided into 3,25,000 Equity Shares of ₹100/- each.
3rd June'2011	EGM	Increase in the authorized share capital of the Company from Rs. 3,25,00,000 divided into 3,25,000 Equity Shares of Rs. 100/- each to Rs. 4,50,00,000 divided into 4,50,000 Equity Shares of ₹100/- each.
28th March'2012	EGM	Increase in the authorized share capital of the Company from Rs. 4,50,00,000 divided into

		4,50,000 Equity Shares of Rs. 100/- each to Rs. 5,50,00,000 divided into 5,50,000 Equity Shares of ₹100/- each.
15th Feb'2013	EGM	Shifting of Registered Office from the State of Punjab to the Registrar of Companies of National Capital Territory of Delhi
25th May,2013	EGM	Increase in the authorized share capital of the Company from Rs. 5,50,00,000 divided into 5,50,000 Equity Shares of Rs. 100/- each to Rs. 7,00,00,000 divided into 7,00,000 Equity Shares of ₹100/- each.
28th Nov,2013	EGM	Change in Name of the Company from M/s Rajneesh Spinners Private Limited to M/s Avi Ansh Textile Private Limited
29th Nov,2014	EGM	Increase in the authorized share capital of the Company from Rs. 7,00,00,000 divided into 7,00,000 Equity Shares of Rs. 100/- each to Rs. 8,50,00,000 divided into 8,50,000 Equity Shares of ₹100/- each.
30th March'2018	EGM	Increase in the authorized share capital of the Company from Rs. 8,50,00,000 divided into 8,50,000 Equity Shares of Rs. 100/- each to Rs. 10,50,00,000 divided into 1,05,000 Equity Shares of ₹100/- each.
15th June'2018	EGM	Adoption of New Memorandum of Association as per Table A of Schedule I of companies Act,2013
30th Nov'2023	EGM	Conversion of Private Company " Avi Ansh Textile Private Limited" to a Public Company " Avi Ansh Textile Limited"
11th January' 2024	EGM	Sub-Division of Equity Shares of the from the Face Value of Rs. 100 each to Face Value of Rs. 10 per share
05th February' 2024	EGM	Increase in the authorized share capital of the Company from Rs. 10,50,00,000 divided into 1,05,00,000 Equity Shares of Rs. 10/- each to Rs. 14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹10/- each

Major Events and Milestones of our Company

The table below set forth some of the major events in the history of our company

YEAR/FY	Key Events / Milestones / Achievements
2005	Incorporation of our Company as M/s Rajneesh Spinners Private Limited" under the Companies Act,1956
2012	Avi Ansh Textile Commenced Operations with the installed Capacity of 6000 Spindles.
2014	Avi Ansh Textile expanded the installed capacity to 12000 spindles. Along with the Modernization of the entire spinning unit.
2018	The Company Further Expanded the Installed Capacity to 26314 Spindles. Leading to an Annual Yarn Production of 4500 Metric Tons.
2022	After Attaining its hold over spinning, The Company further diversified into Knitting Business, Leading o Vertical integration. The company commenced operations with installing 20 machines with an annual capacity of 1800 metric tons.
2023	Conversion of company from Private Limited to Public Limited. In consequence of such conversion, Name of our company changed from "Avi Ansh Textile Private Limited" to "Avi Ansh Textile Limited".
2024	Sub-Division of Equity Shares of the from the Face Value of Rs. 100 each to Face Value of Rs. 10 per share

Our Holding Company:

As on the date of this Prospectus, our Company does not have a holding company.

Our Subsidiaries and Joint Ventures:

As on date of this Prospectus, our Company does not have any Subsidiaries, joint ventures or Associates.

Accumulated profits or losses:

As on the date of this Prospectus, there are no accumulated profits or losses of the firm that have not been accounted for or consolidated by our Company.

Strategic or Financial Partnerships:

As on the date of this Prospectus, Our Company does not have any strategic or financial partnerships.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled ***"Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Offer Price"*** on pages *113*, *200* and *93* respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled ***"Our Management"*** and ***"Capital Structure"*** beginning on page *144* and *57* of the Prospectus respectively.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Prospectus.

Shareholders Agreements

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Other Material Agreements

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
Anil Kumar Jain **Designation:** Managing Director and Chairman **Age:** 58 years **Date of Birth:** 16th October,1965 **Address:** Flat No.742 Guru Apartment, Sec-14 Rohini-110085 **Experience:** 37 years **Occupation:** Business **Qualification:** B.Com Pass, Delhi University **Current Term:** appointed with effect from 15th January'2013 **Period of Directorship:** Since from 15th January'2013 **DIN:** 00150070	**Companies:** 1. Arihant Yarnfab Private Limited 2. S.J Metals Private Limited 3. G A Alloys Private Limited 4. Avi Ansh Enterprises Private Limited
Geeta Jain **Designation:** Non-Executive Director (Woman Director) **Age:** 56 years **Date of Birth:** 23rd November'1967 **Address:** Flat No.742 Guru Apartment sec-14 Rohini-110085 **Experience:** 10 Years **Occupation:** Business **Qualification:** B.A Pass, Delhi University **Current Term:** appointed with effect from 6th March'2013 **Period of Directorship:** Since 6th March'2013 **DIN:** 00153074	**Companies:** 1. Arihant Yarnfab Private Limited 2. S.J Metals Private Limited 3. G A Alloys Private Limited 4. Hichoice Real Estate Private Limited 5. Avi Ansh Enterprises Private Limited
Vinay Bansal **Designation:** Non Executive-Independent Director **Age:** 47 **Date of Birth:** 18th December'1976 **Address:** 7-D, Row Houses, Surya Vihar, Sector-21, Gurgaon, Haryana-122016 **Experience:** 19Years **Occupation:** ***Professional*** **Qualifications:** ***B.Com (H), FCA, CIA, CISA, CFSA, MBF-ICAI, Insolvency Professional (IBBI)*** **Current Term:** Appointed from 14th March'2024 **Period of Directorship:** Since 14th March'2024 **DIN:** 10528315	**Companies:** **NIL**
Brij Mohan Sharma **Designation:** Non Executive-Independent Director **Age**: 67 years **Date of Birth:** 15th day of July, 1956 **Address:** House No 57, Huda Plots, Sector 56, Gurgaon 122011 **Experience:** 40 Years **Occupation:** ***Professional*** **Qualifications:** *Chartered Accountant, Information System Audit (ISA), Passed Limited Insolvency Examination* **Current Term:** Appointed from 14th March'2024 **Period of Directorship:** Since 14th March'2024 **DIN:** 01313551	**Companies:** **NIL**

Brief Profile of Directors

1. Anil Kumar Jain

Anil Kumar Jain is the Managing Director of Avi Ansh Textile Limited, with over 37 years of experience in the yarn and hosiery sector. He began his career in 1986 as a partner at Arihant Hosiery, and later established his own proprietorship firm, Arihant Yarn Agency, in 1993. In 2005, he co-founded Avi Ansh Enterprise Private Limited with his wife. In 2012, he acquired a manufacturing unit for spinning and knitting in Derabassi, Punjab, and established Avi Ansh Textile Limited. Additionally, Anil Kumar Jain is a co-founder of G.A. Alloys Private Limited (established in 2008), S. J Metals Private Limited (established in 2008), and Arihant Yarn Fab Private Limited (established in 2010).

2. Geeta Jain

Geeta Jain is a Director at Avi Ansh Textile Limited, with over 10 years of experience in the cotton yarn industry. She co-founded Avi Ansh Enterprises Private Limited in 2005. In 2012, she helped her husband Mr. Anil Kumar Jain in their acquired Company i.e. Avi Ansh Textile Limited alongside her husband. Geeta Jain is also a co-founder of G.A. Alloys Private Limited (established in 2008), S. J Metals Private Limited (established in 2008), Arihant Yarn Fab Private Limited (established in 2010), and Hi-choice Real Estate Private Limited (established in 2009).

3. Vinay Bansal

Vinay Bansal Independent Director at Avi Ansh Textile Limited. A fellow member of Institute of Chartered Accountants of India and commerce graduate from Shri Ram College Delhi University. Certified Internal Auditor & Certified Financial Services auditor from Institute of Internal Auditors – USA and also a certified Information systems auditor from ISACA – USA, Master in Business Finance from Institute of Chartered Accountants of India. Also, an insolvency professional duly registered with Insolvency and bankruptcy Code of India and registered Independent Director with ROC. Having more than 19 years of experience in the fields of Audits, assurance, Risk Advisory Services, corporate restructuring across various industries.

4. Brij Mohan Sharma

Brij Mohan Sharma is an Independent Director of our Company. He is a Chartered Accountant since 1983, with over four decades of expertise in finance, banking, taxation, and company law. His notable career features appointments by the Government of India as a Part-Time Non-Official Director at Vijaya Bank and Union Bank of India, enhancing the banking sector. As a Shareholder Director at Canara Bank and through his partnership with ASC Insolvency Services LLP, he exhibits extensive proficiency in corporate governance and debt restructuring.

Confirmations:

a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.

c) None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(lll) of SEBI (ICDR) Regulations.

d) None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors:

Pursuant to the special resolution passed at an Extra-ordinary General Meeting of our Company held on 22nd October'2023 and

pursuant to provisions of section 180 (1) (c) of the Companies Act, 2013 and rules made there under (including any statutory modifications, amendments or re-enactments thereof for the time being in force). And pursuant to Articles of Association and subject to all the requisite approvals, permissions and sanctions, to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) to borrow from time to time, such sums or sums of money, as they may deem necessary for the purpose of the Business of the Company. Notwithstanding that the monies to be borrowed together with the monies already borrowed by the company apart from temporary loans including cash credit arrangement, Discounting of bills and other temporary loans obtained from the company's banker in the ordinary course of business) and remaining outstanding at any point of time may exceed the aggregate of the paid-up share Capital, Free Reserves and Securities premium of the company that is to say, Reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 50 Crores (Rupess Fifty Crore Only)

Compensation of our Managing Director & Whole-time Director:

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

Payments or benefits to Directors:

No remuneration is paid to any of the directors on year ended March 31, 2024

Remuneration paid to directors as on 31st March, 2024 is as follows:

NAME OF DIRECTOS	REMUNERATION PAID
ANIL KUMAR JAIN	2,50,000 PER MONTH

Anil Kumar Jain, the Managing Director of the company, is the sole recipient of remuneration amounting to ₹2,50,000 per month as on March 31,2024. Other directors did not receive any remuneration from the company of as on March 31,2024."

Bonus or Profit Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

Sitting Fees:

Our Board of Directors have resolved in the meeting dated March 14, 2024 or payment of sitting fees to Directors (including independent directors) of the Company, shall be mutually decided by the directors of the Company.

INTEREST OF DIRECTORS:

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled "Our Business" beginning on page 113 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to "Statement of Financial Indebtedness" on page 197 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Interest of Directors in the property of Our Company:

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC :-

Except as stated in this Chapter "Our Management" or the Section titled "Financial information of the Company –Note-30 - Related Party Disclosure" beginning on page 113 and 165 respectively of this Prospectus, and except to the extent of shareholding in our

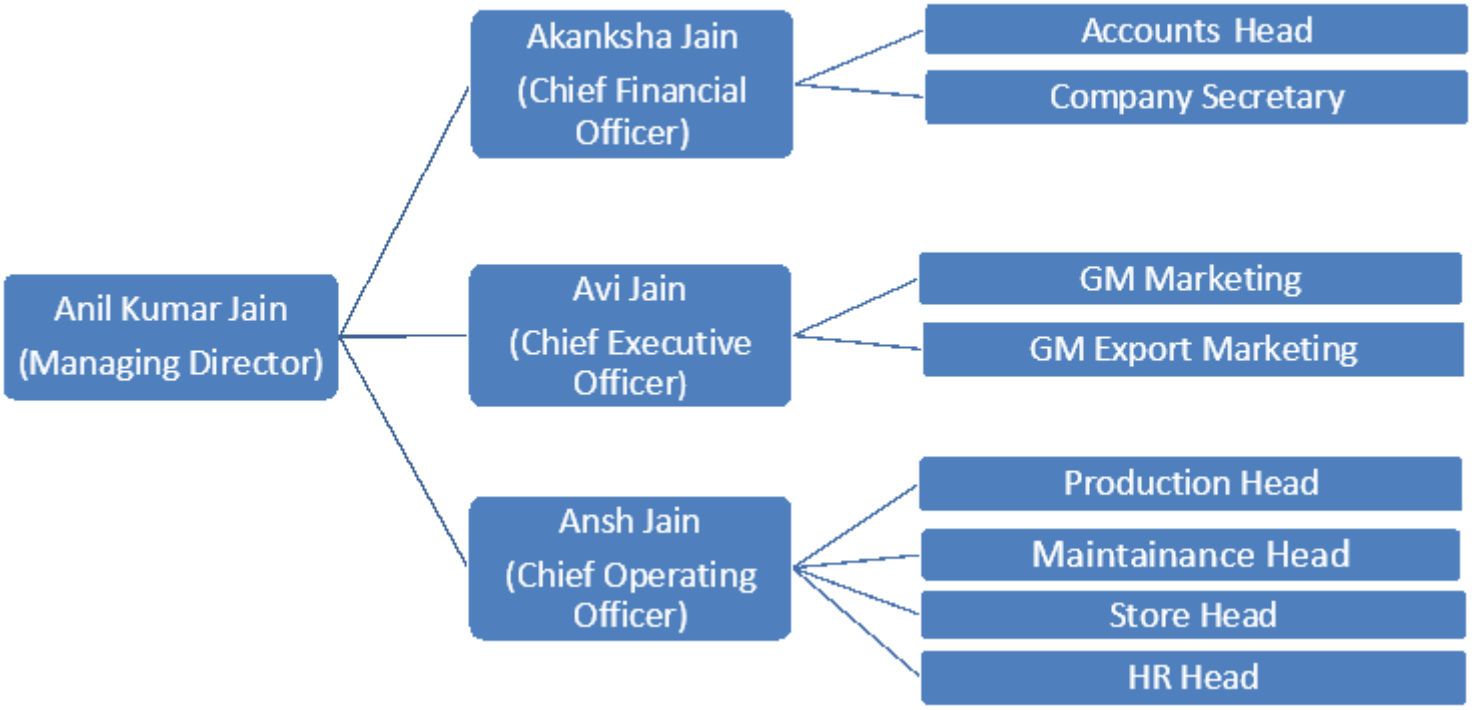
Company, our Directors do not have any other interest in our business.

Changes in Board of Directors in Last 3 Years:

Name	Designation (at the time of appointment/ change in designation/ Cessation)	Date of Appointment/ change in designation/ Cessation	Reason
Anil Kumar Jain	Change in designation as Managing Director	Change in Designation on 05th February' 2024	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Brij Mohan Sharma	Appointed as Independent Director	Appointed on 14th March' 2024	
Vinay Bansal	Appointed as Independent Director	Appointed on 14th March' 2024	

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME platform of NSE. The requirements pertaining to the composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors Consist of Four (4) directors of which two (2) are Independent Directors, and we have one (1) Woman director on the Board. The Constitution of our Board is in Compliance with Section 149 of the Companies Act,2013.

Our Company has constituted the following committees:

1. **Audit Committee**

Our Company has formed an Audit Committee, vide Board Resolution dated 14 March, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Vinay Bansal	Chairperson	Independent Director
Mr. Brij Mohan Sharma	Member	Independent Director
Mrs. Geeta Jain	Member	Non-Executive Woman Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure of the Meeting

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. **Meetings of the Committee**:

The committee shall meet at least four times in a year and not more than one hundred and twenty day shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

C. Power of the Committee:

The Audit Committee shall have powers, including the following:

a) to investigate any activity within its terms of reference;
b) to seek information from any employee;
c) to obtain outside legal or other professional advice;
d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
e) To have full access to information contained in records of Company.

D. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b. changes, if any, in accounting policies and practices and reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;
   d. significant adjustments made in the financial statements arising out of audit findings;
   e. compliance with listing and other legal requirements relating to financial statements;
   f. disclosure of any related party transactions;
   g. modified opinion(s) in the draft audit report;
(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval or any subsequent modification of transactions of the listed entity with related parties;
(9) scrutiny of inter-corporate loans and investment.
(10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
(11) evaluation of internal financial controls and risk management systems;
(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
(14) discussion with internal auditors of any significant findings and follow up there on;
(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(17) 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;
(18) to review the functioning of the whistle blower mechanism;
(19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
(21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
(22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. The audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;
(2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
(3) management letters / letters of internal control weaknesses issued by the statutory auditors;
(4) internal audit reports relating to internal control weaknesses; and
(5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
(6) statement of deviations:
    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Nomination and Remuneration Committee

Our Company has formed an Nomination and Remuneration Committee vide Board Resolution dated 14 March, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Vinay Bansal	Chairperson	Independent Director
Mr. Brij Mohan Sharma	Member	Independent Director
Mrs. Geeta Jain	Member	Woman Director

The scope and function of the Committee and its terms of reference shall include the following:

A. **Tenure of the committee:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. **Meetings of the committee**:

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

A. **Role of Terms of Reference**:

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in Indiaor overseas, including:
    a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and Companies Act, each as amended or other applicable law.

3. Stakeholders Relationship Committee

Our Company has formed a Stakeholders Relationship Committee vide Board Resolution dated 14 March, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Committee	Status in Committee	Nature of Directorship
Mr. Vinay Bansal	Chairperson	Independent Director
Mr. Brij Mohan Sharma	Member	Independent Director
Mr. Anil Kumar Jain	Member	Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

A. **Tenure of the committee:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. **Meetings of the committee**

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

C. **Role of Terms of Reference:**

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

KEY MANAGERIAL PERSON

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation and Educational Qualification	Age (Years)	Year of Joining	Remuneration paid for F.Y. ended 22-23 (in Rs Lakhs)	Overall Experience (In years)	Previous Employment
Mr. Anil Kumar Jain **Designation:** Managing Director **Educational Qualification:** B.Com Pass, Delhi University **Term of Appointment:** Appointed since 15th January,2013	58	2013	-	37 Years	-
Mr. Avi Jain **Designation:** Chief Executive Officer **Educational Qualification:** **Term of Appointment:** Appointed on 5th February,2024	30	2024	2,00,000	6 Years	Marketing Head in Avi Ansh Textile Limited

Mrs. Akanksha Jain **Designation:** Chief Financial Officer **Educational Qualification:** **Term of Appointment:** Appointed on 5th February,2024	30	2024	1,50,000	10 Years	Accounts Head in Avi Ansh Textile Limited.
Mr. Ansh Jain **Designation:** Chief Operating Officer **Educational Qualification:** Master of Science in Management, Durham University, UK **Term of Appointment:** Since 05th February'2024	28	2024	2,00,000	6 Years	Operations Head in Avi Ansh Textile Limited.
Mrs. Isha **Designation:** Company Secretary **Educational Qualification:** Company Secretary **Term of appointment:** Appointed on 5th February,2024	33	2024	-	3 Years	Working as Practicing Company Secretary

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Anil Kumar Jain- Anil Kumar Jain holds the dual roles of Chairman and Managing Director at our Company, contributing invaluable leadership since 2013. A Bachelor of Commerce graduate from Shivaji College (Delhi University), Anil embarked on his illustrious career at the age of 21. Through dedication and strategic acumen, he has built an empire in the yarn/hosiery sector over the past 37 years. An astute manager adept at handling complex macro issues, Anil is known for his visionary and innovative approach, driving the integration of advanced technologies to propel sectoral growth.

Avi Jain- Avi Jain is the Chief Executive Officer of our Company, bringing dynamic leadership to our team. A graduate of PGDM from International Management Institute, New Delhi in 2018, Avi has spearheaded the procurement and marketing of yarn, successfully establishing the company's export base. Known for his ability to influence and build effective working relationships across all organizational levels, Avi possesses consumer marketing expertise and a deep understanding of demand and communication strategies. He actively oversees the operations of our yarn manufacturing unit and has played a pivotal role in cost accounting during the company's expansion into the knitting unit. Avi's strategic vision and operational acumen have been instrumental in driving our company's growth and success.

Ansh Jain- Ansh Jain, the Chief Operating Officer (COO) of our Company, holds a Master of Science in Management from Durham University, UK. He adeptly manages all bottom-line factors, including long-range planning, product management, third-party contracting, technology projects, and personnel. Ansh enhances operations by conducting thorough operational analyses and recommending policy and procedural changes. He leads cross-functional areas within the company, effectively managing departmental operations and boosting employee productivity. Ansh's efforts have successfully brought new clients to both the Yarn and knitting units. Additionally, he oversees the entire start-to-end process of the knitting unit, including the outsourcing managed by dyers, ensuring smooth operations and quality outcomes.

Akanksha Jain- Akanksha Jain's impressive professional background includes serving as the Chief Financial Officer in the organization, where she leverages her expertise as a Chartered Accountant. She has completed a fresher course on Ind AS and GST organized by the Board of Studies ICAI, showcasing her commitment to staying updated with the latest industry standards. Additionally, her experience as a Senior Auditor at Deloitte U.S. and as an Associate in the Finance and Accounts department at M/S Anil Kumar Gupta and Associates has equipped her with valuable insights and skills in the field. Her participation at the National Convention at Talkatora Stadium, New Delhi further demonstrates her active involvement in the finance and accounting domain.

Isha- Isha serves as a company secretary in our organization, bringing a wealth of experience and expertise in corporate governance and compliance. Since May 2021, she has served as a Practicing Company Secretary, offering invaluable guidance on legal and regulatory matters. Prior to this, her tenure as an Assistant Company Secretary from June 2018 to March 2021 equipped her with comprehensive skills in corporate secretarial functions. Furthermore, her experience as a Compliance Officer with a Private Limited Company highlights her proficiency in ensuring regulatory adherence. With her background and dedication, Isha plays a pivotal role in maintaining the integrity and compliance of our organization.

We confirm that:

a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.

b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.

c. None of our KMPs except Anil Kumar Jain are also part of the Board of Directors.

d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the Year ended March 2023.

e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.

f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.

g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except:

S.NO.	NAME OF THE KMP	NO.OF SHARES HELD
1	Anil Kumar Jain	38,41,010
2	Avi Jain	60,000

h. Presently, we do not have ESOP/ ESPS scheme for our employees.
i. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

Nature of the family Relationship between Our directors and Key Managerial Personnel:

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

S.No.	Name of the Director/Kmp	Relationship with other Directors/kmps
1	Anil Kumar Jain (Managing Director)	Father of Avi Jain, Ansh Jain and Father in law of Akanksha Jain
2	Avi Jain (Chief Executive Officer)	Son of Anil Kumar Jain
3	Ansh Jain (Chief Operating Officer)	Son of Anil Kumar Jain
4	Akanksha Jain (Chief Financial Officer)	Daughter in Law of Anil Kumar Jain
5	Geeta Jain(Woman Director)	Wife of Anil Kumar Jain, Mother of Avi Jain and Ansh Jain and Mother in Law of Akanksha Jain

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/ rewards. Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Designation (at the time of appointment/ change in designation/cessation)	Date of Appointment/change in designation/cessation	Reason
Anil Kumar Jain	Re-designated as Managing Director and Chairman of the Company	February 5,2024	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Avi Jain	Re-designated as Chief Executive Officer of the Company	February 5,2024	
Ansh Jain	Re-designated as Chief Operating Officer of the Company	February 5,2024	
Akanksha Jain	Re-designated as Chief Financial Officer of the Company	February 5,2024	
Isha	Appointed as Company Secretary of the Company	February 5,2024	

Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "Financial information of the Company – Note 30- Related Party Disclosures" beginning on page 165 of this Prospectus.

Interest of Directors and KMP's in the property of Our Company:

Our directors and KMP's do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus. However, Our Promoter, Mr. Anil Kumar Jain has allotted his property for Registered Office and Warehouse Facility usage to the Issuer Company on rental basis as given below:-

S.NO.	ADDRESS OF PREMISES	NAME OF THE OWNER	DATE OF TRANSFER/ DATE OF AGREEMENT	CONSIDERATION	AREA	PURPOSE
1	402, 4th floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, North West, Delhi, Delhi, India, 110034	Anil Kumar Jain	From 14.02.2022 to 13.02.2027	Rs. 20000 per month	980 sq. ft.	Registered office
2	Khasra No.30/17/2, Near Kera Kalan, North West Delhi-110082	Anil Kumar Jain	16.12.2013	Promoter rented this property to the Company rent free	2200 sq. ft.	Warehouse

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/ availed by Directors/ Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to "Note 30 – Related Party Disclosures" page 165 of this Prospectus.

ESOP/ ESPS SCHEME TO EMPLOYEES

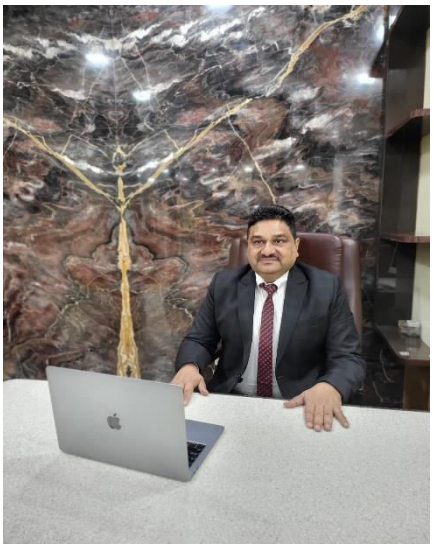
Presently, we do not have any ESOP/ ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTER GROUP

OUR PROMOTERS:

The Promoters of our Company are Anil Kumar Jain, Geeta Jain, Avi Jain, Akanshha Jain, Ansh Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain .(HUF) , Sanjeev Mittal HUF. , Ramesh Mittal HUF . , S C Jain . (HUF), Arihant Yarn Fab Private Limited As on date of this Prospectus, the Promoters, in aggregate, hold 54,88,210 Equity shares of our Company, Anil Kumar Jain holds 38,41,010 shares, Geeta Jain holds 15,87,200 shares and Avi Jain holds 60,000 equity shares. For details of the build-up of the Promoters' shareholding in our Company, see ***"Capital Structure – History of the Equity Share Capital held by our Promoters",*** on pages 57 of this Prospectus.

Individual Promoters



1. Anil Kumar Jain- Managing Director:

Anil Kumar Jain is a business leader, started working from the age of 21 and established an empire with dedication, hard work and extensive experience in strategy formulation and implementation. A Managing Director with over 37 years of experience in the yarn/hosiery sector, along with the exposure to deal with complex macro issues of the company. A visionary with a futuristic and innovative approach of leadership, and combines business acumen with operational expertise .

Qualification: B.COM Pass, Delhi University

Age: 58 years

Date of Birth: October 16,1965

Address: Flat No- 742 Guru Apartment Sec-14 Rohini-110085

Experience: 37 years

Occupation: Business

PAN: AADPJ8583A

No. of Equity Shares &%of Shareholding (Pre Offer)

38,41,010 equity shares aggregating to 39.25%% of Pre-Offer Paid up Share Capital of the Company.

Other Ventures Directorship in Companies: -

1. Arihant Yarn fab Private Limited
2. S.J Metals Private Limited
3. G A Alloys Private Limited
4. Avi Ansh Enterprises Private Limited



2. Geeta Jain – Woman Director

Geeta Jain is also a Co-Founder at Avi Ansh Enterprises Private Limited having a experience over 10 years. Holds an exceptional ability to prioritize, manage time efficiently, work under stress in a fast-spaced environment while delivering the highest quality results with accuracy.

Qualification: B.A. Pass (Lakshmibai College), Delhi University

Age: 56

Date of Birth: November 23'1967

Address : Flat No.742, Guru Apartments, sector-14, Rohini, Delhi-110085

Experience : 10 years

Occupation : Business

PAN: AADPJ6644C

No. of Equity Shares &(%)of Shareholding (Pre Offer):

15,87,200 equity shares aggregating to 16.22% of Pre Offer Paid up Share Capital of the Company.

Other Ventures

Directorship in Companies:-

	1. Arihant Yarnfab Private Limited 2. S.J Metals Private Limited 3. G A Alloys Private Limited 4. Avi Ansh Enterprises Private Limited 5. Hichoice Real Estate Private Limited
	3. **Avi Jain- Chief Executive Officer of the Company** Avi Jain is the Chief Executive Officer of our Company, bringing dynamic leadership to our team. A graduate of PGDM from International Management Institute, New Delhi in 2018, Avi has spearheaded the procurement and marketing of yarn, successfully establishing the company's export base. Known for his ability to influence and build effective working relationships across all organizational levels, Avi possesses consumer marketing expertise and a deep understanding of demand and communication strategies. He actively oversees the operations of our yarn manufacturing unit and has played a pivotal role in cost accounting during the company's expansion into the knitting unit. Avi's strategic vision and operational acumen have been instrumental in driving our company's growth and success.
	Qualification: Post Graduate Diploma in Management
	Age: 31
	Date of Birth: 27 July'1993
	Address: Flat No.742, Guru Apartments sec-14 Rohini-110085
	Experience: 7 Years
	Occupation: Employment
	PAN: ASEPJ6518Q
	Number of Equity Shares and % of shareholding: 60000 equity shares aggregating to 0.61% of Pre Offer Paid up Share Capital of the Company
	Other Ventures: NIL
	**4. Akanksha Jain- Chief Financial Officer of the Company** Akanksha Jain's professional background includes serving as the Chief Financial Officer in the organization, where she leverages her expertise as a Chartered Accountant. She has completed a fresher course on Ind AS and GST organized by the Board of Studies ICAI, showcasing her commitment to staying updated with the latest industry standards. Additionally, her experience as a Senior Auditor at Deloitte U.S. and as an Associate in the Finance and Accounts department at M/S Anil Kumar Gupta and Associates has equipped her with valuable insights and skills in the field. Her participation at the National Convention at Talkatora Stadium, New Delhi further demonstrates her active involvement in the finance and accounting domain.
	Qualification: Chartered Accountant
	Age: 30 Years
	Date of Birth: 30 July, 1993
	Address: Flat No.742 Guru Apartment, Sec-14 Rohini-110085
	Experience: 10 Years

	Occupation: Employment
	PAN: BCDPA4941G
	Number of Equity Shares and % of shareholding: NIL
	Other Ventures: NIL
	**5. Ansh Jain: Chief Operating Officer of the Company** Ansh Jain, the Chief Operating Officer (COO) of our Company, holds a Master of Science in Management from Durham University, UK. He adeptly manages all bottom-line factors, including long-range planning, product management, third-party contracting, technology projects, and personnel. Ansh enhances operations by conducting thorough operational analyses and recommending policy and procedural changes. He leads cross-functional areas within the company, effectively managing departmental operations and boosting employee productivity. Ansh's efforts have successfully brought new clients to both the Yarn and knitting units. Additionally, he oversees the entire start-to-end process of the knitting unit, including the outsourcing managed by dyers, ensuring smooth operations and quality outcomes.
	Qualification: Chartered Accountant
	Age: 30 Years
	Date of Birth: 18 September, 1995
	Address: Flat No.742 Guru Apartment, Sec-14 Rohini-110085
	Experience: 10 Years
	Occupation: Employment
	PAN: AYPPJ020F
	Number of Equity Shares and % of shareholding: NIL
	Other Ventures: NIL

CORPORATE PROMOTERS

5.G.A. ALLOYS PRIVATE LIMITED

G A Alloys Private Limited was originally incorporated on 26th March'2008 as a private limited company under Companies Act, 1956.The registered office of the company is situated at House no. 164, 2nd Floor Block-E, Shastri Nagar, North West, Delhi, Delhi, India -110052. The Corporate Identification Number of the Company is U45400DL2008PTC175934.

G.A. Alloys maintains its core focus on trading a diverse array of products for both consumer and business purposes. With unchanged primary business activities, the company continues to uphold its commitment to meeting market demands and delivering value to its clientele. Leveraging expertise and experience, G.A. Alloys remains a reliable and trusted entity in the trading sector, poised to adapt to evolving market dynamics.

Board of Directors of G A Alloys Private Limited

1. Anil Kumar Jain
2. Geeta Jain

Capital Structure

The Capital Structure of the Company of G A Alloys Private Limited on the date of this Prospectus is:

Particulars	Amount of Equity Shares (In Rs.)
Authorised Share Capital	15,00,000
Issued, Paid up and Subscribed Share Capital	10,45,490

Shareholding Pattern

S. No.	Name of Shareholder	Number of Shares	% of Shareholding
1.	Anil Kumar Jain	10000	9.56
2.	Geeta Jain	10000	9.56
3.	A.K. Jain HUF	20000	19.13
4.	Kanta Jain	15000	14.35
5.	Sandhya Mittal	10000	9.56
6.	Ramesh Mittal HUF	1500	1.43
7.	S.C. Jain HUF	1350	1.29
8.	Sanjeev Mittal	2000	1.91
9.	S J Metals Private Limited	20000	19.13
10.	Sushant Consultants Private Limited	2000	1.91
11.	Nishal Consultants Private Limited	2000	1.91
12.	Him Shiva Consultants Private Limited	2000	1.91
13.	Rajmata Fin lease Private Limited	2000	1.91
14.	Tirupati Industrial Waste Management Private Limited	2000	1.91
15.	Hari Om Consultants Private Limited	2000	1.91
16.	Avi Welfare Trust	1349	1.29
17.	Ansh Welfare Trust	1350	1.29
	Total	**104549**	**100%**

Promoters of the Company

As per the annual return filed by G A Alloys Private Limited for Fiscal 2023 the following persons have been identified as promoters of G A Alloys Private Limited

Change in Control

There has been no change in the control of G A Alloys Private Limited during the last three years preceding the date of this Prospectus. Our Company confirms that the permanent account number, bank account number(s), company registration number and address of the registrar of companies where G A Alloys Private Limited is registered shall be submitted to the Stock Exchanges at the time of filing of this Prospectus.

5. S J METALS PRIVATE LIMITED

S J Metals Private Limited was originally incorporated on 27th March, 2008 as a private limited company under Companies Act,1956 The registered office of the company is situated at House no. 164, 2nd Floor Block-E, Shastri Nagar, North West, Delhi, Delhi, India -110052. The Corporate Identification Number of the Company is U27100DL2008PTC175972.

S.J Metals is a versatile trading company specializing in sourcing and distributing various products for both consumer and business purposes. Leveraging expertise in market analysis and logistics, S.J Metals ensures efficient and reliable delivery of goods to meet diverse customer demands.

Board of Directors of S J Metals Private Limited

1. Anil Kumar Jain
2. Geeta Jain

Capital Structure

The Capital Structure of the Company of S J Metals Private Limited on the date of this Prospectus is:

Particulars	Amount of Equity Shares (In Rs.)
Authorised Share Capital	15,00,000
Issued, Paid up and Subscribed Share Capital	12,81,000

Shareholding Pattern

S. No.	Name of Shareholder	Number of Shares	% of Shareholding
1.	Anil Kumar Jain	10000	7.81
2.	Geeta Jain	10000	7.81
3.	A.K. Jain HUF	20000	15.61
4.	Kanta Jain	11800	9.21
5.	Sandhya Mittal	25850	20.18
6.	Nikhil Jain	3650	2.85
7.	Anita Mittal	14400	11.24
8.	Sanjeev Mittal	12000	9.37
9.	Anita Jain	8750	6.83
10.	Assure Financial Services Private Limited	1000	0.78
11.	Regards Restaurant Private Limited	2000	1.56
12.	Him Shiva Consultants Private Limited	1000	0.78
13.	Rajmata Fin lease Private Limited	1000	0.78
14.	Tirupati Industrial Waste Management Private Limited	1000	0.78
15.	Rekha Jain	5650	4.41
	Total	**128100**	**100%**

Promoters of the Company

As per the annual return filed by S J Metals Private Limited for Fiscal 2023 the following persons have been identified as promoters of S J Metals Private Limited.

Change in Control

There has been no change in the control of S J Metals Private Limited during the last three years preceding the date of this Prospectus. Our Company confirms that the permanent account number, bank account number(s), company registration number and address of the registrar of companies where S J Metals Private Limited is registered shall be submitted to the Stock Exchanges at the time of filing of this Prospectus.

6. ARIHANT YARNFAB PRIVATE LIMITED

Arihant YarnFab Private Limited was originally incorporated as 18th January' 2010 as a private limited company under Companies Act, 1956 The registered office of the company is situated at L-87-A, Shastri Nagar, New Delhi- 110052. The Corporate Identification Number of the Company is U17200DL2010PTC198123.

The company is a reputable player in the yarn and fabric trading industry, known for its wide selection of high-quality materials. With a strong market presence and a diverse range of fabrics, it consistently meets the needs and demands of its customers, cementing its reputation as a trusted supplier in the textile market.

Board of Directors of Arihant YarnFab Private Limited

1. Anil Kumar Jain
2. Geeta Jain

Capital Structure

The Capital Structure of the Company of Arihant YarnFab Private Limited on the date of this Prospectus is:

Particulars	Amount of Equity Shares (In Rs.)
Authorised Share Capital	10,00,000
Issued, Paid up and Subscribed Share Capital	5,61,100

Shareholding Pattern

S. No.	Name of Shareholder	Number of Shares	% of Shareholding
1.	Anil Kumar Jain	5555	9.90
2.	Geeta Jain	5555	9.90
3.	G.A Alloys Private Limited	45000	80.20
	Total	**56110**	**100%**

Promoters of the Company

As per the annual return filed by Arihant YarnFab Private Limited for Fiscal 2023 the following persons have been identified as promoters of Arihant YarnFab Private Limited.

Change in Control

There has been no change in the control of Arihant YarnFab Private Limited during the last three years preceding the date of this Prospectus. Our Company confirms that the permanent account number, bank account number(s), company registration number and address of the registrar of companies where Arihant YarnFab Private Limited is registered shall be submitted to the Stock Exchanges at the time of filing of this Prospectus.

7. A.K. JAIN . (HUF)

HUF Information and History

A. K. Jain . came into existence on 27/07/1993 and Anil Kumar Jain is its Karta and Avi Jain and Ansh Jain are its coparceners.

As on the date of this Prospectus, A. K Jain . holds 1793870 Equity Shares, representing 18.33% of the issued, subscribed and paid-up equity share capital of our Company.

PAN: AAAHA2809P

Address: 742, Guru Apartment, Sector 14, Rohini, Delhi 110085

8. SANJEEV MITTAL HUF.

HUF Information and History

Sanjeev Mittal HUF. came into existence on 19.06.2000 and Sanjeev Mittal is its Karta and Bhavya Mittal and Devya Mittal are its coparceners. As on the date of this Prospectus, Sanjeev Mittal HUF. holds 1,68,350 Equity Shares, representing 1.72 % of the issued, subscribed and paid-up equity share capital of our Company.

PAN: AANHS1355P

Address: B-1667 , Shastri Nagar, Ashok Vihar , Delhi 110052

9. RAMESH MITTAL HUF.

HUF Information and History

Ramesh Mittal HUF. came into existence on 02.10.1988 and Ramesh Mittal is its karta and Karan Mittal and Bharti Mittal are its coparceners.

As on the date of this Prospectus, Ramesh Mittal HUF. holds 196670 Equity Shares, representing 2.01 % of the issued, subscribed and paid-up equity share capital of our Company.

PAN: AAAHR7738G

Address: B-1667 , Shastri Nagar, Ashok Vihar , Delhi 110052

10. S.C JAIN . (HUF)

HUF Information and History

S.C. Jain . came into existence on 05/01/1981 and Subhash Chand Jain is its Karta and Nikhil Jain and Nitin Jain Are its coparceners.

As on the date of this Prospectus, S.C. Jain . hold 159200 Equity Shares ,representing 1.63 % of the issued, subscribed and paid-up equity share capital of our Company.

PAN : AAAHS5542R

Address: FU 19 , Pitampura**,** Saraswati Vihar, Delhi 110034

OUR PROMOTER GROUP

Natural Persons who are a part of the promoter group

S.No.	Relationship With the Promoter	Anil Kumar Jain	Geeta Jain	Avi Jain	Akanksha Jain	Ansh Jain
1.	Father	Late Jugmander Dass Jain	Late Satpal Gupta	Anil Kumar Jain	Ganesh Kumar	Anil Kumar Jain
2.	Mother	Late Sona Devi Jain	Late Satya Devi	Geeta Jain	Archna Gupta	Geeta Jain
3.	Spouse	Geeta Jain	Anil Kumar Jain	Akanksha Jain	Avi Jain	Aanchal Jain
4.	Brother	Rajinder Kumar Jain, Surinder Kumar Jain, Subhash Chand Jain, Davinder Kumar Jain	Ramesh Mittal, Sanjeev Mittal	Ansh Jain	Saket Garg	Avi Jain
5.	Sister	Nirmal Jain, Neelam Jain	Asha Garg , Premlatagupta, Kavita Goyal	-	-	-
6.	Son	Avi Jain, Ansh Jain	Avi Jain, Ansh Jain			Avyaan Jain
7.	Daughter	-	-	Avishka Jain	Avishka Jain	-
8.	Spouse Father	Late Satpal Gupta	Late JugmanderDass Jain	Ganesh Kumar	Anil Kumar Jain	Madan Lal
9.	Spouse Mother	Late Satya Devi	Late Sona Devi Jain	Archna Gupta	Geeta Jain	Lavlita Aggarwal
10.	Spouse Brother	Ramesh Mittal, Sanjeev Mittal	Rajinder Kumar Jain, Surinder Kumar Jain, Subhash Chand Jain, Davinder Kumar Jain	Saket Garg	Ansh Jain	Sarthak Aggarwal
11.	Spouse Sister	Asha Garg, Premlatagupta, Kavita Goyal	Nirmal Jain, Neelam Jain			Ridhima Agarwal

Companies and proprietorship firms forming part of our Promoter Group are as follows:

Particulars	Anil Kumar Jain	Geeta Jain	Avi Jain	Ansh Jain	Akanksha Jain
Any Body corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	Avi Ansh Enterprise Private Limited and A.K. JAIN (HUF) , Vishal Hosiery, Arihant Hosiery, S.P. Mittal Hosiery , Maa Banbhori Hosiery, Sanjeev Mittal HUF, Ramesh Mittal HUF	Avi Ansh Enterprise Private Limited and A.K. JAIN (HUF) , Vishal Hosiery, Arihant Hosiery, S.P. Mittal Hosiery , Maa Banbhori Hosiery, Sanjeev Mittal HUF, Ramesh Mittal HUF	Avi Ansh Enterprise Private Limited and A.K. JAIN (HUF) , Vishal Hosiery, Arihant Hosiery, S.P. Mittal Hosiery , Maa Banbhori Hosiery, Sanjeev Mittal HUF, Ramesh Mittal HUF, Ganesh Kumar HUF	Avi Ansh Enterprise Private Limited and A.K. JAIN (HUF) , Vishal Hosiery, Arihant Hosiery, S.P. Mittal Hosiery , Maa Banbhori Hosiery, Sanjeev Mittal HUF, Ramesh Mittal HUF, Sarthak Infradevelopers Private Limited	A K Jain HUF, Ganesh Kumar HUF
Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	NONE	NONE	NONE	NONE	NONE
Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 20% of the total	A.K. JAIN HUF	A.K. JAIN HUF	A.K. JAIN HUF	A.K. JAIN HUF	A K Jain HUF, Ganesh Kumar HUF

BRIEF PROFILE OF PROMOTERS

Anil Kumar Jain - Please refer to chapter ***"Our Management"*** beginning on page 144 of this Prospectus for details.

Geeta Jain- Please refer to chapter ***"Our Management"*** beginning on page 144 of this Prospectus for details.

Avi Jain - Please refer to chapter ***"Our Management"*** beginning on page 144 of this Prospectus for details.

Akanksha Jain- Akanksha Jain's professional background includes serving as the Chief Financial Officer in the organization, where she leverages her expertise as a Chartered Accountant. She has completed a fresher course on Ind AS and GST organized by the Board of Studies ICAI, showcasing her commitment to staying updated with the latest industry standards. Additionally, her experience as a Senior Auditor at Deloitte U.S. and as an Associate in the Finance and Accounts department at M/S Anil Kumar Gupta and Associates has equipped her with valuable insights and skills in the field. Her participation at the National Convention at Talkatora Stadium, New Delhi further demonstrates her active involvement in the finance and accounting domain.

Ansh Jain- Ansh Jain, the Chief Operating Officer (COO) of our Company, holds a Master of Science in Management from Durham University, UK. He adeptly manages all bottom-line factors, including long-range planning, product management, third-party contracting, technology projects, and personnel. Ansh enhances operations by conducting thorough operational analyses and recommending policy and procedural changes. He leads cross-functional areas within the company, effectively managing departmental operations and boosting employee productivity. Ansh's efforts have successfully brought new clients to both the Yarn and knitting units. Additionally, he oversees the entire start-to-end process of the knitting unit, including the outsourcing managed by dyers, ensuring smooth operations and quality outcomes

DECLARATIONS

In relation to our Promoters, Anil Kumar Jain, Geeta Jain and Avi Jain, Akanksha Jain and Ansh Jain ,our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to NSE at the time of filing of this Prospectus.

Interest of our Promoters:

i. Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respectof the Equity Shares held by them and their relatives. As on the date of this Prospectus, our Promoters, Anil Kumar Jain, Geeta Jain and Avi Jain collectively holds 54,88,210 Equity Shares in our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to Note - 30 – "Related Party Transactions" beginning on page 165 of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see "Capital Structure" on page 57 of this Prospectus.

ii. Interest in the property ofOur Company:

Except as stated in the heading titled "Properties" under the chapter titled "Our Business", beginning on page 113 of this Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

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, see Risk Factors – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

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SECTION VI: FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS
INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Avi Ansh Textile Limited
(Formerly known as Avi Ansh Textile Private Limited)
402, 4th floor, Aggarwal Cyber Plaza-1,
Netaji Subhash Place, Pitampura, India, 110034

Dear Sir

1. We have examined the attached Restated Statement of Assets and Liabilities of Avi Ansh Textile Limited (Formerly Known as Avi Ansh Textile Pvt Ltd) (the "company") as at 31st March 2021, 31st March 2022, 31st March 2023, 31st March 2024 and the related Restated Statement of profit & loss and Restated statement of Cash Flow for the period ended on 31st March 2021, 31st March 2022, 31st March 2023, 31st March 2024 annexed to this report for the purpose of inclusion in the offer document prepared by the company (collectively the "Restated Summary Statement" or "Restated Financial Statement"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company at their meeting held on 3rd September 2024 in connection with the Initial Public Offering (IPO) in SME Emerge Platform of National Stock Exchange of India Limited.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

   I. Part I of chapter-lll to the companies Act, 2013("Act") read with companies (prospects and Allotment of securities) Rules 2014;

   II. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 ("ICDR Regulations") issued by the securities and exchange Board of India ("SEBI") in pursuance to section 11 of the Securities and exchange Board of India Act, 1992 and related amendments clarification from time to time;

   III. The terms of reference to our engagements with the Company letter requesting us to carry out the assignment, in connection with the Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in Emerge Platform of NSE. ("IPO" or "SME IPO"): and

   IV. The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. The company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Offer Document/Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed SME IPO. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.

4. These Restated Financial Information have been complied by the management from Audited Financial Statements of the Company for the period/year ended on 31 March 2024, 31 March 2023, 31 March 2022, and 31 March 2021 prepared in accordance with Accounting Standard as prescribed under section 133 of the Act and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on 3rd September 2024, 01 September 2023, 30 August 2022, and 30 October 2021 respectively.

5. We have examined such Restated Financial Information taking into consideration:
   a) terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of the Company;
   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:

   a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years/period ended March 31, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and

   b) in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure, prepared by the management and approved by the Board of Directors on 3rd September 2024, for the years/period ended March 31, 2024, March 31, 2023, March 31, 2022, and March 31, 2021.

Annexure of Restated Financial statements of the Company:

1. Restated statement of assets and liabilities in Annexure-A.
2. Restated statement of profit and loss in Annexure-B.
3. Restated statement of cash flows in Annexure -C.
4. Significant accounting policies and other information as restated in the Note 1 and 2.
5. Restated notes to statement of assets and liabilities and profit and loss from Note 3 to 36.
6. Details of Related Parties Transactions as Restated as appearing in Note-30 to this report.
7. Restated profit and equity as appearing in Note 37 to this report.
8. Statement of tax shelters as restated appearing in Note-38. .
9. Details of Terms & Condition of borrowings as restated as appearing in Note-36.
10. Details of Summary of 'Other Financial Information' as Restated as appearing in Note-39.
11. Capitalization Statement as Restated as of 31 March 2024 as appearing in Note-40.
12. Details of Summary of Accounting Ratios Schedule III as Restated as appearing in Note-31.

8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We, M/s Kuldeep Sharma & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of the Chartered Accountant Of India ("ICAI") and hold a valid peer review certificate issues by the "peer Review Board" of the ICAI.

10. The Restated Financial Information 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 5 above.

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

12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

13. In our opinion, the above financial information contained mentioned in the attached Annexure of this report read with the respective Significant Accounting Polices and Notes to Accounts are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For Kuldeep Sharma & Associates
(Firm Registration Number: 024838N)
Chartered Accountants

Sd/-
Kuldeep Sharma
FCA (Proprietor)
Membership No. 084073
UDIN: 24084073BKEMBS7077
Date: 03-09-2024
Place:NewDelhi

ANNEXURE – A
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(INR in Lakhs)

			Balance as at			
S. No.	**Particulars**	**Note No.**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
I	**EQUITY AND LIABILITIES**					
1)	Shareholders' Funds					
	(a) Share Capital	3	978.49	978.49	978.49	978.49
	(b)Reserve and surplus	4	608.73	278.25	251.13	97.85
			1,587.22	**1,256.74**	**1,229.62**	**1,076.34**
2)	**NON-CURRENT LIABILITIES**					
	(a)Long-term borrowings	5	1,456.61	1,414.69	1,468.74	1,325.54
	(b)Long-term provision	7	34.42	28.99	20.65	15.97
			1,491.03	**1,443.68**	**1,489.40**	**1,341.51**
3)	**CURRENT LIABILITIES**					
	(a)Short term borrowings	8	3,024.59	1,778.77	1,191.13	2,049.92
	(b)Trade Payables	9				
	(i)Payable to MSME	(i)	24.29	1.04	-	1.81
	(ii)Payable to Others	(ii)	153.21	29.50	231.01	77.06
	(c)Other current Liabilities	10	89.15	121.82	114.40	96.06
	(d)Short term Provisions	11	153.14	60.80	81.30	52.10
			3,444.38	**1,991.93**	**1,617.84**	**2,276.95**
	Total		**6,522.64**	**4,692.35**	**4,336.85**	**4,694.81**
II	**ASSETS**					
1)	**NON-CURRENT ASSETS**					
	(a)Property plant and Equipment and Intangible Assets:	12				
	(i)Tangible Assets		2,025.61	1,522.11	1,622.68	1,756.03
	(ii) Intangible Assets		-	-	-	-
	(iii) CWIP		-	391.16	63.04	-
	(b) Other Non-Current Assets	13	136.23	168.15	158.59	129.90
	(c) Deferred tax Assets	6	11.63	7.87	1.47	3.12
			2,173.47	**2,089.28**	**1,845.77**	**1,889.05**
2)	**CURRENT ASSETS**					
	(a) Inventories	14	2,772.17	1,349.78	1,382.05	1,191.09
	(b) Trade Receivables	15	1,166.52	450.53	429.84	711.48
	(c) Cash and cash equivalents	16	80.46	608.94	451.23	755.22
	(d) Short term Deposits and advances	17	58.02	32.78	57.39	21.46
	(e)Other current Assets	18	272.01	161.04	170.57	126.51
			4,349.17	2,603.07	2,491.08	2,805.76
	Total		**6,522.64**	**4,692.35**	**4,336.85**	**4,694.81**

Company Overview	1	**For and On behalf of Board of Directors**
Significant Accounting Policies	2	

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date	Anil Kumar Jain	Avi Jain	Geeta Jain
For Kuldeep Sharma & Associates	(Managing Director)	(CEO)	(Director)
(FRN:024838N)	(DIN: 00150070)		(DIN: 00153074)

(Kuldeep Sharma)
(M.No: 084073)

	Akanksha Jain	Isha
Date: 03-09-2024	(Chief Financial Officer	(Company Secretary)
Place: New Delhi		

UDIN: 24084073BKEMBS7077

ANNEXURE-B
RESTATED STATEMENT OF PROFIT AND LOSS

(INR in Lakhs)

Particulars	Note No.	For the Year ending 31st March 2024	For the Year ending 31st March 2023	For the Year ending 31st March 2022	For the Year ending 31st March 2021
I. Revenue from Operations	19	14,138.87	12,070.64	11,951.32	7,256.73
II. Other Income	20	75.79	78.93	65.44	7.57
III. Total Income (I+II)		**14,214.65**	**12,149.57**	**12,016.76**	**7,264.30**
IV. Expenses:					
Cost of Materials Consumed	21	11,419.01	9,746.06	9,241.04	5,241.81
Changes in Inventory	22	(970.16)	(101.58)	42.88	(13.01)
Employee Benefit Expenses	23.1	763.09	613.64	528.71	293.20
Finance Costs	23.2	227.14	163.75	133.86	160.81
Depreciation and Amortization Expenses	23.3	292.88	253.19	269.49	304.50
Other Expenses	23.4	2,039.04	1,435.90	1,584.96	1,184.27
Total Expenses		**13,771.00**	**12,110.96**	**11,800.93**	**7,171.58**
V. Profit/(Loss) before exceptional and extra ordinary Items and tax (III)-(IV)		443.65	38.60	215.83	92.72
VI. Exceptional Items		-	-	-	-
VII. Profit/(Loss) before extra-ordinary item & Tax (V-VI)		**443.65**	**38.60**	**215.83**	**92.72**
VIII. Extraordinary Items					
-profit/(loss) on sale of machinery		-	-	-	-
IX. Profit/(Loss) before Tax (VII-VIII)		**443.65**	**38.60**	**215.83**	**92.72**
X. Tax Expenses:					
(I) Current Tax		116.07	16.27	58.62	31.05
(II) Deferred Tax		(3.76)	(6.40)	1.66	(6.53)
XI. Profit/(Loss) from Continuing Operations		**331.35**	**28.74**	**155.55**	**68.20**
XII. Earnings per share					
(I) Basic		3.39	2.94	15.90	6.97
(II) Diluted		3.39	2.94	15.90	6.97
Restated Earning per Share					
(I) Basic		3.39	0.29	1.59	0.70
(II) Diluted		3.39	0.29	1.59	0.70

Company Overview 1
Significant Accounting Policies 2
The accompanying Notes are an integral part of Financial Statements.

For and On behalf of Board of Directors

As per our report of even date
For Kuldeep Sharma & Associates
(FRN:024838N)

(Kuldeep Sharma)
(M.No: 084073)
Date: 03-09-2024
Place: New Delhi
UDIN: 24084073BKEMBS7077

Anil Kumar Jain
(Managing Director)
(DIN: 00150070)

Avi Jain
(CEO)

Geeta Jain
(Director)
(DIN: 00153074)

Akanksha Jain
(Chief Financial Officer

Isha
(Company Secretary)

ANNEXURE-C
RESTATED CASH FLOW STATEMENT

(INR in Lakhs)

Particulars	**For the Period ended**			
	As at March 31, 2024	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
A. Cash Flow from Operating Activities				
a) Net profit after tax and extraordinary items	331.35	28.74	155.55	68.20
Add : Provision for taxation	116.07	16.27	58.62	31.05
Provision for Differed Tax	(3.76)	(6.40)	1.66	(6.53)
Depreciation	292.88	253.19	269.49	304.50
Bad Debts	-	-	-	52.52
Non Recoverable Tuff Subsidy Written-off	-	-	-	18.85
Finance cost	227.14	163.75	133.86	160.81
Less:				
FD Interest	(29.17)	(7.76)	(6.48)	(6.60)
Reversal of MAT Credit	-	-	-	(13.64)
b) operating profit before working capital changes	934.51	447.79	612.69	609.16
Adjustment For:				
(Increase)/Decrease in Trade Receivable	(715.99)	(20.69)	281.64	297.31
(Increase)/Decrease in Other Current Assets	(110.97)	9.53	(44.06)	56.70
(Increase)/Decrease in Trade Payable	146.96	(200.47)	152.15	(188.80)
Increase/(Decrease) in Other Current Liabilities	(32.68)	7.42	18.34	61.58
Increase/(Decrease) in Current Provision	(7.46)	21.86	1.62	(0.34)
Increase/(Decrease) in Long term Provision	5.43	8.33	4.68	1.41
Increase/(Decrease) in Inventories	(1,422.39)	32.27	(190.96)	(96.37)
Increase/(Decrease) in Short Term Deposit and Advances	(25.23)	24.61	(35.93)	(8.75)
c) Cash generated from operations	(1,227.82)	330.65	800.17	731.91
Less: Income tax Paid	17.13	60.24	33.32	5.51
Net Cash from Operating Activities	**(1,244.95)**	**270.41**	**766.85**	**726.40**
B. Cash Flow from Investing Activities				
Purchase of fixed assets (Net)	(405.23)	(480.73)	(199.17)	(44.21)
Change in Non-Current Investment	31.93	(9.56)	(28.69)	(2.47)
Interest on FD	29.17	7.76	6.48	6.60
Net cash from Investing Activities	**(344.13)**	**(482.54)**	**(221.38)**	**(40.08)**
C. Cash Flow from Financing Activities				
Changes in Long Term Borrowing	41.92	(54.05)	143.20	166.86
Changes in Short Term Borrowing	1,245.82	587.64	(858.79)	52.75
Finance Cost	(227.14)	(163.75)	(133.86)	(160.81)
Net cash from Financing Activities	**1,060.60**	**369.84**	**(849.45)**	**58.80**
D. Net Increase/(Decrease) in cash and cash Equivalent	(528.48)	157.71	(303.98)	745.12
Cash and cash equivalent at the beginning of the year	608.94	451.23	755.22	10.09
Cash & Cash equivalent at end of the year (Cash & Cash equivalent represents cash and bank balance)	80.46	608.94	451.23	755.22

For and On behalf of Board of Directors

As per our report of even date
For Kuldeep Sharma & Associates
(FRN:024838N)

Anil Kumar Jain
(Managing Director)
(DIN: 00150070)

Avi Jain
(CEO)

Geeta Jain
(Director)
(DIN: 00153074)

Kuldeep Sharma)
(M.No: 084073)

Akanksha Jain
(Chief Financial Officer)

Isha
(Company Secretary)

Date:03-09-2024
Place: New Delhi
UDIN: 24084073BKEMBS7077

SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL STATEMENT INFORMATION

1. Overview of Company

The Company **"Avi Ansh Textile Limited"** (formerly known as "Avi Ansh Textile Private Limited") (CIN:U17110DL2005PLC260403) was incorporated as a "Private Limited Company" under Companies Act 2013 on April, 27th 2005. The company is converted into Public Limited company as on January 3rd 2024, The Company is engaged in the business of manufacturing and Trading of cotton yarn and Fabrics.

2. Restated Significant accounting policies and notes on accounts:

(a) Basis of preparation of Financial Statements: -

The financial statements are prepared and presented according to GAAP in India and under the historical cost convention on accrual basis of accounting. These financial statements comply in all material aspects with the Accounting Standards (AS).

(b) Use of Estimates: -

The preparation of financial statements is in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and the estimates are recognized in the periods in which the results are known/ materialize

(c) Revenue recognition: -

All income and expenses to the extent considered recoverable/ payable with reasonable certainty are accounted for on accrual basis. Interest earned/ accrued is recognized on a time proportion basis taking into account outstanding and applicable interest rate. Interest income is included under the head "other income" in the statement of Profit and Loss. Profit/Loss on sale of fixed assets are recorded on transfer of tittle from the company and is computed on the basis of difference between net sale consideration and the written down value of asset.

(d) Cash and cash Equivalent: -

Cash comprise cash in hand and demand deposits with banks. Cash equivalent are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(e) Property Plant & Equipment and Intangible Assets: -

a) Property, plant and equipment, capital work in progress are stated cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

b) All other expenses on existing plant, property and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.

(f) Depreciation/ Impairment of Assets: -

Depreciation on property, plant and equipment including stores and spares transferred from inventory is calculated on a written down value basis using the rates arrived at, based on the useful lives estimated by the management, which are equal to the useful lives prescribed under Schedule II to the Companies Act, 2013.
Depreciation on the amount of adjustment to property, plant and equipment on account of capitalization of insurance spares and critical spares transferred from stores and spares is provided over the remaining useful lives of related assets.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. To calculate depreciation on Fixed Assets, Tangible and Intangible, in a manner that amortizes cost of the assets is provided on the basis of written down value method at the rates on the basis prescribed in Part C of the schedule II of the Companies Act, 2013.

Description of Assets	**Estimated Useful Life**
Computers & Data Processing Equipment/Software	3 years
Building	30 years
Furniture & Fixtures	10 years
Office Equipment	10 years
Plant and Machinery	15 years
Motor Car	8 years
Motor Car (Two Wheeler)	10 years

(g) Impairment of assets: -

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of profit and loss to the extent the carrying amount exceeds the recoverable amount.

(h) Inventory: -

Company value its inventory on Cost of Net Realizable Value, whichever is lower. Cost of inventories comprises of purchase cost and cost incurred in bringing inventories to their present location and condition

(i) Taxes on Income: -

Income taxes are accounted for in accordance with Accounting Standard 22 on Accounting for Taxes on Income. Tax expense comprises of both current and deferred tax. Deferred tax assets and liabilities are recognized, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. The carrying amount of deferred tax assets and liabilities are reviewed at each Balance Sheet date. Deferred Tax Asset on carry forward losses and unabsorbed depreciation, if any, are recognized when it is virtually certain that there will be future taxable profit.

(j) Employee Benefits: -

Short Term Employee Benefits: -

(i) Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and loss account of the period in which the related services are rendered.

Long Term Employee Benefits: -

(ii) Long Term Employee benefits are recognised as and expenses as per the valuation of Actuarial and other Professional for the Period in which such expenses are related.

(k) Provisions & Contingencies: -

A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are disclosed in the notes. Contingent assets are not recognized or disclosed in the Financial Statements.

(l) Borrowing Costs: -

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(m) Investments: -

Investments, which are readily realizable and intended to be held for not more than one year from the date on which investments are made , are classified as current investments. All other investments are classified as long term investments. Long-term investments are stated at cost, less provision for other than temporary diminution in the carrying value of each investment. Current investments are stated at the lower of cost and fair value.

(n) Earning per share: -

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares except where the result would be anti-dilutive.

(o) Foreign Currency Transactions: -

Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of transaction. All monetary foreign currency assets/liabilities are translated at the rates prevailing on the date of balance sheet. The exchange difference between the rates prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the period is recognized as income or expense, as the case may be.

(p) Revaluation of Assets: -

As and when Fixed Assets are revalued, to adjust the provision for depreciation on such revalued Fixed Assets, where applicable, in order to make allowance for consequent additional diminution in value on considerations of age, condition and unexpired useful life of such Fixed Assets.

NOTE 3: Share Capital

(A) EQUITY SHARE CAPITAL

(a) Authorised equity share capital

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
10500000 Equity Shares of Rs.10/- each as on 31-03-2024*	1,050.00	1,050.00	1,050.00	1,050.00

(b) Issued, Subscribed & Fully Paid-up

(INR in Lakhs)

Particulars	As at 31tst March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
9784930 Equity Shares of Rs.10/- each with voting rights as on 31-03-2024	978.49	978.49	978.49	978.49

* During the reporting period company splits it's one Equity Shares of Rs 100 each to ten Equity Shares of Rs 10 each.

(B) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period: -

Particulars	As at 31st March 2024*		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)	No. Shares	Amount (Rupees in Lakhs)
Equity Shares at the beginning of the year	97,84,930	978.49	9,78,493	978.49	9,78,493	978.49	9,78,493	978.49
Add: Equity Share Issue during the period	-	-	-	-	-	-	-	-
Less: Equity Share Bought back during the period	-	-	-	-	-	-	-	-
Equity Shares at the end of the year	**97,84,930**	**978.49**	**9,78,493**	**978.49**	**9,78,493**	**978.49**	**9,78,493**	**978.49**

* During the reporting period company splits it's one Equity Shares of Rs 100 each to ten Equity Shares of Rs 10 each.

(C) List of shareholders holding more than 5% of equity shares

Name of the Shareholder	As at 31st March 2024*		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
Name Of Shareholders	**Number of shares**	**In %**	**Number of Shares**	**In %**	**Number of Shares**	**In %**	**Number of shares**	**In %**
Anil Kumar Jain	3841010	39.25%	384101	39.25%	384101	39.25%	384101	39.25%
Geeta Jain	1587200	16.22%	158720	16.22%	158720	16.22%	158720	16.22%
A.K. Jain HUF	1793870	18.33%	179387	18.33%	179387	18.33%	179387	18.33%
G A. Alloys Pvt Ltd.	649630	6.64%	64963	6.64%	64963	6.64%	64963	6.64%
S.J. Metals Pvt. Ltd.	533480	5.45%	53348	5.45%	53348	5.45%	53348	5.45%

* During the reporting period company splits it's one Equity Shares of Rs 100 each to ten Equity Shares of Rs 10 each.

(D)Statement of Shares held by Promoters

Name Of Promoter	As at 31st March 2024*		As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	In Nos	In %	In Nos	In %	In Nos	In %	In Nos	In %
Anil Kumar Jain	3841010	39.25%	384101	39.25%	384101	39.25%	384101	39.25%
Geeta Jain	1587200	16.22%	158720	16.22%	158720	16.22%	158720	16.22%
Avi Jain	60000	0.61%	0	0.00%	0	0.00%	0	0.00%
Avi Aggarwal	0	0.00%	3000	0.31%	3000	0.31%	3000	0.31%
Pradeep Kumar	0	0.00%	3000	0.31%	3000	0.31%	3000	0.31%
A K Jain HUF	1793870	18.33%	179387	18.33%	179387	18.33%	179387	18.33%
Sanjeev Mittal HUF	168350	1.72%	16835	1.72%	16835	1.72%	16835	1.72%
Ramesh Mittal HUF	196670	2.01%	19667	2.01%	19667	2.01%	19667	2.01%
S C Jain HUF	159200	1.63%	15920	1.63%	15920	1.63%	15920	1.63%
Nikhil Jain	0	0.00%	18002	1.84%	18002	1.84%	18002	1.84%
Neetu Jain	0	0.00%	500	0.05%	500	0.05%	500	0.05%
Rekha Jain	0	0.00%	17667	1.80%	17667	1.80%	17667	1.80%
Nitin Jain	0	0.00%	4250	0.43%	4250	0.43%	4250	0.43%
Dinesh Chandra	0	0.00%	1820	0.19%	1820	0.19%	1820	0.19%
G.A. Alloys Pvt. Ltd.	649630	6.64%	64963	6.64%	64963	6.64%	64963	6.64%
S.J. Metals Pvt. Ltd.	533480	5.45%	53348	5.45%	53348	5.45%	53348	5.45%
Arihant Yarn Fab Pvt. Ltd.	373130	3.81%	37313	3.81%	37313	3.81%	37313	3.81%
	9362540	**95.68%**	**978493**	**100.00%**	**978493**	**100.00%**	**978493**	**100%**

*During the reporting period Company splits its one Equity share of Rs. 100 each to 10 equity shares of Rs. 10 each

NOTE 4: Reserves & Surplus

(INR in Lakhs)

S. No.	Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
	PARTICULARS				
(i)	**Security Premium Account**	159.78	159.78	159.78	159.78
		159.78	**159.78**	**159.78**	**159.78**
(ii)	**Profit and Loss Account**				
	Balance brought forward	118.47	91.35	(61.93)	(128.76)
	Add/Less:- Profit during the year	331.35	28.74	155.55	68.20
	Add/Less:- Previous year of Income Tax Adjustments	(0.86)	(1.62)	(2.27)	-
	Add/Less:- Miscellaneous Expenses Written Off	-	-	-	(1.38)
		448.95	**118.47**	**91.35**	**(61.93)**

	TOTAL (i+ii)	**608.73**	**278.25**	**251.13**	**97.85**

NON-CURRENT LIABILITIES

NOTE 5: Long Term Borrowings

(INR in Lakhs)

Particulars	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**	**As at 31st March 2021**
I Secured Loans				
(A) Vehicle Loan				
i) Vehicle loan from Sundaram Finance	10.98	-	-	-
ii) Vehicle loan from AU Small Finance (Secured Against hypothecation of Vehicle and personal Guarantee of Authorised Officer)	-	-	0.12	1.74
(B) Working Capital Term Loan:-				
i) Working Capital Term Loan- Under GECL scheme**4882	-	16.59	66.37	112.00
ii) Working Capital Term Loan- Under GECL scheme**2725	166.83	273.00	273.00	-
iii) Working Capital Term Loan- Under GECL scheme**5819	-	-	16.67	56.67
iv) Working Capital Term Loan - Under GECL scheme**7928 (Working Capital Term Loan secured against hypothecation of stocks, book debts and personal guarantee of directors and major shareholders)	150.00	-	-	-
II Unsecured				
(A) From Directors and others				
(i) Anil Kumar Jain	138.06	138.10	226.15	319.40
(ii) Geeta Jain	196.15	194.12	193.12	259.62
(iii)Ansh Jain	144.27	151.88	224.22	181.47
(iv) Arihant yarn fab Pvt ltd	38.34	36.42	32.10	30.50
(v) Avi Jain	384.60	358.10	229.44	141.94
(vi) Cubical financial services Pvt ltd	-	54.67	55.25	108.87
(vii) GA Alloys Pvt ltd	7.77	7.65	4.00	-
(viii) High choice real Estate	197.05	162.52	130.35	95.75
(ix) S J Metals Pvt ltd	22.55	21.64	17.96	17.59
TOTAL	**1,456.61**	**1,414.69**	**1,468.74**	**1,325.54**

*Working Capital Term loan sanctioned for Rs 200 lakhs sanctioned in the month of january 2024 is secured against hypothecation of stocks, book debts and personal guarantee of Directors and major shareholders)

NOTE 6: Deferred Tax Assets/(Liabilities)

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i) Opening Balance	7.87	1.47	3.12	(3.40)
(ii) Add/(Less): During the period	3.76	6.40	(1.66)	6.53
Closing Balance	**11.63**	**7.87**	**1.47**	**3.12**

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Timing difference				
(i) Depreciation as per Books	292.88	253.19	269.49	304.50
Depreciation as Income Tax	283.18	237.38	280.87	279.54
Timing Difference due to Depreciation Assets/(Liabilities)	**9.70**	**15.81**	**(11.38)**	**24.96**
(ii) Gratuity Expenses as per books	9.69	10.74	5.18	0.98
Gratuity Expenses as per Income Tax	4.44	1.11	0.38	-
Timing Difference due to Gratuity Assets/(Liabilities)	**5.25**	**9.63**	**4.80**	**0.98**
Net Timing Difference	14.95	25.44	(6.59)	25.94
DTA/(DTL)	3.76	6.40	(1.66)	6.53

NOTE 7: Long Term Provision

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i) Provision for Gratuity	34.42	28.99	20.65	15.97
TOTAL	**34.42**	**28.99**	**20.65**	**15.97**

NOTE 8: Short-Term Borrowings

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Secured Loans:				
1 Bank overdraft				
(i) INDUSIND BANK 650014098133	1,929.98	1,354.28	1,099.46	1,315.63
(ii) HDFC	-	-	-	655.15

[Secured against hypothecation of stocks, debts & personal guarantee of Directors and major shareholders]				
(iii) INDUSIND BANK 814014054870 [Secured against pledge of stocks and personal guarantee of directors and major shareholders]	786.70	357.77	-	-
2 Term loans for Working capital				
(i) Working Capital term loan- Under GECL scheme**5819	-	16.67	40.00	40.00
(ii) Working Capital term loan- Under GECL scheme**4882	16.59	49.78	49.78	37.34
(iii) Working Capital term loan-Under GECL scheme**2725	91.00	-	-	-
(iv) Working Capital Term Loan - Under GECL scheme**7928*	40.00	-	-	-
(iii) Indusind Adhoc Loan (for 90 days Period)** *[Working capital term loan secured against hypothecation of stocks, book debts and personal guarantee of directors and major shareholders]*	150.00	-	-	-
3 Others term loans				
(i) Car loan from AU small finance bank ltd	-	0.28	1.89	1.81
(ii) Vehicle loan from Sundram finance (Secured against hypothecation of Vehicle and guarantee of Authorised Officer)	2.82	-	-	-
B Unsecured loan				
1 From Directors and its Relatives:				
(i) Anchal Jain	7.50	-	-	-
TOTAL	**3,024.59**	**1,778.77**	**1,191.13**	**2,049.92**

*Working Capital Term loan sanctioned from Inudsind Bank for Rs 200 lakhs sanctioned in the month of january 2024 is secured against hypothecation of stocks, book debts and personal guarantee of Directors and major shareholders)

**Adhoc loan sanctioned on February 2024 by Indusind Bank for Period of 90 days.

NOTE 9: Trade Payables

(INR in Lakhs)

Particulars	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**	**As at 31st March 2021**
(i) Micro Small and Medium Enterprises	24.29	1.04	-	1.81
(ii) Others	153.21	29.50	231.01	77.06
TOTAL	**177.50**	**30.54**	**231.01**	**78.86**

(INR in Lakhs)

Un-Disputed Dues Payable Ageing						
Sr. No	**Particulars**	**Outstanding for the following periods from the due date of payment**				**Total**
		Less than 1 Year	**1-2 Years**	**2-3 Years**	**More than 3 Years**	
	Micro, small and Medium Enterprises					
	31-Mar-24	24.29	-	-	-	**24.29**
	31-Mar-23	1.04	-	-	-	**1.04**
	31-Mar-22	-	-	-	-	**-**
	31-Mar-21	1.81	-	-	-	**1.81**
	Others					
	31-Mar-24	153.21	-	-	-	**153.21**
	31-Mar-23	13.92	0.40	-	15.18	**29.50**
	31-Mar-22	215.84	-	-	15.17	**231.01**
	31-Mar-21	57.68	-	-	19.38	**77.06**

NOTE 10: Other Current Liabilities

(INR in Lakhs)

Particulars	**As at 31st March 2024**	**As at 31st March 2023**	**As at 31st March 2022**	**As at 31st March 2021**
A Duties & Taxes				
(i) TCS/TDS payable	9.04	6.13	7.54	4.69
B Other Expenses				
(i) Card payable	-	60.20	59.80	39.80
(ii) Salary and wages payable	60.88	43.81	41.45	26.17
(iii) Employees welfare fund	0.49	0.41	0.33	0.23
(iv) Provident Fund Payable	8.29	5.15	3.96	3.31
(v) ESI Payable	1.70	1.29	1.30	0.78
(vi) Other expense payable	1.35	0.03	0.03	5.75
C Advance from Customer				
(i) Others	7.39	4.81	-	15.33
TOTAL	**89.15**	**121.82**	**114.40**	**96.06**

NOTE 11: Short-Term Provisions

(INR inLakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
1 Provision for Income Tax				
(i) Income Tax (Net)*	116.07	16.27	41.52	14.62
2 Provision for employee benefits				
(i) Provision for gratuity	1.57	1.75	0.46	0.34
(ii) Provision for Audit Fees	2.50	1.50	1.50	1.25
(iii) Provision for Foreign Fluctuation	0.25	0.50	0.77	-
(iv) Provision for Electricity Bill	32.75	40.78	37.05	35.89
Total (1)+(2)	**153.14**	**60.80**	**81.30**	**52.10**

Note: Provision for Income tax for Financial year ending 31-03-2021 and 31-03-2022 is net of MAT credit adjustments.

NOTE 12: Property plants & Equipment's and intangible Assets

(INR in Lakhs)

S. No.	Particulars	As at 31st March, 2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
1	Tangible Assets	2,025.61	1,522.11	1,622.68	1,756.03
2	**CWIP**				
	Knitting Plant (CWIP)	-	391.16	63.04	-
	TOTAL	**2,025.61**	**1,913.26**	**1,685.72**	**1,756.03**

NOTE 13: Other Non - Current Assets

(INR in Lakhs)

Sr.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
A	**Fixed Deposits**				
1	Fixed Deposit*	15.84	32.66	38.96	37.37
2	Fixed Deposit with Bank (for Forex hedging	-	16.00	16.00	-
	Securities:				
3	Securities (with electricity Deptt.)				
	- For Power Connection	91.96	91.96	76.09	65.00
	- For ACD Continuous Line	26.61	26.61	26.61	26.61
	- For ACD Meter Equipment	0.50	0.50	0.50	0.50
4	Other Securities	1.32	0.42	0.42	0.42
	TOTAL	**136.23**	**168.15**	**158.59**	**129.90**

* Note-1: Fixed Deposit Receipts are pledged with the bank for issue of guarantees towards Ministry of Commerce O/o Jt.

Director General of Foreign Trade. The balance of FD are inclusive of accured interest

NOTE 14: Inventories

(INR in Lakhs)

S.No.	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
	Closing Stock				
i.	-Raw Material	1,575.30	937.14	1,141.00	903.10
ii.	-Finished Goods	930.15	214.09	115.51	151.48
iii.	-WIP Goods	234.50	185.94	115.93	119.99
iv.	-Scraped Goods	32.21	12.61	9.61	16.52
	(As taken valued & Certified by the management)				
	TOTAL	**2,772.17**	**1,349.78**	**1,382.05**	**1,191.09**

NOTE 15: Trade Receivables

(INR in Lakhs)

S.No.	Particulars	As at 31st March-2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
	Unsecured Considered Good:				
I	**Exceeding 6 Months**	54.51	26.82	3.15	26.97
Ii	**Others**	1,112.02	423.71	426.68	684.50
	TOTAL	**1,166.52**	**450.53**	**429.84**	**711.48**

Statement of Ageing of Trade Receivables as on

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Un Disputed Trade Receivable (Un-Secured Considered Good						
31-Mar-24	1,112.02	22.61	31.89	-	-	1,166.52
31-Mar-23	423.71	26.82	-	-	-	450.53
31-Mar-22	426.68	-	3.15	-	-	429.84
31-Mar-21	681.80	3.15	0.85	17.49	8.18	711.48

NOTE 16: Cash and Cash Equivalents

(INR in Lakhs)

S.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
1	**Cash and Cash Equivalents**				
(i)	Cash In hand	5.26	8.18	0.89	4.37
(ii)	Balance at Bank	75.20	600.76	450.35	750.85
	TOTAL	**80.46**	**608.94**	**451.23**	**755.22**

NOTE 17: Short Term Deposits and Advances

(INR in Lakhs)

Sr.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
1	**Advances to Suppliers**				
I	For Supplies/ Expenses	21.73	18.71	16.94	11.81
2	**Others**				
I	TDS and TCS Credit and Advance Tax	33.22	10.40	38.67	7.67
Ii	Prepaid Insurance	2.66	2.97	1.48	1.82
Iii	Advance Salaries	0.40	0.70	0.30	0.17
	TOTAL	58.02	**32.78**	**57.39**	**21.46**

NOTE 18: Other Current Assets

(INR in Lakhs)

Sr.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
1	GST credit balance (Net of Outward Liability)	233.80	149.59	135.52	108.23
2	Duty Drawback Receivable	3.90	2.34	9.24	-
3	RODTEP Receivable	9.97	3.48	21.52	-
4	Other security	0.16	0.16	0.16	0.08
5	Accrued Interest	8.32	5.47	3.81	0.06
6	MAT Credit Entitlement	-	-	-	17.10
7	Income Refund	-	-	0.32	1.04
8	IPO Expenditure	15.86	-	-	-
	TOTAL	272.01	161.04	170.57	126.51

NOTE 19: Revenue from operations

(INR in Lakhs)

S.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
I	Revenue from Export of Goods	172.40	530.45	978.29	197.21
ii	Revenue from Local Sales	13,966.47	11,540.19	10,973.02	8,576.04
		14,138.87	12,070.64	11,951.32	8,773.24
iii	Less: Inter Branch Transfer	-	-	-	1,516.51
	TOTAL	14,138.87	12,070.64	11,951.32	7,256.73

NOTE 20: Other Income

(INR in Lakhs)

S.No	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
	Interest				
I	-Interest on fixed deposits	1.24	2.91	2.47	2.42
ii	-Other Interest(GST)	-	19.93	1.20	-

iii	-Interest on security	27.93	4.85	4.01	4.18
(b)	**Other**				
I	-Rebate & discount on Purchases	20.45	17.87	21.89	0.96
ii	-Duty Drawback	3.37	9.92	14.35	-
iii	-RODTEP**	6.49	23.45	21.52	-
iv	-other Income	12.86	-	-	-
V	- Sale of Scrap	3.44	-	-	-
	TOTAL	**75.79**	**78.93**	**65.44**	**7.57**

** RODTEP Income has been recognised as and when it accrues. Adjustment if any required is being made at the time of actual sales.

NOTE 21: Cost of Material Consumed

(INR in Lakhs)

S.No.	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
i	Opening Stock	1123.08	1,256.93	1,023.09	939.73
ii	Add:-Purchases	11871.23	9,612.22	9,474.88	6,841.68
		12994.31	10,869.14	10,497.96	7,781.41
iii	Less: Inter-branch Transfer	-	-	-	1,516.51
iv	Less:-Closing Stock	1575.30	1,123.08	1,256.93	1,023.09
	TOTAL	**11419.01**	**9,746.06**	**9,241.04**	**5,241.81**

NOTE 22: Changes in Inventories of Finished goods and Scraped Goods

(INR in Lakhs)

S.No.	Particulars	As at 31st March -2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
	Opening stock	226.70	125.12	168.00	155.00
	Closing stock	1,196.86	226.70	125.12	168.00
	TOTAL	**(970.16)**	**(101.58)**	**42.88**	**(13.01)**

NOTE 23: Other expenses

(INR in Lakhs)

S. No.	Particulars	As at 31st March-2024	As at 31st March-2023	As at 31st March-2022	As at 31st March-2021
23.1	**Employee Benefits Expenses**				
i	-Directors Remuneration	10.00	-	-	-
ii	-Salary and Wages	683.61	568.51	491.04	268.12
iii	-Labour & staff welfare	2.78	3.82	3.52	3.64
iv	-Employer Cont. to ESI	13.11	10.94	9.04	5.21
v	-Employer Cont. to EPF	36.60	16.76	12.32	15.25
vi	-Other Benefits to Employees	7.30	2.88	7.62	-
vii	-Provision for Gratuity	9.69	10.74	5.18	0.98
		763.09	**613.64**	**528.71**	**293.20**
23.2	**Finance Cost**				

I	Bank charges/ Finance Charges	0.08	4.87	1.22	1.87
II	Loan Processing Fees	5.70	2.00	-	1.50
III	Interest to others	19.32	19.88	17.81	49.41
IV	Interest to Bank and NBFC	202.04	137.00	114.84	108.03
		227.14	163.75	133.86	160.81
23.3	**Depreciation** (as per annexture-1)	292.88	253.19	269.49	304.50
23.4	**Other Expenses**				
I	Consumable Store	50.86	14.68	12.66	14.00
II	Electricity Expenses	1,113.31	889.36	926.47	744.08
III	Packaging & Forwarding	113.75	121.02	176.76	72.96
IV	Printing & Stationery	1.80	1.26	1.10	0.89
V	Insurance	9.21	7.79	10.91	7.07
VI	Postage & Couriers	2.01	1.24	1.33	0.80
VII	Telephone & Mobiles	-	0.62	0.70	0.68
VIII	Rate, Fees & Taxes	5.45	2.80	2.62	1.55
IX	Brokerage & Commission	14.36	69.80	60.03	9.86
X	**Repair & Maintenance**				
XI	-Machines & Building	16.05	62.49	105.73	48.55
XII	-Others	7.44	5.73	22.22	22.16
XIII	Legal & Professional Consultancy Charges	7.27	5.83	3.98	3.08
XIV	General Expenses	1.80	2.32	0.84	1.37
XV	Auditors Remuneration	2.50	1.50	1.50	1.25
XVI	Freight Expenses	202.42	118.93	133.52	72.42
XVII	Additional Sales Tax	-	1.17	-	0.68
XVIII	Festival Expenses	4.81	3.99	1.73	1.04
XIX	Rebate and discount	5.28	3.70	8.58	5.45
XX	Tour & Travelling Expense	1.94	1.77	0.69	0.33
XXI	Labour Transportation Expenses	30.58	26.35	27.30	18.46
XXII	Sales Promotion Charges	-	0.13	0.24	4.14
XXIII	Loading/Unloading Charges/ weightment charges	9.81	1.16	1.38	0.33
XXIV	Vehicle running exp.	18.40	5.26	5.83	4.69
XXVI	Rent Expenses	2.40	2.40	2.40	2.40
XXVII	ATS Expenses	3.95	3.91	4.04	3.30
XXVIII	Office Expenses	1.87	1.58	1.31	4.29
XXIX	Job work charges	408.42	67.48	54.50	60.71
XXX	Bad Debts	-	-	14.22	52.52
XXXI	Membership Fees	2.02	2.86	-	-
XXXII	Loss on Sale of RODTEP License	-	4.08	-	-
XXXIII	Foreign Exchange Fluctuation Loss	0.52	4.69	2.37	-
XXXIV	Non Recoverable Balance	-	-	-	25.20

	Written off				
XXXV	Directors Sitting Fees	0.80	-	-	-
	TOTAL	2,039.04	1,435.90	1,584.96	1,184.27

NOTE 24. Segment Reporting

The Company's main business is Manufacturing and trading of Cotton Yarn/Fabric and the company does not have more than one reportable segment in terms of As-17 issued by the Institute of Chartered Accountants of India.

NOTE 25. Basic and Diluted Earning per share:

For the purpose of calculation of basic and Diluted earning per share of following amounts have been considered.

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Profit attributable to the equity share holder	331.35	28.74	155.55	68.20
Weighted Average Number of equity share-outstanding during the year	9784930	978493	978493	978493
Basic/diluted EPS	3.39	2.94	15.90	6.97
Restated				
Restated Weighted Avg. Number of Equity Shares - outstanding during the year	9784930	9784930	9784930	9784930
Restated Basic/diluted EPS	3.39	0.29	1.59	0.70

NOTE 26. Micro, small and Medium Enterprises:

Balance outstanding to Micro and Small Enterprises registered under MSME Act 2006 has been shown on the basis of details of creditors as micro and small enterprises received and confirmed by the company.

NOTE 27. Income/Expenditure Received/Paid in Foreign Currency (Converted in INR):

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Foreign Currency Income Received	200.08	724.78	64.67	468.89
Foreign Currency expenses Paid	1.89	7.81	-	1.66

NOTE 28. Disclosure Related to Gratuity

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Service Cost	10.73	9.76	6.96	7.95
Interest Cost	2.59	1.93	1.38	1.27
Actuarial	(3.63)	(0.95)	(3.16)	(8.25)
Recognized through Profit and loss account	9.69	10.74	5.18	0.98

Opening Balance of Gratuity

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Current Benefit Obligation	1.75	0.46	0.34	0.78

Non- Current Benefit Obligation	28.99	20.65	15.97	14.56
Total	**30.74**	**21.11**	**16.32**	**15.34**
Less: Gratuity Paid	4.44	1.11	0.38	-
Recognition through Profit and Loss Account	9.69	10.74	5.18	0.98
Total	**35.99**	**30.74**	**21.11**	**16.32**
Closing bal. of Gratuity:				
Current Benefit Obligation	1.57	1.75	0.46	0.34
Non- Current Benefit Obligation	34.42	28.99	20.65	15.97
Total	**35.99**	**30.74**	**21.11**	**16.32**

NOTE 29. Contingent Liabilities and Commitments

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
(i) Guarantees to Custom office by issuing Bank guarantee vis-à-vis deposits with bank	1.09	17.60	17.60	17.60
(ii) Income Tax Demands*	1.51	1.51	0.41	0.41
(iii) Corporate Guarantee for Loan taken by Avi Asnh Enterprises Private Limited	2,103.13	2,218.33	1,832.33	1,688.33

* Appeal against demand of Rs. 84,370 for AY 2022-23 has been filled
* Grievances has been submited for demand of Rs. 41,350 for AY 2018-19.

NOTE 30. Related Party Disclosures

(a) Related Parties

S. NO.	Name of the Person / Entity	Nature of Relationship
1	Anil Kumar Jain	Director
2	Geeta Jain	Director
3	Avi Jain	Director's Relative
4	Ansh Jain	Director's Relative
5	Akanksha Jain	Director's Relative
6	Aanchal Jain	Director's Relative
7.	Avi Ansh Enterprises Pvt Ltd	Company in which director uses significant influence
8.	S J Metals Private Limited	Company in which director uses significant influence
9.	Arihant yarn Fab Pvt Ltd	Company in which director uses significant influence
10.	Hi Choice Real Estate Pvt Ltd	Company in which director uses significant influence
11.	G A Alloys Pvt Ltd	Company in which director uses significant influence

(b) Transactions with Related Party

(INR in Lakhs)

S. No.	Name	Nature of Transactions	31-03-2024	31-03-2023	31-03-2022	31-03-2021
1	Anil Kumar Jain	Rent Expenses	2.40	2.40	2.40	2.40
2	Avi Jain	Salary	24.00	24.00	24.00	14.40
3	Ansh Jain	Salary	24.00	24.00	24.00	14.40
4	Akanksha Jain	Salary	19.00	18.00	18.00	3.60

5	Aanchal Jain	Salary	18.00	18.00	11.39	-
6	Arihant Yarn Fab Private Limited	Interest	2.85	2.62	2.44	1.76
7	S J Metals Private Limited	Interest	1.67	1.49	1.41	1.04
8	Hi Choice Real Estate Private Limited	Interest	13.64	11.30	8.99	7.70
9	G A Alloys Private Limited	Interest	0.58	0.35	-	-
10	Avi Ansh Enterprises Private Limited	Purchase	743.82	53.38	51.17	2.98
11	Avi Ansh Enterprises Private Limited	Sales	2,066.42	1,357.04	1,367.46	112.48
12	Anil Kumar Jain	Director Remuneration	10.00	-	-	-
13	Geeta jain	Directors sitting Fees	0.60	-	-	-

(c) Loan from Related Parties

(INR in Lakhs)

Name	31-03-2024	31-03-2023	31-03-2022	31-03-2021
Anil Kumar Jain	138.06	138.10	226.15	319.40
Geeta Jain	196.15	194.12	193.12	259.62
Ansh Jain	144.27	151.88	224.22	181.47
Avi Jain	384.60	358.10	229.44	141.94
Arihant Yarn Fab Pvt Ltd	38.34	36.42	32.10	30.50
G A Alloys Pvt Ltd	7.77	7.65	4.00	-
SJ Metal Pvt Ltd	22.55	21.64	17.96	17.59
HI Choice Real Estate	197.05	162.52	130.35	95.75
Aanchal jain	7.50	-	-	-

NOTE 31. Ratios

Particulars	Numerator	Denominator	31-03-2024	31-03-2023	31-03-2022	31-03-2021
Current Ratio	**Current Assets**	**Current Liability**	1.26	1.31	1.54	1.23
Debt-Equity Ratio	**Debt**	**Equity**	2.82	2.54	2.16	3.14
Return on Equity Ratio (%-ge)	**Net Income**	**Equity**	20.88	2.29	12.65	6.34
Inventory turnover ratio	**COGS**	**Average Stock**	5.07	7.06	7.22	4.58
Trade Receivables turnover ratio	**Net Credit sales**	**Average Account Receivable**	17.49	27.42	20.94	8.19

Debt Service Coverage Ratio (%-ge)	**Net Operating Income**	**Interest + Principal***	2.87	1.78	2.97	2.49
Trade payables turnover ratio	**Net Credit Purchase**	**Average Account Payable**	114.13	73.80	61.51	39.69
Net profit ratio (%-ge)	**Net Profit**	**Total Sales**	2.34	0.24	1.30	0.94
Return on Capital employed (%-ge)	**EBITD**	**Capital Employed**	15.88	10.24	15.92	12.54
Return on investment	**Net Return on Investment**	**Average Investment**	-	-	-	-

*Interest means Finance cost and Principal includes only Principal repaid on term loans.

NOTE 32. Auditor Remuneration

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Auditor Remuneration	2.50	1.50	1.50	1.25
Other	0.58	0.78	0.42	0.80
Total	**3.08**	**2.28**	**1.92**	**2.05**

NOTE 33. 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. As the Company is in process of Listing on SME Exchange therefore Ind-As are not applicable.

NOTE 34. Lease and Rental Expenses

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Office Rent	2.40	2.40	2.40	2.40
ATS Rent	2.22	2.11	1.91	1.85
Total	**4.62**	**4.51**	**4.31**	**4.25**

NOTE 35. CSR Disclosure

Since condition of section 135(5) of company Act, 2013 is not applicable to the company hence this clause is not applicable.

NOTE 36. Details of Secured & Unsecured Loans as of 31 March, 2024 **- as per Attached Annexure-D**

NOTE 37. Adjustments made in Restated Standalone Financial Statements

Reconciliation of Profit

(INR in Lakhs)

	As at			
Particulars	**31-03-2024**	**31-03-2023**	**31-03-2022**	**31-03-2021**
Net Profit after Tax as per Audited accounts but-before adjustments for Restated Accounts	331.35	26.01	159.74	70.68
Provision for Income Tax	-	(0.13)	-	(2.51)
Provision for deferred Tax	-	2.86	(4.19)	0.04
Net Profit after tax as per re-stated financials	331.35	28.74	155.55	68.20

Reconciliation of Equity (Share Capital + Reserve and Surplus)

(INR in Lakhs)

Particulars	As at			
	31-03-2024	31-03-2023	31-03-2022	31-03-2021
Equity As per Audited Accounts	1,588.52	1,258.16	1,233.77	1,080.19
Income Tax Adjustments	-	(0.13)	-	(2.51)
Deferred Tax Adjustments	(1.29)	(1.29)	(4.15)	0.04
Written-off Preliminary Expenses	-	-	-	(1.38)
Equity as per re-stated financials	1,587.23	1,256.74	1,229.62	1,076.34

NOTE 38. Tax Shelters

(INR in Lakhs)

	Particulars	As at			
		31-03-2024	31-03-2023	31-03-2022	31-03-2021
A	Profit Before Tax	443.65	38.60	215.83	92.72
B	Tax Rate*	25.17%	25.17%	27.82%	27.82%
C	Tax Impact (A*B)	111.66	9.72	60.04	25.80
	Adjustments:				
D	**Permanent Difference**				
	Disallowance under section 36	-	-	1.47	3.62
	Other Disallowances under section 37	2.58	0.58	-	-
	Total Permanent Difference	**2.58**	**0.58**	**1.47**	**3.62**
E	**Timing Difference**				
	Difference between Provision for Gratuity and Gratuity Paid	5.25	9.63	4.80	0.98
	Difference between tax depreciation and book depreciation	9.70	15.81	(11.38)	24.96
	Total Timing Difference	**14.95**	**25.44**	**(6.59)**	**25.94**
F	**Brought Forward Depreciation Set off**	-	-	-	10.68
G	**Net Adjustment (G+E-F)**	17.53	26.02	(5.12)	18.88
H	**Tax Expenses/ (Saving) thereon (G*B)**	4.41	6.55	(1.42)	5.25
I	**Total Tax Expenses (C+H)**	116.07	16.27	58.62	31.05
J	**Tax Credit under MAT 115JAA**	N.A.	N.A	17.10	16.43

*Note: Financial year 2022-23 onwards company opt section 115BAA having average tax rate of 25.168%.

NOTE 39. OTHER FINANCIAL INFORMATION

(INR in Lakhs)

Ratios	31-March-2024	31-March-2023	31-March-2022	31-March-2021
Restated Profit after Tax	331.35	28.74	155.55	68.20
EBIDTA (Refer Note-1)	963.68	455.54	619.17	558.04
Weighted Average Number of Equity Shares(Refer Note-4)	9784930	9784930	9784930	9784930
Face value of shares(Refer Note-4	10	10	10	10
Net worth (Refer Note-2)	1,587.22	1,256.74	1,229.62	1,076.34
Current Assets	4,349.17	2,603.07	2,491.08	2,805.76

Current Liability	3,444.38	1,991.93	1,617.84	2,276.95
Restated Basic and Diluted EPS	3.39	0.29	1.59	0.70
Current Ratio	1.26	1.31	1.54	1.23
Return on Net worth (Refer Note-3)	20.88%	2.29%	12.65%	6.34%
Net Assets Per share	16.22	12.84	12.57	11.00

Note-1 EBITDA= Profit After Tax+ Tax+ Depreciation+ Finance cost

Note-2 Net Worth = Equity Share Capital + Security Premium + Profit and Loss Account Balance-Miscellaneous Expenses

Note-3 Return on Net worth = Profit after Tax/Net Worth*100

Note-4 In the reporting period Company Splits its Equity shares of Rs 100 each to Rs 10 each. Hence for uniformity of the Information, we have shown splitted

NOTE 40. Capitalisation Statement as on March 31st, 2024

(INR in Lakhs)

Particulars	**Pre Issue**	**Post Issue**
Short Term Debt	3,024.59	*
Long Term Debt	1,456.61	*
Total Debts	**3,438.01**	*
Share Holder Fund		
Equity Share Capital	978.49	*
Reserve and Surplus	608.73	*
Total Shareholder Fund	1,587.22	
Long Term Debts/Share Holders Funds	0.92	*
Total Debts/Share Holders funds	2.17	*

*** the corresponding post issue figure not determinable as Public issue pending for publication.**

As per our report of even date
For Kuldeep Sharma & Associates
(FRN:024838N)

(Kuldeep Sharma)
(M.No: 084073)

Date:03-09-2024
Place: New Delhi
UDIN: 24084073BKEMBS7077

Anil Kumar Jain
(Managing Director)
(DIN: 00150070)

Avi Jain
(CEO)

Geeta Jain
(Director)
(DIN: 00153074)

Akanksha Jain
(Chief Financial Officer)

Isha
(Company Secretary)

ANNEXURE-D

A. SECURED LOANS

Name OF Lender	Loan/Agreement A/C No. Ref. No.	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2024 (Rs. In Lakhs)
IndusInd Bank	570000004882	Term Loan	149.33	EBLR +1%, subject to to max 9.25% p.a	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable in 48 installments. In First 12 installments only interest charged shall paid after that 36 EMI of Rs. 4.15 lakh plus interest charged	16.59
IndusInd Bank	589000002725	Term Loan	273.00	EBLR +1%, subject to to max 9.25% p.a	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable in 60 instalments. In First 24 instalments only interest charged will paid after that 36 EMI will paid for amount of Principal Rs 7.58 lakhs plus interest charged thereon.	257.83
Sundaram Finance	T119900043	Vehicle Loan	16.00	10.22% p.a	Hypothecation of Vehicle	Repayable in 60 instalments of Rs 33720 each	13.80
IndusInd Bank	518003417928	Term Loan	200.00	Floating Rate of CD-Six Month+1 .26% p.a currently 8.60%	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable in 60 instalments for an amount of Principal Rs 3.33 lakhs plus interest charged thereon.	190.00
IndusInd Bank	adhoc Loan	Adhoc Loan for 90 days	150.00	Floating rate of CD-Six months - CC/OD + 0.86%	Secured against stock pledge with Nominated approved PWH/CWC/SWC/3rd Private party Warehouse/Godown	Repayable in 90 days from the date of disbursement.	150.00

				presently 8.80% p.a. at monthly rest			
IndusInd Bank	814014054870	Cash Credit against Pledge of Stock	1000.00	6 month CD rate 6.75%+1 .91%	Secured against stock pledge with Nominated approved PWH/CWC/SWC/3rd Private party Warehouse/Godown	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	786.70
IndusInd Bank	650014098133	Cash Credit	2000.00	Floating Rate of CD-Six Month+1 .26% p.a currently 8.60%	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	1929.98

B. UNSECURED LOANS

Name of Lender	Loan/ Agreement A/c No./Ref.No	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Re-payment Schedule	31-03-2024 (Rs. In Lakhs)
S J Metals Pvt Ltd	-	Business Loan #	-	8% p.a	-	22.55
High Choice Real Estate Pvt Ltd	-	Business Loan #	-	8% p.a	-	197.05
G A Alloys Pvt Ltd	-	Business Loan #	-	8% p.a	-	7.77
Arihant Yarn Fab Pvt Ltd	-	Business Loan #	-	8% p.a	-	38.34
Anil Kumar Jain	-	Business Loan ##	-	Loan not bearing any Interest Rate	-	138.06
Geeta Jain	-	Business Loan ##		Loan not bearing any Interest Rate	-	196.15
Avi Jain	-	Business Loan ##	-	Loan not bearing any Interest Rate	-	384.6
Ansh Jain	-	Business Loan ##		Loan not bearing any Interest Rate	-	144.27
Aanchal Jain	-	Business Loan	-	Loan not	-	7.5

		##		bearing any Interest Rate		

Un-secured Business loan given by above companies bearing Interest rate of 8.00% p.a. Such are taken without any preconditions attached towards repayments.

Unsecured Loans from Directors and their relatives are interest free and all are taken without any preconditions attached towards repayments.

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CONSOLIDATED DEPRECIATION

(INR IN LAKHS)

	GROSS FIXED ASSET				DEPRICIATION				NET BLOCK	
Name of Assets	**Cost as on 01.04.2023**	**Addition for the Year**	**Adjustment for the Year**	**Total Assets as on 31.03.2024**	**Dep. Till 01.04.2023**	**During the period**	**Sale Adj.**	**Total 31.03.2024**	**WDV as on 31.03.2024**	**WDV as on 31.03.2023**
Delhi Branch										
Vehicle	20.03	-	-	20.03	16.82	1.00	-	17.82	2.21	3.21
Office Equipments	1.71	-	-	1.71	0.97	0.19	-	1.16	0.55	0.74
Total (Delhi Branch - A)	**21.74**		**-**	**21.74**	**17.79**	**1.19**	**-**	**18.99**	**2.75**	**3.95**
Punjab Branch										
Factory Land	63.26	-	-	63.26	-	-	-	-	63.26	63.26
Factory Building	912.00	340.44	-	1,252.44	439.92	49.30	-	489.23	763.21	472.07
Furnitures and Fixtures	121.25	126.42	-	247.67	91.55	14.16	-	105.71	141.97	29.71
Office Equipments	31.00	0.46	-	31.46	17.04	2.60	-	19.64	11.82	13.96
Plant and Machinery	2,735.73	326.34	16.10	3,045.97	1,798.71	220.53	-	2,019.24	1,026.73	937.02
Software	0.53	-	-	0.53	0.50	-	-	0.50	0.03	0.03
Computers & Peripherals	2.86	0.92	-	3.78	2.61	0.27	-	2.88	0.90	0.26
Vehicle	9.71	17.64	-	27.35	7.85	4.81	-	12.66	14.69	1.86
Trademark and Logo	-	0.27	-	0.27	-	0.01	-	0.01	0.26	-
Total (Punjab Branch - B)	**3,876.34**	**812.49**	**16.10**	**4,672.73**	**2,358.19**	**291.69**	**-**	**2,649.87**	**2,022.85**	**1,518.16**
Total (A+B)	**3,898.08**	**812.49**	**16.10**	**4,694.47**	**2,375.98**	**292.88**	**-**	**2,668.86**	**2,025.61**	**1,522.11**

(INR in Lakhs)

	GROSS FIXED ASSET				DEPRICIATION				NET BLOCK	
Name of Assets	**Cost as on 01.04.2022**	**Addition for the Year**	**Adjustment for the Year**	**Total Assets as on 31.03.2023**	**Dep. Till 01.04.2022**	**During the period**	**Sale Adj.**	**Total 31.03.2023**	**WDV as on 31.03.2023**	**WDV as on 31.03.2022**
Delhi Branch										
Vehicle	20.03	-	-	20.03	15.36	1.46	-	16.82	3.21	4.67
Office Equipments	1.71	-	-	1.71	0.72	0.26	-	0.97	0.74	0.99
Total (Delhi Branch - A)	**21.74**	**-**	**-**	**21.74**	**16.08**	**1.72**	**-**	**17.79**	**3.95**	**5.66**
Punjab Branch										
Factory Land	63.26	-	-	63.26	-	-	-	-	63.26	63.26
Factory Building	909.97	2.03	-	912.00	390.99	48.93	-	439.92	472.07	518.97
Furnitures and Fixtures	120.84	0.41	-	121.25	81.72	9.83	-	91.55	29.71	39.13
Office Equipments	30.83	0.17	-	31.00	13.89	3.16	-	17.04	13.96	16.94
Plant and Machinery	2,585.73	162.30	12.30	2,735.73	1,610.23	188.48	-	1,798.71	937.02	975.51
Software	0.53	-	-	0.53	0.42	0.08	-	0.50	0.03	0.10
Computers & Peripherals	2.86	-	-	2.86	2.28	0.33	-	2.61	0.26	0.59
Vehicle	9.71	-	-	9.71	7.19	0.66	-	7.85	1.86	2.52
Total (Punjab Branch - B)	**3,723.73**	**164.91**	**12.30**	**3,876.34**	**2,106.71**	**251.47**	**-**	**2,358.19**	**1,518.16**	**1,617.02**
Total (A+B)	**3,745.47**	**164.91**	**12.30**	**3,898.08**	**2,122.79**	**253.19**	**-**	**2,375.98**	**1,522.11**	**1,622.68**

(INR in Lakhs)

	GROSS FIXED ASSET				DEPRICIATION				NET BLOCK	
Name of Assets	**Cost as on 01.04.2021**	**Addition for the Year**	**Adjustment for the Year**	**Total Assets as on 31.03.2022**	**Dep. Till 01.04.2021**	**During the period**	**Sale Adj.**	**Total 31.03.2022**	**WDV as on 31.03.2022**	**WDV as on 31.03.2021**
Delhi Branch										
Vehicle	20.03	-	-	20.03	13.24	2.12	-	15.36	4.67	6.79
Office Equipments	1.71	-	-	1.71	0.37	0.35	-	0.72	0.99	1.34
Total (Delhi Branch - A)	**21.74**	**-**	**-**	**21.74**	**13.61**	**2.47**	**-**	**16.08**	**5.66**	**8.13**
Punjab Branch										
Factory Land	63.26	-	-	63.26	-	-	-	-	63.26	63.26
Factory Building	908.97	1.00	-	909.97	337.13	53.86	-	390.99	518.97	571.84
Furnitures and Fixtures	120.26	0.58	-	120.84	68.62	13.10	-	81.72	39.13	51.64
Office Equipments	29.77	1.06	-	30.83	10.16	3.73	-	13.89	16.94	19.61
Plant and Machinery	2,453.63	132.11	-	2,585.73	1,414.82	195.41	-	1,610.23	975.51	1,038.81
Software	0.35	0.18	-	0.53	0.32	0.10	-	0.42	0.10	0.03
Computers & Peripherals	2.42	0.45	-	2.86	2.09	0.19	-	2.28	0.59	0.33
Vehicle	9.31	0.40	-	9.71	6.93	0.63	0.37	7.19	2.52	2.39
Total (Punjab Branch - B)	**3,587.96**	**135.77**	**-**	**3,723.73**	**1,840.06**	**267.02**	**0.37**	**2,106.71**	**1,617.02**	**1,747.90**
Total (A+B)	**3,609.70**	**135.77**	**-**	**3,745.47**	**1,853.67**	**269.49**	**0.37**	**2,122.79**	**1,622.68**	**1,756.03**

(INR in Lakhs)

	GROSS FIXED ASSET				DEPRICIATION				NET BLOCK	
Name of Assets	**Cost as on 01.04.2020**	**Addition for the Year**	**Adjustment for the Year**	**Total Assets as on 31.03.2021**	**Dep. Till 01.04.2020**	**During the period**	**Sale Adj.**	**Total 31.03.2021**	**WDV as on 31.03.2021**	**WDV as on 31.03.2020**
Delhi Branch										
Vehicle	20.03	-	-	20.03	10.16	3.08	-	13.24	6.79	9.87
Office Equipments	-	1.71	-	1.71	-	0.37	-	0.37	1.34	-
Total (Delhi Branch - A)	**20.03**	**1.71**	**-**	**21.74**	**10.16**	**3.45**	**-**	**13.61**	**8.13**	**9.87**
Punjab Branch										
Factory Land	63.26	-	-	63.26	-	-	-	-	63.26	63.26
Factory Building	901.45	7.52	-	908.97	278.27	58.86	-	337.13	571.84	623.18
Furnitures and Fixtures	120.00	0.26	-	120.26	51.09	17.52	-	68.62	51.64	3.91
Office Equipments	11.53	18.24	-	29.77	9.22	0.95	-	10.16	19.61	67.24
Plant and Machinery	2,437.37	16.26	-	2,453.63	1,192.20	222.62	-	1,414.82	1,038.81	1,245.24
Software	0.35	-	-	0.35	0.27	0.05	-	0.32	0.03	-
Computers & Peripherals	2.19	0.22	-	2.42	1.87	0.22	-	2.09	0.33	0.40
Vehicle	9.31	-	-	9.31	6.09	0.83	-	6.93	2.39	3.22
Total (Punjab Branch - B)	**3,545.46**	**42.50**	**-**	**3,587.96**	**1,539.01**	**301.05**	**-**	**1,840.06**	**1,747.90**	**2,006.44**
Total (A+B)	**3,565.49**	**44.21**	**-**	**3,609.70**	**1,549.17**	**304.50**	**-**	**1,853.67**	**1,756.03**	**2,016.32**

STATEMENT OF FINANCIAL INDEBTNESS

To,
The Board of directors
Avi Ansh Textile Limited
402, Aggarwal Cyber Plaza-1,
Netaji Subhash Place, Pitampura, Delhi-110034

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Avi Ansh Textile Limited and further explanations and information provided by the management of the company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31, 2024 are mentioned below.

A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOAN AND ASSETS CHARGED AS SECURITY

(INR In Lakhs except percentage)

Name OF Lender	Loan/Agreement A/C No. Ref. No.	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2024 (Rs. In Lakhs)
IndusInd Bank	570000004882	Term Loan	149.33	EBLR +1%, subject to to max 9.25% p.a	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable in 48 installments. In First 12 installments only interest charged will paid after that 36 EMI of Rs. 7.58 lakh will paid	16.59
IndusInd Bank	814014054870	Cash Credit against pledge of Stock	1000.00	6 month CD rate 6.75%+1.91%	Secured against stock pledge with Nominated approved PWH/CWC/SWC/3rd Private party Warehouse/Godown	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	786.70
IndusInd Bank	589000002725	Term Loan	273.00	EBLR +1%, subject to to max 9.25% p.a	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal	Repayable in 60 installments. In First 24 installments only interest charged was paid after that 36 EMI of Rs 4.15	257.83

					Guarantee of Directors and their relatives	lakh are paying	
IndusInd Bank	650014098133	Cash Credit	2000.00	Floating Rate of CD-Six Month+1.26% p.a currently 8.60%	Hypothecation of Movable Fixed Assets, FDR, Cash Deposits, Current Assets for 2488.82 lakhs Company Industrial Land and Building, Residential Land and Building of Directors and Personal Guarantee of Directors and their relatives	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	1929.98
IndusInd Bank	adhoc Loan	Adhoc Loan for 90 days	150.00	Floating rate of CD-Six months - CC/OD + 0.86% presently 8.80% p.a. at monthly rest	Secured against stock pledge with Nominated approved PWH/CWC/SWC/3rd Private party Warehouse/Godown	Repayable in 90 days from the date of disbursement.	150.00
IndusInd Bank	814014054870	Cash Credit against Pledge of Stock	1000.00	6 month CD rate 6.75%+1.91%	Secured against stock pledge with Nominated approved PWH/CWC/SWC/3rd Private party Warehouse/Godown	Repayable on demand subject to review at annual intervals or as may be decided by the bank.	786.70
Sundaram Finance	T119900043	Vehicle Loan	16.00	10.22% p.a	Hypothecation of Vehicle	Repayable in 60 installments of Rs 33720 each	13.80

B. UNSECURED LOANS

(INR in Lakhs)

Name of Lender	Loan/ Agreement A/c No./Ref.No	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Re-payment Schedule	31-12-2023 (Rs. In Lakhs)
S J Metals Pvt Ltd	-	Business Loan #	-	8% p.a	-	22.55
Hi Choice Real Estate Pvt Ltd	-	Business Loan #	-	8% p.a	-	197.05
G A Alloys Pvt Ltd	-	Business Loan #	-	8% p.a	-	7.77
Arihant Yarn Fab Pvt Ltd	-	Business Loan #	-	8% p.a	-	38.34
Anil Kumar Jain	-	Business Loan ##	-	Loan not bearing any Interest Rate	-	138.06

Geeta Jain	-	Business Loan ##		Loan not bearing any Interest Rate	-	196.15
Avi Jain	-	Business Loan ##	-	Loan not bearing any Interest Rate	-	384.60
Ansh Jain	-	Business Loan ##		Loan not bearing any Interest Rate	-	144.27
Aanchal Jain	-	Business Loan ##	-	Loan not bearing any Interest Rate	-	7.50

Un-secured Business loan given by above companies bearing Interest rate of 8.00% p.a. Such are taken without any preconditions attached towards repayments.

Unsecured Loans from Directors and their relatives are interest free and all are taken without any preconditions attached towards repayments.

For Kuldeep Sharma & Associates
Chartered Accountant
FRN: 024838N

Kuldeep Sharma
Proprietor
M. No. 084073
Place: Delhi
Date: 07-09-2024
UDIN:24084073BKEMBZ8046

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 165. You should also read the section titled "Risk Factors" on page 27 and the section titled "Forward Looking Statements" on page 18 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor March 31, 2024 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

OVERVIEW

The company was incorporated by the name of Rajneesh Spinners Private Limited and was engaged in manufacturing and selling of Cotton Yarn. The company commenced operations with a spinning unit having capacity of 6000 Spindles with an annual yarn production of 1460 Metric Ton from Year 2005-2012. Avi Ansh Textile Limited purchase the business of Rajneesh Spinners Private Limited and commenced operations with the previously installed capacity of 6000 Spindles. In 2014 Avi Ansh Textile Limited expanded the installed capacity to 12000 spindles, along with the modernization of the entire spinning unit. Further in year 2018 The company made an expansion of yarn production capacity to 26314 Spindles, leading to an annual yarn production of 4500 Metric Tons.

After attaining its hold over spinning unit the company in year 2022 decided to do vertical integration and further diversified into knitting Sector. The project comes in response to the growing demand and ever-changing tastes as far as fashion is concerned. We use latest technology, quality raw material, lower cost and quick delivery to ensure top quality knitted fabric. Knitting is a process in which the yarn produced through spinning is then converted/knitted into fabric. The company established a full-fledged knitting unit , commencing its operations with 20 knitting machines with an annual capacity of 1800 Metric Tons per annum of different kinds of fabric. Our production facility has capability to produce greige fabrics in various designs such as Single Jersey, RIB , Interlock, Terry , Fleece , Rice Knit, Spun Matte and many more.

Our operations encompass utilization of diverse type of yarns such as cotton yarn, ring yarn, viscose yarn, slub yarn, cotton spandex, polyester spandex, tencel, lyocell etc. which are procured by us from domestic market. In addition to yarn, we also get our greige fabric dyed from the market which are then sold to customers. We outsource the yarn dyeing and greige fabrics finishing process to third parties.

As on date of this prospectus we have a spinning unit of 26314 spindles spread over the area of 5.75 acres along with the knitting unit having 20 knitting machines and Garmenting unit (which was established after March 2024) having 100 Sewing units spread over the area of 1 acre.

We have a strong track record of revenue growth and profitability. The following table sets forth certain key performance indicators for the years indicated:

Key Performance Indicators of our Company

Key Financial Performance	FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21
Revenue From operations	14,138.87	12,070.64	11,951.32	7,256.73
EBIDTA	963.68	455.54	619.17	558.04
EBIDTA Margin	6.82%	3.77%	5.18%	7.68%
PAT	331.35	28.74	155.55	68.20
PAT Margin	2.35%	0.24%	1.30%	0.94%
ROE (%)	20.88%	2.29%	12.65%	6.34%
ROCE (%)	15.88%	10.24%	15.92%	12.54%

Notes:

1. Revenue from operation means revenue from sales and other operating income.
2. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
3. EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
4. PAT is calculated as Profit before tax -Tax Expenses.
5. PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
6. Return on Equity is ratio of Profit after Tax and Shareholder Equity.
7. Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Share holders Fund + Long term borrowing + Short term borrowing

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin(%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin(%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to "Note 1 & 2 of Restated Financial Statements" beginning on page 165 of this Prospectus.

Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 27 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. occurrence of Environmental Problems & Uninsured Losses;
3. Changes in consumer demand;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Our failure to keep pace with rapid changes in technology;
9. Our ability to grow our business;
10. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
11. general economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company's ability to successfully implement its growth strategy and expansion plans;
14. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
15. inability to successfully obtain registrations in a timely manner or at all;

16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. The performance of the financial markets in India and globally;
18. Global distress due to pandemic, war or by any other reason.

Discussion on Results of operation

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 and March 31, 2021.

Particulars	Mar 31, 2024	% of Total Income	Mar 31, 2023	% of Total Income	Mar 31, 2022	% of Total Income	Mar 31, 2021	% of Total Income
Revenue from operations	14,138.87	99.47%	12,070.64	99.35%	11,951.32	99.46%	7,256.73	99.90%
Other income	75.79	0.53%	78.93	0.65%	65.44	0.54%	7.57	0.10%
Total Income	14,214.64	100.00%	12,149.57	100.00%	12,016.76	100.00%	7,264.30	100.00%
Expenses								
Raw Material consumption	11,419.01	80.33%	9,746.06	80.22%	9,241.04	76.90%	5,241.81	72.16%
Change in inventories of finished goods, work in progress and stock in trade	(970.16)	(6.83%)	(101.58)	(0.84%)	42.88	0.36%	(13.01)	(0.18%)
Employee Benefit Expenses	763.09	5.37%	613.64	5.05%	528.71	4.40%	293.20	4.04%
Finance Costs	227.14	1.60%	163.75	1.35%	133.86	1.11%	160.81	2.21%
Depreciation and Amortisation Expenses	292.88	2.06%	253.19	2.08%	269.49	2.24%	304.50	4.19%
Other Expenses	2,039.04	14.34%	1,435.90	11.82%	1,584.96	13.19%	1,184.27	16.30%
Total expenses	13,771	96.88%	12,110.96	99.68%	11,800.93	98.20%	7,171.58	98.72%
Profit/(Loss)Before Exceptional & extraordinary items & Tax	443.65	3.12%	38.60	0.32%	215.83	1.80%	92.72	1.28%
Exceptional and Extraordinary items								
Profit/(Loss)Before Tax	443.65	3.12%	38.60	0.32%	215.83	1.80%	92.72	1.28%
Tax Expense:								
Tax Expense for Current Year	116.07	0.82%	16.27	0.13%	58.62	0.49%	31.05	0.43%
Deferred Tax	(3.76)	(0.03%)	(6.40)	(0.05%)	1.66	0.01%	(6.53)	(0.09%)
Net Current Tax Expenses	112.31	0.79%	9.86	0.08%	60.28	0.50%	24.52	0.34%
Profit/(Loss)for the Year	331.35	2.33%	28.74	0.24%	155.55	1.29%	68.20	0.94%

Revenue from operations:
Revenue from operations mainly consists of sale of Cotton Yarn and both greige and dyed fabrics.

Other Income:
Our other income primarily comprises of discount income, Export Incentives, interest income and other miscellaneous income.

Expenses:
Company's expenses consist of raw material consumption, change in inventories of finished goods, work in progress and Scrapped Goods, Employee benefits expense, Finance costs, Depreciation and amortization and other expenses.

Raw material consumption:
Our Raw Material consumption comprises primarily of Cotton for manufacturing of Cotton Yarn in spinning unit and other then cotton yarn for manufacturing of various fabrics in Knitting unit.

Change in inventories of finished goods, work in progress and Scrapped Goods:
Our changes in the inventory comprises of changes in the finished goods, work in progress and Scrapped Goods.

Employee benefits expense:
Our employee benefits expense primarily comprises of Salary & Wages, Managerial Remuneration and Labour & Staff Welfare Expenses.

Finance Costs:
Our finance cost includes Interest expense and Other Borrowing cost.

Depreciation and Amortization Expenses:
Depreciation includes depreciation on Property, Plant & Equipment's etc.

Other Expenses:
Our other expenses include Manufacturing Expenses such as Electricity expenses, Repair and Maintenance charges, inspection charges, drawing & knotting charges, job work expenses, packing expenses, housekeeping expenses, canteen expenses, printing & stationery, security charges, Transportation charges etc.

Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2023-24 stood at Rs. 14,214.65 Lakhs whereas in Financial Year 2022-23 the same stood at Rs. 12,149.57 Lakhs representing increase of 17%. The main reason of increase in total income was:

- Knitting Division of the company was fully functioning in year ending March 2024 which led to Increase in revenue from 245.38 lakhs in Year ending March 2023 to 3316.12 lakhs in year ending March 2024, represents an increase of 13%. (y-o-y).

Revenue from Operations:

Revenue from Operations for the F.Y. 2023-234 stood at Rs. 14,138.86 Lakhs whereas in F.Y. 2022-23 stood at Rs. 12,070.64 Lakhs representing an increase of 17.13%. The main reason for increase in revenue from operations was:

- Knitting Division of the company was fully functioning in year ending March 2024 which led to Increase in revenue from 245.38 lakhs in Year ending March 2023 to 3316.12 lakhs in year ending March 2024, represents an increase of 13%.(y-o-y).

Other Income:

For F.Y. 2023-24, other income has been slightly decreased to Rs. 75.78 Lakhs as against Rs. 78.93 Lakhs in the Financial Year 2022-23 representing a slight decrease of 4% which is mainly due to decrease in income from Export Incentive due to lesser exports done in year ending March 2024 as compared to March 2023.

Total Expenses:

For F.Y. 2023-24, total expenses has significantly increased to Rs.13770.99 Lakhs from Rs.12,110.96 Lakhs in the financial year 2022-23 representing an increase of 13.71%. Such increase was due to increase in the volume of business operations of the Knitting Division of the Company.

Raw material consumption:

For F.Y. 2023-24, raw material consumption was increased to Rs. 11,419.01 lakhs from Rs. 9,746.06 lakhs in the F.Y. 2022-23 representing an increase of 17.17%. Such increase was due the raw material consumption done in knitting unit of the company which was set up in 4th quarter of Year ending March 2023 and which was fully functioning in Year ending march 2024.

Change in inventories of finished goods, work in progress and stock in trade:

The Change in inventories of finished goods, work in progress and scrapped goods for the financial year ended on March 31, 2024 stood at Rs. (970.16) Lakhs There is significant increase in the inventory of finished goods, work in progress and scrapped goods for financial year 2023-24 as compared to the financial year 2022-23 of Rs. (101.58) Lakhs, due to addition of closing stock of finished goods, work in progress and scrapped goods of Knitting Unit as on March 31, 2024.

Employee benefits expense:

Our Company has incurred employee benefits expenses of Rs.763.09 Lakhs during the financial year 2023-24 as compared to Rs.613.64 Lakhs in the financial year 2022-23, representing an increase of 24.35%. The said increase is due the addition of salaries and wages of the Labour , staff and sub-staff of Knitting unit in year ending March 2024.

Finance Costs:

Finance costs for the F.Y. 2023-24 has increased to Rs.227.14 Lakhs as against Rs.163.75 Lakhs during the financial year 2022-23, representing an increase of 38.71%, which is mainly due to the increase in the CC limit of bank for setting up of knitting unit leading to increase in Interest Expenses.

Depreciation and Amortization Expenses:

Depreciation for F.Y. 2023-24 stood at Rs. 292.88 Lakhs as against Rs. 253.19 Lakhs during the financial year 2022-23, representing an increase of 15.68%, because of addition of fixed assets in year ending March 2024 on account of Knitting Unit of the company, leading to increase in depreciation.

Other Expenses:

For F.Y. 2023-24, other expenses were Rs. 2,039.03 Lakhs as against Rs. 1,435.90 Lakhs during the financial year 2022-23. The significant increase of 42% was mainly due to increase electricity charges , Packing charges and repair and maintenance on account of Knitting unit in Year ending March 2024.

Restated Profit before tax:

For financial year 2023-24, it has significantly increased to Rs. 443.65 Lakhs as compared to Rs. 38.60 Lakhs Lakhs in the financial year 2022-23, representing significant increase of 1049.35% .

Restated profit after tax:

The Company reported Restated Profit after tax for the financial year 2023-24 at Rs.331.34 Lakhs in comparison to Rs.28.74 Lakhs in the financial year 2022-23, representing a significant increase of 1052.89% due to below mentioned reasons:-

1. This was so because the company introduced the new segment of knitting and added 20 knitting machines in its shed area. This comes under part of the strategic decision of the company to vertically integrate itself and enter into the value added items to improve the profitability of the company.
2. The company gained profits from the knitting division as it generated revenue of 33.16Cr during year ending March 2024. With in house spinning and knitting the company saved the costs of packing, freight, logistics and other overhead costs, as well as the dealer's commission of 2.5% which is there in spinning Unit. Also the lead time gets reduced in the knitting division as the yarn is continuously available from the spinning division which led to the higher profitability of the company.
3. The company is not only providing greige fabric but also dyed fabric to the customer. In Knitting division the company has tie ups with the dyeing vendors, with dyed fabrics comes added responsibility and hence the margins are higher in

dyed fabrics. Since, The Process of knitting and dyeing usually takes 30-45 days, hence the knitted fabric stock of around one month stays in the transit with the company. With each vertical integration from yarn procurement to dyeing the company is earning profits on each process. Thus the cumulative profits of each process leads to higher profitability in the fabric division.

4. During the year ending March 2024, the raw cotton prices declined further by ~25% compared to average raw cotton prices in FY 2023, on account of a weak operating environment. Due to this the margins have improved in cotton yarn manufacturing as compared to previous year. During the year ending march 2024 the cotton prices remained competitive with international cotton prices, hence the import duty does not stand any significant importance even though import duty remains in effect during the stub period.
5. Further, the new Crop of Raw cotton comes in the period of September and it is company's strategy to stock the cotton for 2-3 month as the fresh cotton crop is of premium quality as well as the cheapest during this time. This leads to the enhancement of the profit margin in production of cotton yarn as the cotton prices shoot up during the last three months of the cotton season(jul-sep).

Comparison of Financial Year 2023 with Financial Year 2022 (Based on Restated Financial Statements

Total Income:
Total income for the financial year 2022-23 stood at Rs. 12,149.57 Lakhs whereas in Financial Year 2021-22 the same stood at Rs. 12,016.76 Lakhs representing increase of 1.11%. The main reason of increase in total income was:

► Increase in revenue from Local Sale of Both Yarn and Fabric from Rs. 11,951.32 lakhs in FY 2021-22 to Rs. 12,070.64 lakhs in F.Y. 2022-23, representing an increase of 1% (y-o-y)

Revenue from Operations:
Revenue from Operations for the F.Y. 2022-23 stood at Rs. 12,070.64 Lakhs whereas in F.Y. 2021-22 the same stood at Rs. 11,951.32 Lakhs representing an increase of 1%. The main reason for increase in revenue from operations were:

► Increase in revenue from Local Sale of Both Yarn and Fabric from Rs. 11,951.32 lakhs in FY 2021-22 to Rs. 12,070.64 lakhs in F.Y. 2022-23, representing an increase of 1% (y-o-y).

Other Income:
For F.Y. 2022-23, other income has been increased to Rs. 78.93 Lakhs as against Rs. 65.44 Lakhs in the Financial Year 2021-22 representing an increase of 21% which is mainly due to increase in income from Export Incentive and Interest income.

Total Expenses:
For F.Y. 2022-23, total expenses has significantly increased to Rs.12,110.96 Lakhs from Rs.11,800.93 Lakhs in the financial year 2021-22 representing an increase of 2.63%. Such increase was due to increase in the volume of business operations of the Company.

Raw material consumption:
For F.Y. 2022-23, raw material consumption was increased to Rs. 9,746.06 lakhs from Rs. 9,241.04 lakhs in the F.Y. 2021-22 representing an increase of 5.47%. Such increase was due to increase in Cost price raw material cotton from F.Y. 2021.22.

Change in inventories of finished goods, work in progress and stock in trade:
The Change in inventories of finished goods, work in progress and scrapped goods for the financial year ended on March 31, 2023 stood at Rs. (101.58) Lakhs There is increase in the inventory of finished goods, work in progress and scrapped goods for financial year 2022-23 as compared to the financial year 2021-22 of Rs. 42.88 Lakhs, due to increase in closing stock of finished goods, work in progress and scrapped goods as on March 31, 2023.

Employee benefits expense:
Our Company has incurred employee benefits expenses of Rs.613.64 Lakhs during the financial year 2022-23 as compared to Rs. 528.71 Lakhs in the financial year 2021-22, representing an increase of 16.07%. The said increase is due the increase in salaries and wages.

Finance costs:
Finance costs for the F.Y. 2022-23 has increased to Rs.163.75 Lakhs as against Rs. 133.86 Lakhs during the financial year 2021-22, representing an increase of 22.33%, which is mainly due to the increase in Interest Expenses.

Depreciation and Amortization Expenses:
Depreciation for F.Y. 2022-23 stood at Rs. 253.19 Lakhs as against 269.49 Lakhs during the financial year 2021-22, representing a decrease of 6.05%, since the company follows WDV method of accounting policy.

Other Expenses:
For F.Y. 2022-23, other expenses were Rs. 1,435.90 Lakhs as against Rs. 1,584.96 Lakhs during the financial year 2021-22. The decrease of 9.40% was mainly due to decrease in repair and maintenance and electricity rebate.

Restated Profit/ (Loss) before tax:

For financial year 2022-23, it has decreased to Rs. 38.60 Lakhs as compared to Rs. 215.83 Lakhs in the financial year 2021-22, representing a decrease of 82.11% majorly due to:- -

- The consumption of cotton raw material of the company has increased from Rs. 9,241.04 in F.Y. 2021-22 to Rs. 9,746.06 in F.Y. 2022- 23. Due to strained market conditions, the cost price of our raw material Cotton has increased by 34% in F.Y. 2022-23 as compared to F.Y 2021- 2022 and the prices of our finished product Yarn does not increase proportionately in FY 2022-23. This was a normal phenomena in FY 2022-23 of our Cotton Industry.

Restated Profit/ (Loss) after tax:

The Company reported Restated Profit after tax for the financial year 2022-23 at Rs.28.74 Lakhs in comparison to Rs. 155.55 Lakhs in the financial year 2021-22, representing a decrease of 81.52% majorly due to:- -

- In FY 2022-23 overall demand of cotton yarn across the world got deeply affected due to Russia- Ukraine ,high inflation and recessionary pressures in developed economies, such as the USA and the European Union. India's cotton yarn exports have a significant impact on India's Cotton Yarn production & prices, accounting for around 25-35% of the total production but due to the decline in exports the pressure mounted on the domestic market and led to decrease in the cotton yarn prices speedily. Parallelly Indian raw cotton prices which had largely remained at par or lower than international raw cotton prices in past, were at 20-25% higher than international prices in FY22-23 resulting in decline in the competitiveness of Indian spinners amidst restrictions on raw cotton import. The raw cotton prices remained firm on higher prices and mills were not able to import raw cotton from other countries as Indian Government had imposed 11% import duty on raw cotton . Entire textile industry was impacted by these major fluctuation. Due to the increase in Raw cotton prices our profit margin were reduced during the FY 2022-23. Further, although the raw cotton was cheaper internationally, we were not able to procure raw cotton at cheaper price due to the import duty imposed on Raw cotton during that period.
- Also the entire cotton Yarn Mills were having the same impact on there profit as Avi Ansh Textile Limited , hereby stating some of our peers name for reference **DCM Nouvelle Limited, Sutlej Textiles and industries Limited, Ginni Filaments Limited** and more.

Because of the above stated reason In Year 2022-23 the company experienced major dip in the profitability , as the company was producing finished goods from highly priced raw material.

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Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)

Total Income:
Total income for the financial year 2021-22 stood at Rs. 12,016.76 Lakhs as compared to Rs.7,264.30 Lakhs in Financial Year 2020- 21 representing a significant increase of 65.42% which was on account of below reasons:-

► Increase in revenue from export of goods from Rs. 197.21 lakhs in FY 2020-21 to Rs. 978.29 lakhs in F.Y. 2021-22, representing an increase of 396% (y-o-y)
► Increase in revenue from local sales from Rs. 8,576.04 lakhs in F.Y. 2020-21 to Rs. 10,973.02 lakhs in F.Y. 2021- 22, representing an increase of 28% (y-o-y)

Revenue from Operations:

During the financial year 2021-22 the revenue from operation of our Company increased to Rs. 11,951.32Lakhs as against Rs.7,256.73 lakhs in the Financial Year 2020-21, representing a significant increase of 64.69% which was on account of below reasons:-

► Increase in revenue from export of goods from Rs. 197.21 lakhs in FY 2020-21 to Rs. 978.29 lakhs in F.Y. 2021-22, representing an increase of 396% (y-o-y)

► Increase in revenue from local sales from Rs. 8,576.04 lakhs in F.Y. 2020-21 to Rs. 10,973.02 lakhs in F.Y. 2021- 22, representing an increase of 28% (y-o-y)

Other Income:

During the F.Y. 2021-22, the other income of our Company has significantly increased to Rs.65.44 Lakhs as against Rs.7.57 lakhs in the Financial Year 2020-21 representing an increase of 764.46% which mainly due to increase in discount income and export incentives.

Total Expenses:

The Total Expenses for the financial year 2021-22 increased to Rs. 11,800.93 Lakhs from Rs. 7,171.58 lakhs in the Financial Year 2020-21 representing a significant increase of 64.55%. Such increase was due to increase in the volume of business operations of the company as the company established the new knitting unit during this year.

Raw material consumption:

The Raw material consumption for the financial year 2021-22 stood Rs.9,241.04 Lakhs against Rs.5,241.81 Lakhs in the Financial Year 2020-21 representing a significant increase of 76.29%. Such increase was due to increase in business operations of the company as the company established the new knitting unit during this year.

Change in inventories of finished goods, work in progress and scrapped goods:

The Change in inventories of finished goods, work in progress and stock in trade for financial year 2021-22 Rs.42.88 Lakhs has been increased as compared to the financial year 2020-21 of Rs.(13.01) Lakhs was due to decrease in closing stock of finished goods and scrapped goods as on March 31, 2022.

Employee benefits expense:

Our Company has incurred Rs.528.71 Lakhs as Employee benefits expense during the financial year 2021-22 as compared to Rs.293.20 Lakhs in the financial year 2020-21 representing a significant increase of 80.33%, which was on account of increase in salary and wages.

Finance costs:

These costs for the financial Year 2021-22 decreased to Rs. 133.86 Lakhs as against Rs.160.81 Lakhs during the financial year 2020-21, representing a decrease of 16.76% which was due to decrease in interest on loan from others.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2021-22 stood at Rs.269.49 Lakhs as against Rs.304.50 Lakhs during the financial year 2020-21, representing a decrease of 11.50%, since the company follows WDV method of accounting policy.

Other Expenses:

Our Company has incurred Rs.1,584.96 Lakhs during the Financial Year 2021-22 on other expenses as against Rs.1,184.27 Lakhs during the financial year 2020-21 representing increase of 33.83% due to increase in Packing Charges, Job work Charges, Repair and Maintenance and Electricity charges.

Restated Profit/ (Loss) before tax:

Restated Profit before Tax for the financial year 2021-22 was Rs.215.83 Lakhs as compared to Restated Profit before Tax on R s . 92.72 Lakhs during the financial year 2020-21, representing a significant increase of 132.76%.

Restated Profit/ (Loss) after tax:

The Restated Profit after tax for the financial year 2021-22 was Rs.155.55 Lakhs as compared to Restated Profit after Tax of Rs.68.20 lakhs during the financial year 2020-21, representing a significant increase of 128.07% on account of below reasons:

- - Total income for the financial year 2021-22 stood at Rs. 12,016.76 Lakhs as compared to Rs. 7,264.30 Lakhs in Financial Year 2020- 21 representing a significant increase of 65.42%. This increase in revenue was majorly because of increase in the prices of cotton yarn. During this time price of raw cotton almost got doubled from Rs.50,000 per candy to all time high of Rs.100000 per candy by the end of FY 21-22 due to which rates of cotton yarn also increased, leading to increase in revenue.

- As explained in previous point the raw cotton prices got doubled from Rs.50,000 per candy to all time high of Rs.100000 per candy In FY 2021-22. The company took benefit of this price fluctuation by stocking up raw cotton in the beginning of the year at the lowest price and producing and selling yarn which was at the higher price.This led to increase in margin as the company was producing product from raw material at lowest prices and producing yarn prices of which were increased globally at that 37 time .

The rate fluctuation stated above was because in FY 2020-21 due to COVID pandemic raw cotton and cotton yarn prices were reduced significantly as there was no demand due to the uncertainties in the market. The spinning mills were shut down for two months as per the government orders during that time. This led to excessive supply of raw cotton crop in the market as there was no demand from the mills and prices of raw cotton got reduced . In 2021-22 beginning the raw cotton prices were lowest and when market situation began to normalize the demand started picking up. By the end of FY 2021-22 the raw cotton price was at peak and similarly cotton yarn prices were also all time high.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions
There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.
There are no significant economic changes that may materially affect or likely to affect income from continuing operation.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.
Apart from the risks as disclosed under Section "Risk Factors" beginning on page 27 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**.**

4. Future changes in relationship between costs and revenues
Other than as described in the sections "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 27, 113 and 200 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances**.**

5. Total turnover of each major industry segment in which our Company operates Our business activity primarily falls within a single business and geographical segment, as disclosed in "Restated Financial Statements" on page 165, thus we do not follow any other segment reporting**.**

6. Status of any publicly announced New Products or Business Segment
Except as disclosed in the Chapter "Our Business" on page 113, due to growing demand and choices of our customer, the company has decided to get into the garmenting sector in the coming year**.**

7. Seasonality of business

Our business is not subject to seasonality. For further information, see "Industry Overview" and "Our Business" on pages 105 and 113, respectively.

8. Dependence on single or few customers

Substantial portion of our revenues has not been dependent upon few customers. Hence, our business does not exposes us to risks of reliance on a limited number of customers**.**

9. Competitive conditions

Competitive conditions are as described under the Chapters "Industry Overview" and "Our Business" beginning on pages 105 and 113 respectively of this Prospectus.

10. Details of material developments after the date of last balance sheet i.e. March 31, 2024.

After the date of last Balance sheet i.e. March 31, 2024 the following material events have occurred after the last audited period:

1. A board resolution passed by the board of directors at the Board Meeting held on April 4, 2024, the company approved and adopted the Prospectus. Further, The Prospectus after the approval was filed at the NSE.

2. On August 22, 2024, the company received in-principle approval from the NSE.

3. M/s Kuldeep Sharma & Associate was re-appointed as statutory Auditor of the Company vide Board resolution dated September 3, 2024 Subject to approval of members vide AGM dated 11th September 2024.

4. M/s Gurvinder Chopra & Co was re-appointed as Cost Auditor of the Company vide Board Resolution dated September 3,2024.

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CAPITALISATION STATEMENT

Particulars	**Pre Issue (As on 31-03-2024)**	**Post Issue**
Short Term Debt	3,024.59	3,024.59
Long Term Debt	1,456.61	1,456.61
Total Debts	**4,481.2**	**4,481.21**
Share Holder Fund		
Equity Share Capital	978.49	1397.84
Reserve and Surplus	608.73	2340.42
Total Shareholder Fund	**1587.22**	**3738.26**
Long Term Debts/Share Holders Funds	1.90	0.39
Total Debts/Share Holders funds	2.82	1.20

(*) The corresponding post Offer figures are not determinable at this stage pending the determination of Offer price and hence have not been furnished

Notes: The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.04.2024. Also, the above statement should be read with the Statement of Notes to the Restated Financial Information of the Company

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on March 14, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("Material Litigation") if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

A. LITIGATION INVOLVING COMPANY

(a) Litigation proceedings against Company

1. Criminal Proceedings:

JANMESH JAIN VS M/S AVI ANSH TEXTILE

Court Name: In the office of SHO, PS : RAJTALAB,BANSWARA

Case no.: I.R.O Petition no. 204/2023

Fact of the case: That a complaint was made by Mr Janmesh Jain against Mr. Anil and Jatin Khandelwal directors of the company in connection with business dealing with Shree jee Trading.

Brief of the case: Cross Complaints have been made by directors of avi ansh textile and directors and representatives of shree jee trading.

Current Stage: Reply by directors of company has been made to complaint raised by Mr Janmesh Jain

Next date of Hearing: Not Applicable

2. **Actions taken by Statutory/Regulatory Authorities**

There are no outstanding action by statutory regulatory authorities initiated against Company.

3. Tax Proceedings

There in below are details of pending tax cases involving Company

Income tax notices issued against AVI ANSH TEXTILE LIMITED having PAN AADCR0190C

1. Outstanding demand pending for Rs 84,370/- for Assessment year 2022 U/s 143(1a) with demand reference number 20222022237153429074C against which appeal has been filed with reference ID 100068112961 dated 16th march 2023

2. Outstanding demand pending for Rs 41,350/- for Assessment year 2018 U/s 143(3) with demand reference number 20202018370244947 91C where taxpayer is disagreed with the demand by the way of grievance submitted as demand is incorrect.

3. First appeal pending for Assessment year 2022-2023, Notice for hearing U/s 250 issued with notice ID : 100068112961 in above said Outstanding of Rs 84,370/

4. Notice issued for Adjustment U/s 143(1)a for Assessment Year 2020-21 also Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed, However rectification processed with demand due and demand adjusted with tax paid.

5. Notice issued for Adjustment U/s 143(1)a for Assessment Year 2019-20 also Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed, However ITR later processed with no demand/refund

6. Notice issued for Adjustment U/s 143(1)a for Assessment Year 2018-19 also Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed, However ITR later processed with no demand/refund

GST notices issued against AVI ANSH TEXTILE LIMITED having GST number 07AADCR0190C1ZT.

1. Notice issued to return defaulter u/s 46 for Tax Period April, 2024-25 not filing return with Notice ID ZA070522109348**N** dated 31/05/2022 having due date 15/06/2022. However return filed later

2. Notice issued to return defaulter u/s 46 for Tax Period: April, 2022-23 for not filing return with Notice ID ZA070522109348N dated 25/05/2024 having due date 09/06/2024. However return filed later

3. Notice for intimating discrepancies in return in Form GST ASMT-10 issued u/s 61 with Notice ID ZD070523008677A dated 19/05/2023 having due date 19/06/2023. It is noticed that There is difference in ITC claimed in GSTR-3B compared to GSTR-2A for Rs 77,12,990.90 for the tax period 2017-18 and difference in payable tax in GSTR-3B compared to GSTR-1 for the tax period 2017-18 is Rs -6,861.46. On June 6, 2023, Avi Ansh Textile Private Limited (formerly Rajneesh Spinners Pvt. Ltd.) submitted a response to the Assistant Commissioner, Ward-49, Vyapar Bhawan, New Delhi, regarding the GST ASMT-10 notice concerning ITC discrepancies for the period from July 2017 to March 2018. The notice indicated a difference of ₹77,12,990 between ITC claimed in GSTR-3B and GSTR-2A.

In response, the company clarified that the excess ITC of ₹77,12,990 was not utilized during the specified period. The discrepancy primarily arose due to stock transfers from the Punjab factory, where an IGST Input of ₹76,89,502 was initially recorded as B2C Large in GSTR-1 but was corrected to B2B in January 2019, now reflecting in GSTR-2A for that month. Enclosed with the response are copies of GSTR-2A for January 2019 to substantiate this correction. Additionally, the notice also highlighted a difference of ₹6,861.46 in the payable tax between GSTR-3B and GSTR-1 for the tax period 2017-18. The company explained that this discrepancy resulted from a sales transaction recorded twice in GSTR-1 for September 2017, which was subsequently reversed in March 2019. Supporting documents, including GSTR-1 for September 2017 and March 2019, were provided to validate this explanation. The company requested the Assistant Commissioner to consider these clarifications. The response was signed by Anil Jain, Director of Avi Ansh Textile Private Limited, with contact details including their office address, email, and phone number provided for further communication.

Status: **Reply furnished within the time period allotted; Pending for action by tax officer.**

4. Notice for intimating discrepancies in return in Form GST ASMT-10 issued u/s 99(1) with Notice ID ZD071020000370H dated 01/10/2020 having due date 30/10/2020. It is noticed that There is difference in ITC claimed in GSTR-3B compared to GSTR-2A for Rs 94,69,000.00/- for the tax period 2017-18 and difference in payable tax is 77,13,000.00/-.to which it is hereby submitted that there is a difference in ITC claimed in GS TR-3B & GSTR-2A is due to the fact that the selling dealer has correct ed his GSTR-1 in the month of January 2019 and The difference of GSTR-3B with GSTR-2A was uploaded and corr ected by theselling party in january 2019. Copy of GSTR-2A for the mo nth of january 2019 is attached herewith which clearly depicts that th ere is no mismatch in IGST and also filled form 9 C.

Status: Reply furnished within the time period allotted, Pending for order by tax officer

GST notices issued against AVI ANSH TEXTILE LIMITED having GST number 03AADCR0190C1Z1

1. The GST Show Cause Notice (SCN) No. ZD030824006264R, dated 05/08/2024, issued by the DGGI Headquarters, Punjab, pertains to AVI Ansh Textile Limited for the tax period from April 2018 to March 2019. The notice alleges that the company availed ineligible tax credits amounting to ₹8,04,471/- based on invoices from fake or non-existent firms. Consequently, a tax demand has been raised under Section 74(1) of the CGST Act, 2017. The SCN cites violations under Sections 74 and 122 of the CGST and SGST Acts.

2. The Taxation Commissionerate, Government of Punjab, has issued a notice to AVI ANSH TEXTILE PRIVATE LIMITED regarding discrepancies in their GSTR-09 annual return for the financial year 2019-20. It was found that the company under-declared its tax liability, resulting in a total amount of ₹20,78,531 due (SGST ₹9,52,511, CGST ₹9,49,374, IGST ₹1,76,646, and CESS ₹0). The company is required to pay this amount along with any applicable interest by May 17, 2024. Should the company wish to dispute these findings, it must submit its objections in Part B of the form by the same deadline. Failure to do so will lead to a Show Cause Notice being issued under Section 73(1). The notice has been issued by Deepinder Kaur, Excise and Taxation Officer, Mohali - Ward No. 12, Ropar, Punjab. And later Show-cause notice issued under Section 73 of the GST Act for the Financial Year 2019-20, summarized in FORM GST DRC - 01 with Reference No. ZD030524056468B, dated 24-05-2024. The notice pertains to discrepancies observed between the returns filed, specifically the GSTR-09, GSTR-01, GSTR-2A, GSTR-3B, and other available records, indicating under-declared tax liabilities. Based on an assessment of records, it was found that AVI ANSH TEXTILE PRIVATE LIMITED had under-declared outward supplies and claimed excess Input Tax Credit (ITC) on ineligible items under Section 17(5) of the SGST Act, 2017. The details of discrepancies in outward supplies and excess ITC were first communicated via DRC 01A (ARN AD030524003052Y, dated 02/05/2024).

Despite receiving the DRC 01A, the taxpayer did not seek adjournments or provide clarifications, Upon reconciliation of the E-way bill turnover with GSTR-01 and GSTR-09, it was observed that the turnover declared in the E-way bill exceeded that in GSTR-01 by ₹96,738, subject to IGST. The taxpayer was found to have claimed ineligible ITC on items such as motor vehicles, motor vehicle insurance, works contractors, cement, iron & steel, granite, electrical goods, and paints. The total excess ITC claimed amounted to ₹10,41,542, split as follows: SGST ₹5,21,630, and CGST ₹5,19,912. The total amount of tax liability adjudicated, including interest and penalty, was calculated as follows:

- SGST: ₹5,21,630 (tax), ₹4,36,283 (interest), ₹52,163 (penalty), totaling ₹10,10,076.
- CGST: ₹5,19,912 (tax), ₹4,34,846 (interest), ₹51,991 (penalty), totaling ₹10,06,749.
- IGST: ₹96,738 (tax), ₹80,910 (interest), ₹20,000 (penalty), totaling ₹1,97,648.

In total, the tax authority determined a liability of ₹22,14,473 (including interest and penalties) against AVI ANSH TEXTILE PRIVATE LIMITED for the financial year 2019-20. The detailed annexures and the summary of the under-declared tax, ITC discrepancies, and amounts due were attached with DRC 01A notices.

M/s Avi Ansh Textile Limited responded notices from the State Tax Officer, Deepinder Kaur, Mohali Ward-12. The first notice, dated 02-05-2024, raised two objections: unreconciled tax liability between GSTR-1 and the outward supplies reported on the E-way bill portal, and availing of Input Tax Credit (ITC) for inward supplies prohibited under Section 17(5) of the SGST Act, 2017. Avi Ansh Textile explained the discrepancies for June 2019, August 2019, and March 2020, attributing them to credit notes not being required on the E-way bill portal, cancellations of invoices due to oversight, and complications arising from the COVID-19 lockdown. Supporting documentation, such as credit notes and reconciliation statements, was provided. The company also submitted a purchase register to verify that ITC was correctly claimed without violating Section 17(5).

In response to a notice (DRC-01) dated 24-05-2024, for the tax period April 2019 to March 2020, Avi Ansh Textile reiterated its earlier submission, emphasizing that the unreconciled tax liabilities were due to non-movement of goods or cancellations, and provided further explanations for the same months. They attached additional proof, including a declaration from a customer, to substantiate that no goods were delivered for a specific invoice during the March 2020 lockdown. The company also resubmitted the ITC ledger to address concerns regarding ineligible ITC. They expressed readiness to furnish further details if required.

3. Notice for intimating discrepancies in return in Form GST ASMT-10 issued u/s 61 with Notice ID ZD0310230054554 dated 18/10/2023 having due date 02/11/2023. It is noticed that There is Mismatch in Output tax liability as per GSTR 3B and GSTR 1 filed shows Difference of CGST INR 7,413.5/- and SGST INR 7,413.5/- and There is difference in RCM Liability declared and ITC Claimed thereon in GSTR 3B of IGST INR 18,0658/- CGST INR 28,402 /- and SGST INR 28,402 /- and on GST Supply amounting to Rs 29,21,903/-... while filing GSTR 3B/9 which needs to be verified and There is un reconciled ITC in GSTR 9C amounting to Rs 235984 which needs to be verified. AVI ANSH TEXTILE PRIVATE LIMITED responded to a notice issued under section 61 regarding discrepancies in their FY 2018-19 GST returns. The company addressed the mismatch in output tax liability between GSTR-3B and GSTR-1, clarifying that a liability of ₹14,827 was already discharged in the GSTR-3B of November 2017, despite appearing in GSTR-1 for March 2019 due to an amended invoice. For the discrepancy in reverse charge mechanism (RCM) liability, the company explained that while RCM liability was paid in FY 2017-18, the corresponding input tax credit (ITC) was carried forward and claimed in FY 2018-19. AVI ANSH also explained that the non-GST supply of ₹29,21,903 reported in GSTR-9 consisted of interest income from fixed deposits and securities and rebate and discounts on purchases, both of which were appropriately categorized. Furthermore, the company stated that credit notes issued during the period had their ITC reversed, which was reflected in the returns. They also addressed an un-reconciled ITC of ₹2,35,984, which resulted from the accrual basis of accounting and explained the process of reporting expenses and ITC over two financial years. The company provided supporting documents for all these claims, including reconciliations, financial statements, and screenshots for verification.

Status: Reply furnished within the time period allotted; Pending for action by tax officer

4. **Disciplinary action taken by SEBI or Stock Exchanges**

There is no disciplinary action by the SEBI or Stock Exchanges initiated against Company.

5. Other Material Litigations

There are no other material litigations initiated against Company.

(b) **Litigation by Company**

1. **Criminal Proceedings**

There are no criminal proceedings initiated by the company.

2. Civil and other Material Litigations

M/S AVI ANSH TEXTILE VS. SHREEJEE TRADING

Court Name: Chief Judicial Magistrate, Taluka Court, Dera Bassi

Case no.: NACT/554/2022

Fact of the case: The petitioner Avi Ansh Textile Limited (earlier known as Avi Ansh Textile Private Limited) filed the case under sec 138 of Negotiable instrument act on respondent M/S SHREEJEE TRADING ON 12. DEC. 2022. The respondent issued cheque no. 572199 Indusind bank amounting Rs. 10,00,000 as payment against the goods delivered by Avi Ansh Textile Limited (earlier known as Avi Ansh Textile Private Limited), but on submission of the cheque, their account had insufficient balance. Till now date no payment/cheque has been provided by Shreejee Trading. Hence case u/s 138 NIA Act is filed.

Brief of the case: The Plaintiff thereafter filed COMPLAINT U/C 138 of NI Act against payment of Rs. 10,00,000. towards the unpaid invoices for the goods provided to the Defendant.

Current Stage: Bailable warrants issued against accused.

Next date of Hearing: 02.12.2024..

M/S AVI ANSH TEXTILE VS. SHREEJEE TRADING

Court Name: Chief Judicial Magistrate, Taluka Court, Dera Bassi

Case no.: COMI - COMPLAINT IPC /61/2022

Fact of the case: The petitioner Avi Ansh Textile Limited (earlier known as Avi Ansh Textile Private Limited) filed the case under sec 420,406,120B of Indian Penal Code on respondent M/S SHREEJEE TRADING ON 21. NOV.2022. The respondent issued cheque no. 572200 Indusind bank amounting Rs. 16,00,000 as payment against the goods delivered by Avi Ansh textile Limited (earlier known as Avi Ansh Textile Private Limited). The signature on the cheque was not of the authorized signatory. Till now date no payment/cheque has been provided by Shreejee Trading. Hence magistrate case u/s 420,406,120B IPC is filed against Shreejee Trading.

Brief of the case: Magistrate complaint filed against Shreejee Trading under Indian penal code , section 420,406,120B against payment of Rs. 16,00,000 towards the unpaid invoices for the goods provided to the Defendant.

Current Stage: Complainant has closed its preliminarily evidence. case is adjourned for consideration on summoning.

Next date of Hearing:06.11.2024.

AVI ANSH TEXTILE PRIVATE LIMITED V/S TEXMART CREATIONS PRIVATE LIMITED

Court Name: MM (NI Act) Digital Court-03, North West District, Rohini Courts, Delhi.

Case no.: CC NI Act 127/2024

Fact of the case: Fresh Case recently filed by the Company against the Cheque Amounting Rs. 14,20,283 issued by M/s. Texmart Creations Pvt Ltd. towards payment of Outstanding Amount of the Company.

Brief of the case: Magistrate complaint filed against M/s. Texmart Creations Pvt Ltd for payment of Rs.14,20,283 towards the unpaid invoices for the goods provided to the Defendant.

Current Stage: Case Registered and Summon Issued Against the Accused

Next date of Hearing: 25.10.2024

2. LITIGATION INVOLVING PROMOTERS

Cases filed against Promoters

1. **Criminal Proceedings**

JANMESH JAIN VS M/S AVI ANSH TEXTILE

Court Name: In the office of SHO, PS : RAJTALAB,BANSWARA

Case no.: I.R.O Petition no. 204/2023

Fact of the case:

That a complaint was made by Mr Janmesh Jain against promoter of the Company i.e. Mr. Anil in connection with business dealing with Shree jee Trading

Brief of the case:

Cross Complaints have been made by directors of avi ansh textile and directors and representatives of shree jee trading.

Current Stage:

Reply by Anil, Promoter of company has been made to complaint raised by Mr Janmesh Jain

Next date of Hearing: Not Applicable

2. **Actions taken by Statutory/Regulatory Authorities**

There are no outstanding criminal proceedings initiated Against Promoters.

3. Tax Proceedings

Tax Proceedings initiated Against Promoters are as below:

Income tax notice issued against ANIL KUMAR JAIN having PAN : AADPJ8583A

Outstanding Demand Amount of ₹41500/- pending for Assessment Year: 2012 with Demand Reference No:20132012370409371 40T, However rectification filed with acknowledgement number 843172320021213 and rectification and ITR processed with no demand.

4. **Other Material Litigations**

There are no outstanding criminal proceedings initiated Against promoters.

Cases filed by Promoters

1. **Criminal Proceedings**

There are no outstanding criminal proceedings initiated By Promoters.

2. **Other Material Litigations**

There are no Material Litigation proceedings initiated By Promoters.

3. LITIGATION INVOLVING DIRECTORS

Cases filed against directors

1. **Criminal Proceedings**

JANMESH JAIN VS M/S AVI ANSH TEXTI LE

Court Name: In the office of SHO, PS : RAJTALAB,BANSWARA

Case no.: I.R.O Petition no. 204/2023

Fact of the case:

That a complaint was made by Mr Janmesh Jain against Director(Mr. Anil) of the company in connection with business dealing with Shree jee Trading.

Brief of the case:

Cross Complaints have been made by directors of avi ansh textile and directors and representatives of shree jee trading.

Current Stage:

Reply by director(Mr. Anil) of company has been made to complaint raised by Mr Janmesh Jain

Next date of Hearing: Not Applicable

2. **Actions taken by Statutory/Regulatory Authorities**

There are no outstanding criminal proceedings initiated against directors.

3. **Disciplinary action taken by SEBI or stock exchanges**

There is no disciplinary action by the SEBI or Stock Exchanges initiated against Company.

4. Tax Proceedings

Tax Proceedings initiated against Directors are as below:

Income tax notice issued against ANIL KUMAR JAIN having PAN : AADPJ8583A

Outstanding Demand Amount of ₹41500/- pending for Assessment Year :2012 with Demand Reference No:20132012370409371 40T, However rectification filed with acknowledgement number 843172320021213 and rectification and ITR processed with no demand.

Income tax notice issued against VINAY BANSAL having DIN – 10528315

Notices issued U/s 139(9) for filing defective return for assessment year 2019-2020 with Return Acknowledgement number 964726320290819

Income tax notice issued against BRIJ MOHAN SHARMA having DIN – 01313551

Notices issued U/s 139(9) for filing defective return for assessment year 2018-2019 with Return Acknowledgement number 338854560181018
Notices issued U/s 139(9) for filing defective return for assessment year 2016-2017 with Return Acknowledgement number 594290620170117
Notices issued U/s 139(9) for filing defective return for assessment year 2016-2017 with Return Acknowledgement number 473709791300916

5. **Other Material Litigations**

There are no other material litigations initiated against director.

Cases filed by directors

1. **Criminal Proceedings**

There are no outstanding criminal proceedings initiated by directors.

2. **Other Material Litigations**

There are no other material litigations initiated by directors.

4. LITIGATION INVOLVING SUBSIDIARY

TheCompany does not have any subsidiary company.

5. LITIGATION INVOLVING GROUP COMPANIES

Outstanding litigations involving group companies are given below :

Income tax Notices issued to AVI ANSH ENTERPRISES PRIVATE LIMITED with PAN : AAFCA3220Q

Letter issued dated 04/07/2023 for assessment year 2017-2018 with letter no. ITBA/COM/F/17/2023-24/1054106417(1) The Income Tax Department has issued a communication to Avi Ansh Enterprises Pvt. Ltd. regarding its assessment for the Assessment Year (AY) 2017-18. This notification, dated July 4, 2023, refers to a survey conducted under Section 133A of the Income Tax Act on November 30, 2018, at the premises of Ashok Kumar Gupta, where it was discovered that Gupta was involved in providing accommodation entries for non-genuine purchases and sales. Gupta admitted to issuing such entries through various entities. Following this, the assessment of late Smt. Prabha Devi Modi was concluded under Section 147 on May 26, 2023, through her legal heir, Rajinder Kumar Modi. The assessment revealed that Avi Ansh Enterprises Pvt. Ltd. received a total of ₹1,87,02,250 from Prabha Devi Modi during the AY 2017-18, with transactions listed over several months. The department is informing Avi Ansh Enterprises Pvt. Ltd. of this information, attaching relevant documents including the assessment order, insight information, and a bank statement detailing the transactions.

Notice issued for assessment U/s 143(1a) for assessment year 2019-20 also Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed. However, ITR processed and refund partially adjusted against outstanding demand(s)
Notice issued for defective return U./s 139(9) for assessment year 2016-17. However, ITR processed and refund partially adjusted against outstanding demand(s)

GST Notices issued to AVI ANSH ENTERPRISES PRIVATE LIMITED with GST no.: 07AAFCA3220Q1ZM

Show Cause Notice issued and Summary thereof in Form GST DRC-01 also Order for Determination of Tax issued with reference id ZD070624000047T and ZD070824101741L

The Department of Trade & Taxes, Delhi, issued a Show Cause Notice to Avi Ansh Enterprises Pvt. Ltd. for discrepancies in their GST filings for FY 2019-20. The company was accused of under-declaring taxes by Rs. 2,432,276 due to excess Input Tax Credit (ITC) claims. Avi Ansh defended its position, asserting that the ITC was claimed correctly, particularly for FY 2018-19, and provided valid invoices and e-way bills to counter allegations of transactions with non-existent dealers.

After reviewing the company's response and conducting hearings, the GST officer partially accepted their defense. The officer validated the ITC claimed for reverse charges from FY 2018-19 but found an incorrect ITC claim of Rs. 55,909 under IGST. Additionally, issues with non-existent dealers remained unresolved. As a result, a final demand of Rs. 39,579 (plus interest and penalties) under CGST/SGST was confirmed, with instructions to pay within a month or face recovery actions under Section 79 of the CGST Act.

Current Status : Order for creation of demand issued

Notice issued with Reference No.: ZD070122017547O for Tax period: APR 2020 - MAR 2021 for intimating discrepancies in the return after scrutiny U/s 61(1) In response to the notice regarding the difference in Input Tax Credit (ITC) between GSTR-3B and GSTR-2B for the period of April 2020 to March 2021, M/s Avi Ansh Enterprises Pvt. Ltd. acknowledges the alleged discrepancy of ₹5,41,423.00 but clarifies that the excess ITC was not utilized during the mentioned period. The company has reconciled the difference, noting that ₹4,70,605.00 was reversed in GSTR-3B filings for December 2020, February 2021, and March 2021. The remaining excess of ₹70,819.00 was claimed within the permissible 5% limit under Rule 36(4) of the CGST Rules 2017.

Current Status : Reply furnished; Pending for action by tax officer

Notice issued with Reference No.: ZD070121002106B for Tax period: APR 2018 - MAR 2019 for intimating discrepancies in the return after scrutiny U/s 61(1) In response to the notice issued under section 61(1), AVI ANSH ENTERPRISES PRIVATE LIMITED, GSTIN 07AAFCA3220Q1ZM, has provided a reconciliation statement between GSTR-3B and GSTR-2A for the financial year 2018-19. It is stated that an ITC amount of ₹71,512 (CGST ₹35,756 and SGST ₹35,756) has been reversed in GSTR-9 filed on 31st October 2020 for FY 2018-19. Additionally, an ITC claim of ₹2,91,349 (IGST ₹1,68,451, CGST ₹61,449, and SGST ₹61,449) was claimed in FY 2019-20 pertaining to FY 2018-19 in GSTR-9. No amounts have been admitted or paid as per the details provided. The authorized signatory, Anil Jain, Director, has verified this information as true and correct as of 25th January 2021.

Current Status : Reply furnished; Pending for action by tax officer

Notice issued with Reference No.: ZD071220013983P for Tax period: JUL 2017 - MAR 2018 for intimating discrepancies in the return after scrutiny U/s 61(1) In response to the notice issued under section 61(1) for discrepancies in the returns for the tax period July 2017 to March 2018, AVI ANSH ENTERPRISES PRIVATE LIMITED (GSTIN: 07AAFCA3220Q1ZM) has

submitted a GST reconciliation between GSTR-3B and GSTR-2A for FY 2017-18. No amounts have been admitted or paid as per the details provided. The verification, signed by Anil Jain, Director, confirms that the information submitted is true and accurate to the best of the company's knowledge, with no concealment of facts, as of 25th January 2021.

Current Status : Reply furnished; Pending for action by tax officer

Notice issued with Reference No.: ZD071120019921V for Tax period: APR 2018 - MAR 2019 for intimating discrepancies in the return after scrutiny U/s 61(1) Avi Ansh Enterprises Pvt. Ltd. responded to a notice from the GST department regarding discrepancies between GSTR-1 and GSTR-3B for the tax period 04/2018 to 03/2019. The company clarified that an advance of Rs. 27,77,066 received in 2017-2018 was added in GSTR-3B but not reflected in GSTR-1, which was later adjusted in the same year. For 2018-2019, a minor discrepancy of Rs. 0.28 crore in turnover and Rs. 0.01 crore in taxes was reconciled, with no overall tax difference. The company requested the Assistant Commissioner to consider the explanation and close the notice.

Current Status : Reply furnished; Pending for action by tax officer

Income tax Notices issued to S J METALS PRIVATE LIMITED with PAN : AALCS9352H

Notice issued for defective return U./s 139(9) for assessment year 2017-18. However, ITR processed with no refund/demand

Income tax Notices issued to HICHOICE REAL ESTATE PRIVATE LIMITED with PAN : AACCH3040A

Outstanding demand pending for Rs 950/- with accrued interest for Rs 225/- for Assessment year 2021 U/s 143(3) with demand reference number 20222021370717898 53C
Notice issued for assessment U/s 143(1a) for assessment year 2018-19 also Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed. However, a revised ITR I filed and ITR processed with refund due
Notice issued for defective return U/s 139(9) for assessment year 2019-20. However, ITR processed with no demand/refund

B. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

(INR in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
(i) Micro, Small and Medium Enterprises	24.29	1.04	198.62
(ii) Others	153.21	29.50	32.39
TOTAL	177.50	30.54	231.01

Un-Disputed Dues Payable Ageing

(INR in Lakhs)

S. No.	Particulars	Outstanding for the following periods from the due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
	Micro, small and Medium Enterprises*					
	31-Mar-24	24.29023	0	0	0	24.29023
	31-Mar-23	1.04207	0	0	0	1.04207
	31-Mar-22	198.6187	0	0	0	198.6187
	Others					
	31-Mar-24	153.2096	0	0		153.2096
	31-Mar-23	29.49716	0	0		29.49716
	31-Mar-22	32.39192	0	0		32.39192

GOVERNMENT AND OTHER STATUTORY 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 Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled ***"Key Industrial Regulations and Policies"*** at page *133* of this 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 Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on January 15, 2024 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 Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on January 18, 2024 authorized the Offer.

c) Our Board approved the Prospectus pursuant to its resolution dated April 4, 2024.

Approval from the Stock Exchange:

In-Principle approval letter dated August 22, 2024 from NSE EMERGE for the listing of equity shares issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

d) The company has entered into an agreement dated February 9, 2024 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Skyline Financial Services Private Limited for the dematerialization of its shares.

e) Similarly, the Company has also entered into an agreement dated February 16, 2024 with the National Securities Depository Limited *("NSDL")* and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.

f) The International Securities Identification Number (ISIN) of our Company is INE0TFB01017.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

S. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Issue
1.	Certificate of Incorporation	U17110PB2005PTC28313	Companies Act, 1956	Registrar of Companies, Punjab, H.P. & Chandigarh	April 27,2005

2.	Fresh Certificate of Incorporation Consequent upon Change of Name from (Rajneesh Spinners Private Limited To Avi Ansh Textile Private Limited)	U17110DL2005PTC260403	Companies Act, 1956	Registrar of Companies, National Capital Territory of Delhi and Haryana	December 16, 2013
3.	Certificate of Incorporation Consequent upon conversion to public company	U17110DL2005PLC260403	Companies Act, 2013	Registrar of Companies, National Capital Territory of Delhi and Haryana	January 03, 2024

III. GENERAL 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	Applicable laws	Authority	Registration number	Date of Certificate	Date Of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AADCR0190C	19th January, 2024	Valid until cancelled
2.	TAN (Tax Deduction Account Number)	Income Tax Act, 1961	Commissioner of Income Tax	PTLR12016E	February 19,2024	Valid Till cancelled
3.	Goods & Service Tax Registration Certificate (Delhi)	Central Goods and Services Tax Act, 2017	Government of India	07AADCR0190C1ZT	Valid from July 01, 2017 and Date of Issue of certificate February 13, 2024	Valid Till cancelled
4.	Goods & Service Tax Registration Certificate (Punjab)	Central Goods and Services Tax Act,2017	Government of India	03AADCR0190C1Z1	Valid from July 01, 2017 and Date of Issue of certificate February 2,2024	Valid Till cancelled

B. INDUSTRIAL AND LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
1.	Factory License *	The Factories Act, 1948	Department of Labour, Punjab	SAS0FL3850	27th June'2024	31-12-2024
4.	Importer-Exporter Code number (IEC)	The Foreign trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	2208002351	September 09, 2008	Valid till cancelled

5.	Udyam Registration as Small Unit in manufacturing	MSME Development Act, 2006	Ministry of Small, Micro and medium enterprises	UDYAM-DL-06-0001216	August 04, 2020	Valid till cancelled
6.	Registration under Employees' Provident Funds	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organization	PBCHD0037343000	December 25, 2020	Valid till cancelled
7.	Legal Entity Identifier (LEI)	-	-	9845008FD479H5QFY997	February 25, 2022	February 25, 2025
8.	Fire Safety Certificate	The Punjab Fire Prevention and Fire Safety Act, 2004	Punjab Fire Services	1502-89403-FIRE/67109	23-April-2024	22-April-2025

** The Company is in the process of changing its name from Avi Ansh Textile Private Limited to Avi Ansh Textile Limited.*

C. ENVIRONMENTAL LAW RELATED APPROVALS:

Sr. No	Description	Applicable law	Authority	Registration number	Date of Certificate	Date of Expiry
1.	Consolidated Consent & Authorization*	Water (Prevention and Control Pollution) Act-1974	Punjab Pollution Control Board	O15SAS2847351	October 22, 2019	September 30, 2024
2.	Consolidated Consent & Authorization*	Air (Prevention and Control of Pollution) Act, 1981	Punjab Pollution Control Board	O15SAS2847351	October 22, 2019	September 30, 2024

D. INTELLECTUAL PROPERTY RELATED APPROVALS:

Sr. No.	Brand Name/ Logo/ Trademark	Class	TM Category	Owner*	Application No./ Registration Certificate No.	Date of Registration	Current Status
1.	AVI ANSH	24	Trade Mark	Avi Ansh Textile Limited	Application No. 6287446	-	Publish
2.	AVI ANSH	35	Trade Mark	Avi Ansh Textile Limited	Application No. 6287447	-	Publish

Note: The Company has all the necessary licenses/permissions from the competent authority in order for it carry out its business operations in a legal manner.

IV. Approvals or Licenses pending to be applied:

1. All the Above mentioned Approvals are in the name of Avi Ansh Textile Limited Except Factory License. For Factory License, the Company is in the process of changing its name from Avi Ansh Textile Private Limited to Avi Ansh Textile Limited in all its approvals.

V. Approvals or Licenses applied but not received:

1. We have made application dated February 05, 2024 for AVI ANSH as trademark in class 24. Application number for the same is 6287446. We have applied for the registration of trademark.

2. We have made application dated February 05, 2024 for AVI ANSH as trademark in class 35. Application number for the same is 6387447 . We have applied for the registration of trademark.

OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated March 14, 2024 has adopted the materiality policy for the purpose of disclosure in relation to Group companies in connection with the Offer, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions:

(i) Whose net worth exceeds 10% of the net worth of the Company and its Subsidiaries in the immediately preceding accounting year; or

(ii) which have generated 10% of the consolidated income of the Company and its Subsidiaries in the immediately preceding accounting year

Based on the above, the following Companies are identified as our Group Companies:

1. Arihant YarnFab Private Limited
2. Avi Ansh Enterprises Private Limited
3. G A Alloys Private Limited
4. Hi Choice Real Estate Private Limited
5. S J Metals Private Limited

Details of our Group Companies:

1. Arihant YarnFab Private Limited

Arihant Yarnfab Private Limited was incorporated on January 18, 2010 as a private limited company under the Companies Act, 1956 with name "Arihant Yarnfab Private Limited". The company has its registered office in Delhi. The Company is mainly engaged in trading of yarn and fabric.

CIN	U17200DL2010PTC198123
PAN	AAICA1883C
Registered Office	L-87-A, Shastri Nagar, New Delhi,India, 110052

2. Avi Ansh Enterprises Private Limited

Avi Ansh Enterprises Private Limited was incorporated on August 04, 2005 as a private limited company under the Companies Act, 1956 with name "Avi Ansh Enterprises Private Limited". The company has its registered office in Delhi. The company is indulged in the trading of yarn.

CIN	U51909DL2005PTC139330
PAN	AAFCA3220Q
Registered Office	403, 4th floor, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, North West, Delhi, India, 110034

3. G A Alloys Private Limited

G A Alloys Private Limited was incorporated on March 26, 2008 as a private limited company under the Companies Act, 1956 with name "G A Alloys Private Limited" The company has its registered office in Delhi. A versatile trading company specializing in a diverse range of consumer and business products.

CIN	U45400DL2008PTC175934
PAN	AADCG1456G
Registered Office	House No. 164, 2nd Floor Block-E, Shastri Nagar, North West, Delhi, India, 110052

4. Hichoice Real Estate Private Limited

Hichoice Real Estate Private Limited was incorporated on December 15, 2009 as a private limited company under the Companies Act, 1956 with name "Hichoice Real Estate Private Limited" The company has its registered office in Delhi. A residential real estate development company committed to delivering customized living spaces through innovative design and high-quality construction.

CIN	U70109DL2009PTC196921
PAN	AACCH3040A
Registered Office	742, Guru Apartment, Sector - 14, Rohini, New Delhi, Delhi, India, 110085

5. S.J Metals Private Limited

S.J Metals Private Limited was incorporated on March 27, 2008 as a private limited company under the Companies Act, 1956 with name "S.J Metals Private Limited" pursuant to a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana. A trading company that deals in various products catering to both consumer and business needs.

CIN	U27100DL2008PTC175972
PAN	AALCS9352H
Registered Office	House No. 164, 2nd Floor, E-Block, Shastri Nagar, North West, Delhi, India, 110052

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group companies are available on the website of our Company at www.avianshgroup.com

It is clarified that such details available on our group companies' websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Companies' website, as mentioned above, would be doing so at their own risk.

Litigations

Our Group Companies does not have any pending litigation which can have a material impact on our Company.

Common pursuits among Group Companies

The Group Companies are aligned in their common pursuits, yet as indicated in the Prospectus (DP), there are presently no shared business operations or conflicts of interest among them.

Nature and Extent of Interest of Group Companies

a) In the promotion of our Company:

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

b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with stock exchange:

Our Group Companies does not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with Stock Exchange.

c) In transactions for acquisition of land, construction of building and supply of machinery:

Our Group Companies does not have any interest in any transactions for the acquisition of land, construction of building or supply of machinery

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section ***"Restated Financial Statements-Related Party Transactions"*** on page *165*, there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section ***"Restated Financial Statements-Related Party Transactions"*** and ***"History and certain Corporate Structure"*** on page 165 and page *141* our Group Companies have no business interests in our Company.

Confirmations

a) None of the above-mentioned Group Companies has made any public and/ or rights issue of securities in the preceding

three years.

Undertaking/ Confirmations by our Group Companies

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been:

i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or

ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company have ever been a Promoters, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/ Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. www.aviansh group.com .

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

CORPORATE APPROVALS

The Board of Directors, pursuant to a resolution passed at their meeting held on January 15, 2024 authorized the Offer, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on January 18, 2024 authorized the Offer.

OFFER FOR SALE

There is no offer for sale in our company.

In-principal Approval

Our Company has obtained in-principal approval from the SME Platform of NSE (NSE EMERGE) for using its name in this Draft Prospectus pursuant to an approval letter dated August 22,2024 by NSE Emerge which is the Designated Stock Exchange.

Prohibition by SEBI, RBI or governmental authorities

Further, our Company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus. The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Prospectus.

Prohibition with respect to willful defaulter or a fraudulent borrower

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as willful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.

Eligibility for the Offer

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Offer is an Initial Public Offer in termsof the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post Offer paid up capital is more than ten crore rupees and we may hence Offer Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange in this case being the "SME Platform of NSE (NSE EMERGE)".

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge.

a) Our Company was incorporated on April 27, 2005 under the provisions of Companies Act, 2013 with the Registrar of Companies, Punjab, H.P. and Haryana.

b) The post issue paid up capital (face value) of the Company will be Up to 13.97 Crore, less than `25 crores.

c) Our Company confirms that it has track record of more than 3 years.

d) As per the Restated Financial Statements, our Company has operating profit (earnings before interest, depreciation and tax excluding other income) from operations of ₹ 887.88 Lakhs in March 31,2024, ₹ 376.61 Lakhs in Fiscal 2023, ₹ 553.74 Lakhs in Fiscal 2022 and ₹ 550.46 lakhs in Fiscal 2021 i.e., in all the 4 financial years ended March 31, 2024, preceding the date of this Prospectus and Net-worth of our Company (excluding revaluation reserves) is ₹ 1,587.22 lakhs as on and hence is positive.

e) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and promoting companies.

f) There is no winding up petition against our company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.

g) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.

h) There is none of the Lead Managers involved in the Issue have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of filing of this Prospectus.

Other Disclosures:

• We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) of our company in the Prospectus.
• There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoters/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years except as mentioned in the Prospectus.
• We have disclosed the details of our company, promoters/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 Litigations and Material Developments" on page 211 of this Prospectus.
• We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "Outstanding Litigations and Material Developments" on page 211 of this Prospectus.
• The application of our Company has not been rejected by the Exchange in last 6 complete months from the date of filing of this Prospectus.

As per Regulation 230 of the SEBI ICDR Regulations, our Company has ensured that:

a) The Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge platform of NSE. NSE is the Designated Stock Exchange.

b) Our Company has entered into the tripartite agreement with the depositories for facilitating trading in dematerialized mode.

c) The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.

d) All Equity Shares held by our Promoters are in dematerialized form.

e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter "Objects of the Offer" on page 79 of this 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 Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.

(d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that:

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.

2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 48 of this Prospectus.

3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within four days from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of fourth day, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations and section 40 of the Companies Act, 2013.

COMPLIANCE WITH PART A OF SCHEDULE VI OF SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, SHRENI SHARES LIMITED (FORMERLY KNOWN AS SHRENI SHARES PRIVATE LIMITED) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED 1st APRIL'2024/12th SEPTEMBER'2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of section 26 of the Companies Act, 2013.

DISCLAIMER FROM OUR COMPANY AND LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this 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.avianshgroup.com , or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. 3Dimension Capital Services Limited is not an associate and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to nonresidents including NRIs and FIIs. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. 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.

Applicants are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

DISCLAIMER CLAUSE OF THE NSE

As required, a copy of the Prospectus shall be submitted to the NSE EMERGE. The Disclaimer Clause as intimated by the NSE EMERGE to us, post scrutiny of the Prospectus, shall be included in the Prospectus prior to the filing with RoC.

LISTING

The Equity Shares issued through the Prospectus are proposed to be listed on NSE EMERGE. Application have been made to NSE EMERGE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its NSE EMERGE after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue**.**

Our company has obtained In-principle approval from NSE vide letter dated August 22,2024 to use name of NSE in the Prospectus for listing of equity shares on NSE EMERGE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE EMERGE the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If 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.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE mentioned above are taken within three (3) Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of: (a) The Directors, the Promoters, the Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory and Peer Review Auditors, the Lead Manager, the Registrar to the Issue, the Legal Advisors to the Issue, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHT ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an "Unlisted Company" in terms of the SEBI ICDR Regulations and this Issue is an "Initial Public Offer" in terms of the SEBI ICDR Regulations.

COMISSION AND BROKRAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of our Company.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled "Capital Structure" beginning on page 57 of this Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI ICDR Regulations and this Issue is an "Initial Public Offer" in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is

not available with the Company.

STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY 3DIMENSION CAPITAL SERVICES LIMITED:

ANNEXURE-A

TABLE 1

S.No	Issue Name	Issue Size (Rs. In Cr.)	Issue Price (Rs. In Cr.)	Listing Date	Operating Price on Listing Date	+/-% change in closing price [+/-% change in closing benchmark] - 30th Calender days from listing	+/-% change in closing price [+/-% change in closing benchmark] - 90th Calender days from listing	+/-% change in closing price [+/-% change in closing benchmark] - 180th Calender days from listing
SME IPO								

***Annexure A is not applicable as there has been no listing as on date of filing of NIL Prospectus.**

TABLE No. 2

Financial Year	Total No. of IPOs	Total Amount of Funds raised (Rs. Cr.)	No. of IPOs trading at discount 30th Calendar days from listing			No. of IPOs trading at premium 30th Calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less Than 25%	Over 50%	Between 25-50%	Less Than 25%	Over 50%	Between 25-50%	Less Than 25%	Over 50%	Between 25-50%	Less Than 25%
NIL														

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

DISCLAIMER CLAUSE OF THE NSE

″NSE Limited (″NSE″) has vide its letter dated August 22,2024 given permission to "AVI ANSH TEXTILE LIMITED" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("EMERGE platform") the Company's securities are proposed to be listed. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. NSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on NSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE 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 for any other reason whatsoever.

v. be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the EMERGE platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/other regulatory authority. Any use of the EMERGE platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations 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 Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.
Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013which is reproduced below:

Any person who-

i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

ii. 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

iii. 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 to action under section 447 of the Companies, Act 2013

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

For detailed description please refer to the section titled ***"Capital Structure"*** beginning on page *57* of this Prospectus.

Previous capital issue during the last three years by listed Group Companies of our Company

We do not have any Group Company listed on any of the stock exchange.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preferenceshares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

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

Option to Subscribe

a. Investors will get the allotment of specified securities in dematerialization form only.
b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the applicants to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Applicant, ASBA Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Application shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Issue Closing Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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 within 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Isha, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Isha
Company Secretary and Compliance Officer
Avi Ansh Textile Limited
Address: 402, 4th floor, Aggarwal Cyber
Plaza-1 Netaji Subhash Place, Pitampura, North
West, Delhi, Delhi, India, 110034
Tel. No.: +91-9999335909
Email: cs@avianshgroup.com
Website: www.avianshgroup.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressalof such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on March 14, 2024 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled ***"Our Management"*** beginning on page *144* of this Prospectus.

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled ***"Statement of Special Tax Benefits"*** beginning on page *101* of this Prospectus.

Capitalization of Reserves or Profits

Save and except as stated in ***"Capital Structure"*** on page *57* of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

Revaluation of assets

There has not been any revaluation of assets since incorporation of the Company.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled ***"Our Management"*** beginning on page *144* and chapter ***"Financial Information"*** beginning on page *165* of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION-VIII-ISSUE RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. 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 NSE EMERGE, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

THE ISSUE

The Issue comprises of a Fresh Issue of Equity shares.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "Main Provisions of the Articles of Association" beginning on page 268 of this Prospectus

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on page 164 and 268, respectively of this Prospectus**.**

FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of ₹10 each are being issued in terms of this Prospectus at the price of ₹ 62/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "Basis for Offer Price" beginning on page 93 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING RATIOS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see "Main Provisions of the Articles of Association" beginning on page 268 of this Prospectus.

ALLOTMENT ONLY IN DEMATERIALISATION FORM

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite agreement dated February 9, 2024 amongst our Company, CDSL and RTA.
2. Tripartite agreement dated February 16, 2024 amongst our Company, NSDL and RTA.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of 2,000 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 NSE EMERGE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Share subject to a minimum allotment of 2,000 Equity Shares to the successful Applicants.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

JOINT HOLDERS

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

JURISDICTION

The courts of Delhi, India will have exclusive jurisdiction in relation to this Issue.

NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange**.**

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

ISSUE PROGRAM

An indicative timetable in respect of the Issue is set out below:

Issue Opens on	September 20,2024 (Friday)
Issue Closes on	September 24,2024 (Tuesday)
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before September 25,2024 (Wednesday)
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before September 26,2024 (Thursday)
Credit of Equity Shares to demat account of the Allottees	On or before September 26,2024 (Thursday)
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before September 27,2024 (Friday)

1. Our Company shall, in consultation with the Lead Manager, consider closing the Issue Period for QIBs, one Working Day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations.
2. UPI mandate end time and date shall be at 5.00 p.m. on Issue Closing Date.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) Two (2) Working Days from the Issue Closing Date, the applicant shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, 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, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, shall be deemed to be incorporated in the agreements entered into by and between our Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within such time as prescribed by SEBI, the timetable may change due to various factors, such as extension of the Issue Period by our Company in consultation with the Lead Manager, or any delays in receiving the final listing and trading approval from the Stock Exchange or delay in receipt of

final certificates from SCSBs, etc. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 3.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All time mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reason associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the abovementioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100/- per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application
Amount, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100/- per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022,SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.
In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

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 Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within 15 days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within two (2) working days of closure of Issue.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this 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 ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not 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, expect in compliance with the application law of such jurisdiction.

ARRANGEMNETS FOR DISPOSAL OF OLD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for the lock-in of the pre- issue capital of our Company as provided in "Capital Structure" beginning on page 57 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "Main Provisions of the Articles of Association" beginning on page 268 of this Prospectus.

NEW FINANCIAL INSTRUMENTS

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

MIGRATION TO MAIN BOARD

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018 and NSE/SME/47077 dated January 21, 2021. NSE has further reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main Board as follows:

1. The paid-up equity capital of the company shall not be less than ₹10 crores and the capitalisation of the company's equity shall not be less than ₹25 crores**

*** Explanation for this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.*

2. The company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.

3. The company should have been listed on SME platform of the Exchange for at least 3 years.

4. The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

5. The company has not received any winding up petition admitted by a NCLT.

6. The net worth of the company should be at least ₹50 crores.

7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:
a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
c) Redressal mechanism of Investor grievance.
d) PAN and DIN no. of Director(s) of the Company.

Change in Control of a Company/Utilisation of funds raised from public

MARKET MAKING

The shares offered through this Issue are proposed to be listed on NSE EMERGE 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 NSE EMERGE. For further details of the market making arrangement please refer the chapter titled "General Information" beginning on page 48 of this Prospectus.

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OFFER STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital exceeds ten crore rupees but does not exceed twenty-five crore rupees. The Company shall Issue 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 NSE Emerge). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "Terms of the Offer" and "Offer Procedure" beginning on page 235 and 244 respectively, of this Prospectus.

ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of 41,92,000 Equity Shares for Cash at an Issue Price of ₹ 62/- per Equity Share. The Issue comprises a reservation of 2,12,000 Equity Shares of face value of ₹ 10/- each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 39,80,000 . Equity Shares of face value of 10/- each ("the Net Issue"). The Issue and the Net Issue will constitute 30% and 28.47% respectively of the post Issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation (1)	39,80,000 Equity Shares	2,12,000 Equity Shares
Percentage of Issue Size available for Allocation	94.94 % of the Issue Size	5.05% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 2000 Equity Shares and further allotment in multiples of 2000 Equity Shares each (1) For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only.	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	*For Other than Retail Individual Investors:* Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value exceeds ₹ 2,00,000. *For Retail Individuals Investors:* Such number of Equity Shares in multiples of 2000 Equity Shares.	2,12,000 Equity Shares
Maximum Application Size	*For Other than Retail Individual Investors:* Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Size does not exceed 2000 Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable. *For Retail Individuals Investors:* Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value does not exceeds ₹ 2,00,000.	2,12,000 Equity Shares
Trading Lot	2000 Equity Shares	2000 Equity Shares. However, the Market Maker may buy odd lots if

		any in the market as required under the SEBI ICDR Regulations.
Who can Apply (2)	*For Other than Retail Individual Investors:* Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. *For Retail Individuals Investors:* Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	Market Maker
Terms of Payment (3)	The entire Application Amount will be payable at the time of submission of the Application Form	
Application Lot Size	2000 Equity Shares and in multiples of 2000 equity shares thereafter.	

^As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications 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 book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.

(1) Since present Issue is a fixed price Issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, shall be made as follows:

(a) Minimum fifty per cent to retail individual investors; and
(b) Remaining to:
i) individual applicants other than retail individual investors; and
ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage."

(2) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

(3) In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Offer Procedure" beginning on page 244 of this Prospectus.

OFFER PROCEDURE

All Applicants should read the General Information Document for Investing in Public Offer ("GID") prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 & UPI Circulars which highlights the key rules, processes and procedures applicable to public offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days ("UPI Phase I"). The same was applicable until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline Of T+6 days will continue for a period of three months or launch of five main board public offers, whichever is later ("UPI Phase II"), Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs ("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 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023.

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, 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 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of the Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.

Further, the Company and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

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 DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Share rematerialized subject to allotment of the equity shares in the Issue, subject to applicable laws.

PHASED IMPLEMENTATION OF UNIFIED PAYMENT INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public Issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public Issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing would continue to be six working days.

Phase II: This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public offers, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six working days during this phase.

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 09, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – issue LM will be required to compensate the concerned investor.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein minimum 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be issued to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price**.**

Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for UPI applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

AVAILABILITY OF PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Investors using UPI Mechanism for an application size of up to ₹ 5,00,000 may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue *

* Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries")

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4. A Depository Participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Application submitted by investors to SCSBs	After accepting the form, SCSB shall capture and upload the Relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Application submitted by investors to intermediaries other than SCSBs	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post upload shall forward a schedule as per prescribed format along with the

	application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investor to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a realtime basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non SCSB bank or any Escrow Collection Bank.

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: ―Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

4. Mutual Funds registered with SEBI;

5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the nonInstitutional investor's category;

10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

11. Foreign Venture Capital Investors registered with the SEBI;

12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

18. Insurance funds set up and managed by army, navy or air force of the Union of India;

19. Multilateral and bilateral development financial institution;

20. Eligible QFIs;

21. Insurance funds set up and managed by army, navy or air force of the Union of India;

22. Insurance funds set up and managed by the Department of Posts, India;

23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

24. Applications not to be made by:
(a) Minors (except through their Guardians)
(b) Partnership firms or their nominations
(c) Foreign Nationals (except NRIs)
(d) Overseas Corporate bodies

ALLOTMENT PROCEDURE AND BASIS OF ALLOCATION

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:-

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.

- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below:

Process of generating list of allotees

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio.
- For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots. provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Investors

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

For Other Than Retail Individual Investors (Non-Institutional 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 2,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

BIDDERS SHOULD NOTE THATALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio). For applications where the proportionate allotment works out to less than 2,000 Equity shares the allotment will be made as follows:
a) Each successful applicant shall be allotted 2,000 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.

3. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 2,000 Equity shares subject to a minimum allotment of 2,000 Equity shares.

4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2,000 Equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this Prospectus.

5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
(a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
(b) The balance net issue of shares to the public shall be made available for allotment to:
i. Individual applicants other than retails individual investors; and
ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
(c) The unsubscribed portion of the net issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

6. Retail Individual Investors' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

PARTICIPATION BY ASSOCIATES/ AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/ PROMOTER GROUP

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

APPLICATIONS BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

APPLICATION BY HUF

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

APPLICATION BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in colour).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "Restrictions on Foreign Ownership of Indian Securities" on page 266 of this Prospectus.

APPLICATION BY FPIs AND FIIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid -up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operate (i.e., up to 100%). In terms of the FEMA Non - Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid -up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be

subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

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 Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of 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 Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are 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.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:
(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. 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 Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

APPLICATION BY SEBI REGISTERED AIF, VCF AND FVCI

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public issuing of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATION BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

APPLICATION BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDAI Investment Regulations") are set forth below: Equity shares of a company: the lower of 10%(1) of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer; The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be

attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

APPLICATION BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATION BY SCSBs

SCSBs participating in the Issue is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications. The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Prospectus and the Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs250 million (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in

their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

ISSUE PROCEDURE AND APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case

of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, 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, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.

5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system: (a) Name of the Applicant; (b) IPO Name: (c) Application Form Number; (d) Investor Category; (e) PAN (of First Applicant, if more than one Applicant); (f) DP ID of the demat account of the Applicant; (g) Client Identification Number of the demat account of the Applicant; (h) Number of Equity Shares

Applied for; (i) Bank Account details; (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and (k) Bank account number

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this 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 Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

Our company has entered into an Underwriting Agreement dated September 5th, 2024 with Sixth Sense Securities Private Limited and September 10th, 2024 with 3Dimension Capital Services Limited.
A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation. In the pre-Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

ALLOTMENT ADVERTISEMENT

Our Company, the Lead Manager and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional editions of a daily newspaper where our Registered Office is located, each with wide circulation.

ISSUANCE OF CONFIRMATION OF ALLOCATION NOTE AND ALLOTMENT OF THE ISSUE

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares.

Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date.

The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATE:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

GENERAL INSTRUCTIONS:

Do's

1. Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;

2. Ensure that you have apply within the Price Band.

3. Read all the instructions carefully and complete the Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;

6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;

7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for UPI Applicants) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;

8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);

9. All Applicants should submit their Applications through the ASBA process only;

10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;

11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;

12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement of your application;

14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;

15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;

16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;

17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the correct investor category and the investor status is indicated in the Application Form;

21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue;

24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;

26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named 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 http://www.sebi.gov.in);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;

30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.

31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;

32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;

33. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;

34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;

36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.

37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

Don't's

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "General Information" on page 48. For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "General Information – Lead Manager to the Issue" on page 48 of this Prospectus.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post-issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer.

For details of the Company Secretary and Compliance Officer, see "General Information" on page 48. For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "General Information – Lead Manager to the Issue" on page 48 of this Prospectus.

GROUNDS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Application on technical grounds as provided in the "General Information Document" Applicants are requested to note that Applications may be rejected on the following additional technical grounds.
1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 ;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section "Who can Apply?" on page 248 of this Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8.Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.
For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.
For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorised employees of the Designated Stock Exchange, along with the Lead Manager and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through the Prospectus except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Issue to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Retail Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Retail Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Retail Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII 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.

INVESTOR GRIEVANCE

In case of any pre- Issue or post- Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled "General Information" on page 48 of this Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding Two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*
(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 1 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 Rs 5 million or with both.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). It is mandatory for the applicants to furnish the details of depository account and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. Specified securities, on allotment, shall be traded on stock exchanges in demat mode only in this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue: 1. Tripartite agreement dated February 9, 2024 amongst our Company, CDSL and RTA.
2. Tripartite agreement dated February 16, 2024 amongst our Company, NSDL and RTA.

UNDERTAKINGS BY THE COMPANY

Our Company undertakes the following:

1. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 3 (three) working days of the Issue Closing Date or within such other time period prescribed by SEBI will be taken;

3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

4. if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;

5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;

7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh issue document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;

8. adequate arrangements shall be made to collect all Application Forms from Applicants.

9. the Promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

The information set out above is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the prescribed limits under applicable laws or regulations.

UTILISATION OF NET PROCEEDS

Our Board certifies that:

1. all monies received out of the Fresh issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;

2. details of all monies utilised out of the Fresh issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

3. the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt 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, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. 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 of fund in India.

As per the FDI policy, the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see "Offer Procedure" on page 244 of this Prospectus. Each Applicant should seek independent legal advice about its ability to participate in the issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. 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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations, seek independent legal advice about its ability to participate in the issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

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SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on November 30, 2023 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

INTERPRETATION

1. In these Regulations unless the context otherwise require-
   a. Company or this company means AVI ANSH TEXTILE LIMITED.
   b. the Act means the Companies Act 2013 and every statutory modification or re-enactment thereof and references to Sections or Rules of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
   c. These Regulations means these Articles of Association as originally framed or as altered from time to time.
   d. The Office means the Registered Office for the time being of the Company.
   e. The Seal means the common seal of the Company.
   f. Words imparting the singular shall include the plural and vice versa words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law as such.
   g. Month and year means a calendar month and calendar year respectively.
   h. Expression referring to writing shall be construed as including references to printing lithography photography and other modes of representing or reproducing words in visible form.
   i. Unless the context otherwise requires the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which these regulations become binding on the Company.

2. The Regulations contained in Table F in Schedule 1 to the Companies Act 2013 shall not apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the company and its members as if they are the terms of an agreement between them.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.

4. Subject to the provisions of these Articles and of the Act the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53 , 54, 56 and 58 of the Act) provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.

5. Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the register shall for the purposes of the Articles be a member.

6. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of Section 48 of the Act the consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking Pari passu therewith.

8. (1) The company may exercise the powers of paying commissions conferred by Section 40 of the Act provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.

(2) The rate of commission shall not exceed the rate of 5 (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5 (five percent) of such price as the case may be and in the case of debentures 2 (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2 (two and a half per cent) of such Page 3 of 21 price as the case may be.

(3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

(4) The Company may also on any issue of shares pay such brokerage as may be lawful.

9. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment (or within such other period as the conditions of issue shall provide) or within one month after the application for the registration of transfer is received by the Company.

(a) One certificate for all his shares without payment or

(b) Several certificates each for one or more of his shares provided that any subdivision consolidation or splitting of certificates required in marketable lots shall be done by the Company free of any charges.

(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
(3) In respect of any share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. The Company agrees that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.

(i) for issue of new certificates in replacement of those that are torn out defaced lost or destroyed
(ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split Consolidation Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading.

11. If any shares stands in the names of two or more persons the person first named in the register of members shall as regards receipt of dividends the service of notices and subject to the provisions of these Articles all or any other matter connected with the Company except the issue of share certificates voting at meeting and the transfer of the share be deemed the sole holder thereof.

LIEN

12. Subject to the provisions of Companies Act 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts liabilities and engagements (whether presently payable or not) solely or jointly with any other person to or with the Company whether the period for the payment fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends from time to time declared in respect of shares subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

13. The Company may sell in such manner as the Board think fit any share on which the Company has a lien provided that no sale shall be made –

(a) unless a sum in respect of which the lien exists is presently payable or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (1) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (1) The proceeds of the sale shall be received by the company and applied in payment of the whole or part of the amount in respect of which the lien exist as is presently payable.

(2) The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares as the date of sale be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

16. (1) The Board of Directors may from time to time make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(2) Each member shall subject to receiving at least Fourteen days' notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified the amount called on his shares.

(3) A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by installments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent or at such lower rate if any as the Board may determine.

(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date whether on account of the nominal value of the shares or by way of premium shall for purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. (A) Subject to the provisions of Section 50 and 179 of the Act the Board –

(a) May if it thinks fit receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him and
(b) If it thinks fit may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding unless the Company in general meeting shall otherwise direct 12 (twelve percent) per annum as may be agreed upon between the Board and the member paying the sums or advances Money so paid in advance shall not confer a right to dividend or to participate in profits.

22. On the trial or hearing on any suit or proceedings brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of members of the company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call nor that a quorum of Directors was present at Board Meeting at which any call was resolved to be made nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter but the proof of the matters aforesaid shall be conclusive evidence of the debt.

23. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

TRANSFER AND TRANSMISSION OF SECURITIES

24. The Company shall keep a Register of Transfers and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share(s) or securities.

25. (1) the instrument of transfer of any securities in the Company shall be executed by or on behalf of both the transferor and the transferee.

(2) The transferor shall be deemed to remain a holder of the security until a properly signed deed of transfer is received by the Company within 2 months of its execution and proper note thereof has been taken and name of transferee has been entered in the Register of Members Securities as the case may be.

26. The instrument of transfer shall be in writing and all the provisions of Companies Act 2013 and modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.

27. Unless the Directors decide otherwise when an instrument of transfer is tendered by the transferee before registering any such transfer the Directors shall give notice by letter sent by registered acknowledgement due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder the Directors shall be deemed to have decided not to give notice and in any event to the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

TRANSFER OF SECURITIES

28. The Board of Directors may subject to the right of appeal conferred by Section 58 of the Companies Act 2013 decline to register –
(a) The transfer of a share not being a fully paid up share to a person of whom they do not approve or

(b) any transfer of the share on which the Company has a lien provided that the registration transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.

29. The Board may decline to recognise any instrument of transfer unless-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and

(c) the instrument of transfer is in respect of only one class of shares.

30. All instruments of transfer which shall be registered shall be retained by the Company but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.

31. (a) On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

(b)There shall be no charge for

(a) registration of shares or debentures.

(b) sub-division and or consolidation of shares and debentures certificates and sub-division of Letters of Allotment and split consolidation renewal and pucca transfer receipts into denominations corresponding to the market unit or trading

(c) sub-division of renouncible Letters of Right

(d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized

(e) registration of any Powers of Attorney Letter of Administration and similar other documents.

TRANSMISSION OF SECURITIES

32. (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

33. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

34. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
(c) The limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

35. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 {ninety} days, the Board may thereafter withhold payment of al! dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

36. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member of or debenture holder in the company, it shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares and debentures has been paid or will be paid or that none is due, as the case may be.

37. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members} to the prejudice of persons having or claiming any equitable right, tithe of interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in same book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

38. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

39. The notice aforesaid shall-

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

40. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.

41. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit

(2) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

42. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9 % (nine percent) per annum.

(2) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

43. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(2) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(3) The transferee shall thereupon be registered as the holder of the share; and

(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

44. The provisions of these regulations 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.

45. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and ail other rights incidental thereto except only such of those right as by these Articles are expressly saved.

46. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

47. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null! and void and of no effect. When any shares, under the powers in that behalf' here contained are sold by the Board and the certificate in

respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may, issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.

48. The Directors may subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof,

CONVERSION OF SHARES INTO STOCK

49. The Company may, by an ordinary resolution: -

(a) convert any paid-up shares into stock; and

(b) reconvert any stock into paid-up shares of any denomination authorised by these regulations.

50. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:

Provided the Board may, from time to time, fix the minimum amount of Stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

51. The holders of stock shall, according to the amount of stock held by them, hap the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

52. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words “share” and "shareholders" in those regulations shall include "stock" and "stockholder" respectively.

SHARE WARRANTS

53. The Company may issue share warrant, subject to and in accordance with, the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.

54. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.

(2) Not more than one person shall be recognised as depositor of the share warrant.

(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

55. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company.

(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.

56. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, Joss or destruction of the original.

ALTERATION OF CAPITAL

57. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.

58. The Company may, by ordinary resolution in general meeting:

(a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares:

(b) sub-divide its shares or any of them, into shares of similar amounts than is fixed by the Memorandum of Association, 50 however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

59. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law :-

(a) its share capital;
(b) aay capital redemption reserve account; or
(c) any share premium account.

60. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.

61. The Company shall have power to establish Branch Offices, subject to the provisions of the Act or any statutory modifications thereof.

62. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work of building or the provision of any plant for the Company in accordance with the provisions of the Act.

63. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of Section 230 to 232 of the Act.

BUY-BACK OF SHARES

64. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

65. All general meetings other than annual general meeting shall be called extraordinary general meeting.

66. (1) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

67. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.

68. (1) No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business.

(2) Save as otherwise provided in Section 103 of the Act, a minimum of: -

a) five members personally present if the number of members as on the date of meeting is not more than one thousand;

b) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;

c) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

Furthermore, A body corporate, being member, shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

CONDUCT OF MEETINGS

69. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

70. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

71. If at any meeting no director is willing to act as Chairperson or if no director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

72. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

ADJOURNMENT OF MEETING

73. (1) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

74. In the case of an equality of votes, whether on a show of hands or on a poll, meeting at which the show of hands takes places or at which the poll is demanded shalt be entitled to a second or casting vote.

75. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

76. Subject to any rights or restrictions for the time being attached to any class or classes of shares,

(a) on a show of hands, every member present in person shall have one vote and

(b) on a poll, the voting rights of members shall be as laid down in Section 47 of the Act.

77. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

78. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person

claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

79. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once

80. No member shall be entitled to vote at any general meeting unless all calls and other sums presently payable by him in respect of shares in the Company or in respect of shares, on which the Company has exercised any right of lien, have been paid.

81. (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

82. The instrument a pointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

83. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

85. The number of the Directors of the Company shall not be less than three and not more than fifteen.

86. The following are the First Directors of the Company:

1. Tushar K. Chandra
2. Satish Kumar Sharma

The Following shall be directors of the Company (As Private Company Converted into Public Company)

1. Anil Jain
2. Geeta Jain
3. Avi Jain
4. Ansh Jain

87. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provisions of Section }52 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Sections 152 of the Act.

88. (1) Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a stun not exceeding Rs. 2,000/- (Rupees Two Thousand Only).

(2) Subject to the provisions of Section 197 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General Meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the directors equally of is so determined paid on monthly basis.

(3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(4)Subject to the provisions of Sections 197 of the Act, if any Director be called upon to perform any extra services or make

special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, medical aid and free conveyance) as the Board may determine from time to time.

(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them:-

(a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof, or

(c) in connection with the business of the Company.

89. The Directors shall not be required to hold any qualification shares in the Company.

90. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

91. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly, Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation.

92. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority. that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another Director in his place.

93. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

94. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall. held office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

95. A person may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in case in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.

96. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director or the Company.

97. The office of a Director shall become vacant. -

(i) on the happening of any of the events provided for in Section 167 of the Act;

(ii) on the contravention of the provisions of Sections 188 of the Act, or any statutory modifications thereof;

(iii) if a person is a Director of more than twenty Companies at a time, out of which not more than10 (Ten) shall be Public Companies.

(iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 161 of the Act; or

(v) on resignation of his office by notice in writing and is accepted by the Board.

98. Every Director present at any meeting of the Board or committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

POWERS OF BOARD OF DIRECTORS

99. The Board of directors may pay all expenses incurred in the formation, promotion and registration of the Company.

100. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as if may think fit with respect to the keeping of any such register.

101. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the provisions of Section 184 of the Act being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangements.

BORROWING POWERS

102. Subject to the provisions of Sections 73, 76, 179, and 180 of the Act, and the Regulations thereunder and Directions issued by the RBI, Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property (both present and future}, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

103. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit subject to the provisions of Section 73 & 76 of the Act and rules framed thereunder.

104. 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, of 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.

PROCEEDINGS OF THE BOARD

105. Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one} or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time.

106. The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under clause 105 of the Articles.

107. If a meeting of the Board could not be held for want of quorum, whatever number of Directors not being less than two, shall be present at the adjourned meeting, notice where of shall be given to all the Directors, shall form a quorum.

108. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.

(2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

109. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or for summoning a General meeting of the Company, but for no other purpose.

110. (1) The Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.

(2) If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

111. Subject to the restrictions contained in Section 179 & 180 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it think fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons of purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

112. The meetings' and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last proceeding Article.

113. (1) A committee may elect a chairman of its meetings.

(2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.

114. (1) A committee may meet and adjourn as & think proper.

(2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.

115. All acts done by any meeting of the Board or by a committee thereof by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Directors or persons acting as aforesaid: or that they or any of them were disqualified or had vacated office or were not entitled to act as such of 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, had duly continued in office was qualified, had continued to be a Director his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

116. Subject to Section 175 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the majority members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

117. Subject to provisions of Section 196 & 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such -appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director

118. The Board may entrust and confer upon Managing Director/s or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time revoke, withdraw, alter or vary all or any of such powers.

119. Subject to Section 203 of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

THE SEAL

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in Siew thereof. The Board shall provide for the safe custody of the seal for the time being.

(2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the company shall not be affixed to any Instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may

appoint for the purpose, and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

121. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

122. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

123. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equitizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

124. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(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 share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

126. (i) Any dividend, interest or other monies payable in cash in respect of shares gay be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

127. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other mores payable in respect of such share.

128. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

129. No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid,

ACCOUNTS

130. (1) The Board shall cause proper books of accounts to be maintained under Sections 128 & 129 of the Act.

(2) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any or them, shall be open to the inspection of members not being Directors.

(3) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

OPERATION OF BANK ACCOUNTS

131. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all

banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other person or persons to exercise such powers.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

132. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provision of the Act.

AUDIT

133. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) The auditor shall be hold office from the conclusion of First Annual General Meeting till conclusion of Sixth Annual General Meeting.

(c)The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board

(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

CAPITALISATION OF PROFITS

134. (1) The company in General Meeting may, upon the recommendation of the Board resolve: -

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards: -

(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) partly. in the way specified in sub-claue (i) and partly in that is specified in sub-cluse (ii).

(3) Any share/securities premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

135. (1) Whenever such as resolution as aforesaid shall have been passed, the Board shall: -

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any; and

(b) do all acts and things required to give effect thereto.

(2) The Board shall have full power: -

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions: and also

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(3) Any agreement made under such authority shall be effective and binding on all such members

SECRECY

136. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

137. Subject to the provisions of Chapter XX of the Act and rules made thereunder: -

(i)If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

138. Subject to the provisions of Companies Act 2013, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company - against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquired or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Prospectus until the Offer Closing Date.

Material Contracts

1. Offer Agreement dated March 26, 2024 executed between our Company, and Lead Manager to the Offer.
2. Registrar to the Issue Agreement dated March 26, 2024 executed between our Company, and the Registrar to the Offer.
3. Banker to the Offer Agreement dated September 11, 2024 among our Company, Lead Manager, Banker to the Offer and the Registrar to the Offer.
4. Market Making Agreement dated September 06, 2024 between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated September 5, 2024 between our Company and Sixth Sense Securities Private Limited and September 10, 2024 between Lead Manager and our Company.
6. Tripartite Agreement dated February 9, 2024 among CDSL, the Company and the Registrar to the Offer.
7. Tripartite Agreement dated February 16,2024 among NSDL, the Company and the Registrar to the Offer.

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Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated April 27, 2005 issued by the Registrar of Companies, Punjab, H.P.& Chandigarh on Incorporation of the Company.
3. Fresh Certificate of Incorporation dated December 16, 2013 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on the name change of the Company from Rajneesh Spinners Private Limited to Avi Ansh Textile Private Limited.
4. Fresh Certificate of Incorporation dated January 3, 2024 issued by Registrar of Companies, Delhi consequent upon Conversion of company into Public Limited Company.
5. Copy of the Board Resolution dated January 15, 2024 authorizing the Offer and other related matters.
5. Copy of Shareholder's Resolution dated January 18, 2024 authorizing the Offer and other related matters.
6. Copies of Audited Financial Statements of our Company financial year ended March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021.
7. Statutory Auditors Report dated September 03,2024 on the Restated Financial Information of our Company March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021.
8. Copy of the Statement of Special Tax Benefits dated September 07, 2024 from the Statutory Auditor.
9. Certificate on KPI's issued by Statutory Auditors dated September 03,2024.
10. Consents of the Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Statutory Auditor of the Company, Bankers to our Company, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, Bankers to the Issue, Market Maker and Underwriter as referred to, in their respective capacities.
11. Board Resolution dated April 4, 2024 for approval of Prospectus and dated September 12,2024 for approval of Prospectus. However, Board Approval for the Final Prospectus dated 18th September (along with the changes of addendum to Prospectus) has been taken.
12. Due Diligence Certificate from Lead Manager dated 1st April 2024.
13. Approval from NSE vide letter dated August 22, 2024 to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge SME Platform of the NSE Ltd.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Anil Kumar Jain Managing Director DIN:00150070	Sd/-

Date: 18.09.2024
Place**:** Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Geeta Jain Director DIN:00153074	Sd/-

Date: 18.09.2024
Place**:** Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF OPERATING OFFICER OF OUR COMPANY:

Name and Designation	Signature
Ansh Jain Chief Operating Officer	Sd/-

Date: 18.09.2024
Place**:** Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF EXECUTIVE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Avi Jain Chief Executive Officer	Sd/-

Date: 18.09.2024
Place: Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Akanksha Jain Chief Financial Officer	Sd/-

Date: 18.09.2024
Place: Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Isha Company Secretary & Compliance Officer Membership No.- A59254	Sd/-

Date: 18.09.2024
Place: Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vinay Bansal Independent Director DIN: 10528315	Sd/-

Date: 18.09.2024
Place: Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Brij Mohan Sharma Independent Director DIN: 01313551	Sd/-

Date: 18.09.2024
Place: Delhi

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

Fixed Price Issue

AVI ANSH TEXTILE LIMITED
(Formerly known as Avi Ansh Textile Private Limited)

(Please scan this QR Code to view the corrigendum) **CIN: U17110DL2005PLC260403**

The Company was originally incorporated as Rajneesh Spinners Private Limited on 27th April, 2005 as a Private Limited Company under Companies Act, 1956 with the Registrar of Companies Punjab, H.P. & Chandigarh. Furtherly, pursuant to the Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 28th November 2013, the name of our company was changed to "Avi Ansh Textile Private Limited" and a fresh certificate of Incorporation dated 16th December,2013 with the Registrar of Companies, Delhi. In 2023, pursuant to a special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on 30th November, 2023, our company was converted from a private limited company to a public limited company and consequently, the name of our company was changed to "Avi Ansh Textile Limited" and a fresh certificate of Incorporation dated 3rd January,2024 by the Registrar of Companies, Delhi. The Corporate Identification number of our Company is U17110DL2005PLC260403.

Registered Office: 402,4th Floor, Aggarwal Cyber Plaza-I Netaji Subhash Place, Pitampura, North West, Delhi, India-110034
Contact Person: Isha, Company Secretary and Compliance Officer, **Tel No:** +91-11-4142-5247; **E-mail:** avianshanil@rediffmail.com **; Website:** www.aviansh group.com

Promoters of our Company: Anil Kumar Jain, Geeta Jain, Avi Jain, Akanksha Jain, Ansh Jain, G A Alloys Private Limited, S J Metals Private Limited, A K Jain .(HUF) , Sanjeev Mittal HUF. , Ramesh Mittal HUF . , S C Jain . (HUF), Arihant Yarn Fab Private Limited

PUBLIC ISSUE OF 41,92,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF AVI ANSH TEXTILE LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 62/- PER EQUITY (THE "ISSUE PRICE") AGGREGATING TO ₹ 2599.04 LAKH ("THE ISSUE") COMPRISING OF A FRESH ISSUE OF 41,92,000 EQUITY SHARES AGGREGATING TO ₹ 2599.04 LAKH (THE "FRESH ISSUE") OF WHICH 2,12,000 EQUITY SHARES AGGREGATING TO ₹ 131.44 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 39,80,000 EQUITY SHARES AGGREGATING TO ₹ 2467.60 LAKH (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30% AND 28.47% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.
FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 235 OF THIS PROSPECTUS.

CORRIGENDUM TO PROSPECTUS DATED 18TH SEPTEMBER, 2024: NOTICE TO THE INVESTORS ("THE CORRIGENDUM")

The following Changes or updation has been made under the Chapter "-introduction" -Capital structure" of the prospectus.

CAPITAL STRUCTURE

The Equity Share Capital of our Company, as on the date of this Prospectus is set forth below:

(INR in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A.	**Authorized Share Capital** 1,40,00,000 Equity Shares having Face Value of ₹ 10/- each	1400.00	-
B.	**Issued, Subscribed, & Paid-up Share Capital prior to the Offer** 97,84,930 Equity Shares having Face Value of ₹ 10/- each	978.49	-
C.	**Present Offer in terms of this Prospectus**		
	Consisting of:		
	Issue of 41,92,000 Equity Shares of face value of ₹10/- each	419.20	2,599.04
	Which comprises of:		
	Reservation of Market Maker Portion 2,12,000 Equity Shares of face value of ₹10/- each at a price of ₹ 62/- per Equity Share reserved as Market Maker Portion.	21.20	131.44
	Net Offer to Public Net Issue to Public of 39,80,000 Equity Shares of ₹10/- each at a price of ₹62/- per Equity Share to the Public.	398.00	2467.60
	Of which:		
	i. Allocation to Retail Individual Investors of 19,90,000 Equity Shares	199.00	1233.80
	ii. Allocation to other than Retail Individual Investors of 19,90,000 Equity Shares	199.00	1233.80
D.	**Issued, Subscribed and Paid-up Equity Share Capital after the Offer**		
	13,976,930 Equity Shares having Face Value of ₹ 10/- each	1397.69	
E.	**Securities Premium Account**		
	Before the Issue	159.78	
	After the Issue		2339.62

The information in this corrigendum supplements and updates the information in the Prospectus, as applicable, and the aforementioned changes are to be read in conjunction with the Prospectus. Accordingly, appropriate references in the Prospectus stand updated pursuant to this corrigendum.

Date: September 26'2024
Place: New Delhi

On Behalf of Avi Ansh Textile Limited
Sd/-
Mr. Anil Kumar Jain
(Managing Director)

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
3DIMENSION CAPITAL SERVICES LIMITED K-37A, Basement, Kailash Colony, Near Kailash Colony Metro Station, New Delhi-110048 Tele No.- +91-11-40196737 **Email:** info@3dcsl.com **Investor Grievance Email:** grievance@3dcsl.com, **Website:** www.3dcsl.com **Contact Person : Pankaj Khetan** **SEBI Registration Number:INM000012528**	**Skyline Financial Services Private Limited** **Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 **Tel No.:** 011-40450193-197; **Fax:** 011-26812683, **Email**: ipo@skylinerta.com **Investor Grievance E-mail:** grievances@skylinerta.com **Contact Person: Mr.** Anuj Rana **Website:** www.skylinerta.com **SEBI Registration Number:** INR000003241