(Please scan this QR Code to view the Prospectus)

PROSPECTUS
Dated: May 22, 2025
(Please read Section 26 of the Companies Act, 2013)
100% Book Built Issue

BORANA WEAVES LIMITED

CORPORATE IDENTITY NUMBER: U17299GJ2020PLC117745

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Plot No AA/34, B 16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India – 394230.	Seema Luniya (Company Secretary and Compliance Officer)	**Tel**: +91-9898426338 **Email**: info@boranagroup.in	https://www.boranagroup.in/

PROMOTERS OF OUR COMPANY: MANGILAL AMBALAL BORANA, ANKUR MANGILAL BORANA, RAJKUMAR MANGILAL BORANA, DHWANI ANKUR BORANA, MANGILAL AMBALAL BORANA HUF, ANKUR MANGILAL BORANA HUF, RAJKUMAR MANGILAL BORANA HUF AND BORANA FILAMENTS PRIVATE LIMITED

DETAILS OF THE ISSUE TO THE PUBLIC

Type	Fresh Issue Size	Offer for Sale Size	Total Issue Size	Eligibility and Share Reservation among QIBs, NIIs and RIIs
Fresh Issue	Fresh issue of 67,08,000* Equity Shares of face value of ₹10 each aggregating to ₹ 14,489.28* lakhs	Not Applicable	67,08,000* Equity Shares of face value of ₹10 each aggregating to ₹ 14,489.28* lakhs	The Issue was made pursuant to Regulation 6(2) of the SEBI ICDR Regulations as our Company does not meet the requirement specified under Regulation 6(1)(a) of the SEBI ICDR Regulation. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Issue*" on page 327. For details in relation to share reservation among QIBs, NIIs and RIIs, see "*Issue Structure*" on page 344.

** Subject to finalisation of Basis of Allotment.*

RISKS 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 of our Company. The face value of the Equity Shares is ₹10 each. The Floor Price, the Cap Price and the Issue Price (as determined by our Company, in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "*Basis for Issue Price*" on 127, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 40.

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 Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). For the purposes of the Issue, BSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER		
Name of the BRLM and Logo	**Contact Person**	**Email and Telephone**
Beeline Capital Advisors Private Limited	Nikhil Shah	**E-mail**: mb@beelinemb.com **Tel.:** +91 079 4918 5784
REGISTRAR TO THE ISSUE		
Name of Registrar	**Contact Person**	**Email and Telephone**
KFIN Technologies Limited	M. Murali Krishna	**E-mail**: bwl.ipo@kfintech.com **Tel.:** 040-67162222/18003094001

BID/ISSUE PERIOD					
ANCHOR INVESTOR BIDDING DATE	**Monday, May 19, 2025**	**BID/ ISSUE OPENED ON**	**Tuesday, May 20, 2025**	**BID/ ISSUE CLOSED ON#**	**Thursday, May 22, 2025**

 # UPI mandate end time and date was at 5:00 pm on the Bid/Issue Closing Date.

(Please scan this QR Code to view the Prospectus)

PROSPECTUS
Dated: May 22, 2025
(Please read Section 26 of the Companies Act, 2013)
100% Book Built Issue

BORANA WEAVES LIMITED

Our Company was originally incorporated as '*Borana Weaves Private Limited*' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated October 28, 2020 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to resolution passed by our Board of Directors in their meeting held on July 18, 2024 and a special resolution passed by our Shareholders in the Extra-Ordinary General meeting held on July 20, 2024 and the name of our Company was changed to '*Borana Weaves Limited*' and a fresh certificate of incorporation dated September 24, 2024 was issued by the Registrar of Companies, Central Processing Centre. For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 196.

Corporate Identity Number: U17299GJ2020PLC117745
Registered and Corporate Office: Plot No. AA/34, B 16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India - 394230;
Tel: +91-9898426338 **Contact Person**: Seema Luniya;
E-mail: info@boranagroup.in; **Website:** https://www.boranagroup.in/

OUR PROMOTERS: MANGILAL AMBALAL BORANA, ANKUR MANGILAL BORANA, RAJKUMAR MANGILAL BORANA, DHWANI ANKUR BORANA, MANGILAL AMBALAL BORANA HUF, ANKUR MANGILAL BORANA HUF, RAJKUMAR MANGILAL BORANA HUF AND BORANA FILAMENTS PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF 67,08,000* EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF BORANA WEAVES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 216 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹206 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO 14,489.28* LAKHS ("ISSUE") COMPRISING A FRESH ISSUE OF 67,08,000* EQUITY SHARES BY OUR COMPANY AGGREGATING TO ₹ 14,489.28* LAKHS ("FRESH ISSUE"). THE ISSUE CONSTITUTES 25.18% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

** Subject to finalisation of Basis of Allotment.*

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS 21.60 TIMES THE FACE VALUE OF THE EQUITY SHARES

The Issue was made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations (the "**Anchor Investor Portion**"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids having been received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, (a) not more than 15% of the Issue was available for allocation to Non-Institutional Investors (out of which one third shall be reserved for Bidders with Bids exceeding ₹2 lakhs and up to ₹10 lakhs and two-thirds was reserved for Bidders with Bids exceeding ₹10 lakhs), provided that the unsubscribed portion in either of the aforementioned sub-categories could have been allocated to Bidders in the other sub-category and (b) not more than 10% of the Issue was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Issue Price. All potential Bidders, other than Anchor Investors, were mandatorily required to participate in the Issue through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (as defined hereinafter), as applicable, pursuant to which the corresponding Bid Amount, which was blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of their respective Bid Amounts. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Issue Procedure*" beginning on page 348.

RISKS 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 of our Company. The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and Issue Price as determined and justified by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Issue Price*" on page 127 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 40.

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 to be Allotted through this Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated February 17, 2025, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE. A signed copy of this Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 410.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
BEELINE	KFINTECH EXPERIENCE TRANSFORMATION
Beeline Capital Advisors Private Limited B 1311-1314, 13th Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej Ahmedabad, Bodakdev, Ahmadabad City, Gujarat, India, 380054 **Tel**: +91 079 4918 5784 **E-mail**: mb@beelinemb.com **Investor Grievance E-mail:** ig@beelinemb.com **Website:** www.beelinemb.com **Contact person:** Nikhil Shah **SEBI Registration No.:** INM000012917	**KFIN Technologies Limited** Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana **Tel:** 040-67162222/18003094001 **E-mail:** bwl.ipo@kfintech.com **Investor grievance E-mail:** einward.ris@kfintech.com **Website:** www.kfintech.com **Contact person:** M. Murali Krishna **SEBI Registration No:** INR000000221

BID/ ISSUE PERIOD					
ANCHOR INVESTOR BIDDING DATE	**Monday, May 19, 2025**	**BID/ ISSUE OPENED ON**	**Tuesday, May 20, 2025**	**BID/ ISSUE CLOSED ON#**	**Thursday, May 22, 2025**

\# *UPI mandate end time and date was at 5:00 pm on the Bid/Issue Closing Date.*

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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, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

Notwithstanding the foregoing, terms in "Description of Equity Shares and Terms of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "History and Certain Corporate Matters", "Key Regulations and Policies in India", "Basis for the Issue Price", "Restriction on Foreign Ownership of Indian Securities", "Restated Financial Information" and "Outstanding Litigation and Material Developments" on pages 368, 135, 140, 173, 196, 190, 127, 367, 232, and 320 respectively, will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
our Company/ the Company/ the Issuer	Borana Weaves Limited, a public limited company incorporated under the Companies Act, 2013 and having its Registered Office at Plot No AA/34, B 16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India- 394230.
We/ us/ our	Unless the context otherwise indicates or implies, refers to our Company.

Company related terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management –Board Committees – Audit Committee*" on page 209.
Auditors/ Statutory Auditors	The statutory auditors of our Company, being M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C).
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time. For further details, please see "*Our Management – Board of Directors*" on page 200.
Chief Executive Officer/ CEO and Executive Director	Chief Executive Officer and Executive Director of our Company, being Ankur Mangilal Borana. For further details, please see "O*ur Management – Key Managerial Personnel of our Company*" on page 214.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company, being Rajkumar Mangilal Borana. For further details, please see "O*ur Management – Key Managerial Personnel*" on page 214.
Chairman and Managing Director	Chairman and Managing Director of our Company, being Mangilal Ambalal Borana. For further details, please see "*Our Management – Board of Directors*" on page 200.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Seema Luniya. For further details, please see "*Our Management – Key Managerial Personnel*" on page 214.

Term	Description
"Corporate Social Responsibility Committee" or "CSR Committee"	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management – Board Committees –Corporate Social Responsibility Committee*" on page 214.
D&B Report	Industry report titled "*Synthetic Readymade Garments and Synthetic Grey Fabric*" dated April 14, 2025 issued by Dun & Bradstreet. The D&B Report was made available on the website of our Company at www.boranagroup.in. The D&B Report has been exclusively commissioned and paid for by us in connection with the Issue.
Director(s)	The director(s) on our Board as appointed from time to time.
Dun & Bradstreet	Dun & Bradstreet Information Services India Private Limited, appointed by our Company pursuant to an engagement contract dated August 22, 2024 for preparation of the D&B Report.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Executive Director(s)	Executive director(s) of our Company. For further details of the Executive Directors, see "*Our Management*" on page 200.
Group Companies	In terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, the term "group companies" includes companies with which there were related party transactions as per Ind AS 24, and any other companies as considered material by the Board as per the Materiality Policy, in accordance with the resolution dated April 16, 2025 passed by the Board. For further details, see "*Our Group Companies*" on page 227.
Independent Director(s)	Non-executive and independent director(s) of our Company who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management- Board of Directors*" on page 200.
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Our Management-Key Managerial Personnel and members of our Senior Management*" on page 214.
Materiality Policy	The policy adopted by our Board on April 16, 2025, for identification of: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 211.
Project Cost Vetting Report	Report titled "*Project Cost Vetting Report*" dated April 11, 2025 issued by Dun and Bradstreet for assessing and verifying project costs in relation to the Proposed Unit 4. The Project Cost Vetting Report shall be available on the website of our Company at www.boranagroup.in.
Promoters	The promoters of our Company in terms of Regulation 2(1)(oo) of the SEBI ICDR Regulations namely, Mangilal Ambalal Borana, Ankur Mangilal Borana, Rajkumar Mangilal Borana, Dhwani Ankur Borana, Mangilal Ambalal Borana HUF, Ankur Mangilal Borana HUF, Rajkumar Mangilal HUF And Borana Filaments Private Limited. For further details, please see "*Our Promoters and Promoter Group*" on page 217.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" on page 217.
Registered and Corporate Office/	The registered and corporate office of our Company, situated at Plot No AA/34, B

Term	Description
Registered Office	16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India- 394230.
Registrar of Companies/RoC	The Registrar of Companies, Gujarat at Ahmedabad.
Restated Financial Information / Restated Financial Statements	The restated financial information of our Company, for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated statement of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which are based on our special purpose Ind AS financial statements of our Company as at and for the nine months period ended December 31, 2024 and for each of the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared by our Company pursuant to e-mail dated October 28, 2021, from SEBI to Association of Investment Bankers of India stating that financial statements for all three years and stub period of issuer companies are required to be prepared in accordance with Ind AS ("**SEBI Letter**") and prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 1, 2022) and as per the presentation, accounting policies and grouping / classifications including revised Schedule III disclosures followed as at and for the nine months period ended December 31, 2024 pursuant to the SEBI Letter and restated by our Company in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.
Senior Management/ Senior Management Personnel/ SMP	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as further described in "*Our Management-Key Managerial Personnel and Senior Management*" on page 214.
Shareholder(s)	The holders of the Equity Shares of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares from time to time.
Stakeholders Relationship Committee	The Stakeholders' Relationship Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Board committees – Stakeholders' Relationship Committee*" on page 213.

Issue related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue.
Allotment Advice	Note or advice or intimation of Allotment sent to the 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	A successful Bidder to whom the Equity Shares were Allotted.
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who had Bid for an amount of at least ₹1,000 lakhs.

Term	Description
Anchor Investor Allocation Price	The price at which Equity Shares were allocated to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which was decided by our Company, in consultation with the BRLM, on the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which was considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bidding Date/ Anchor Investor Bid/ Issue Period	The date, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors was submitted, prior to and after which the BRLM did not accept any Bids from Anchor Investors, and allocation to Anchor Investors was completed.
Anchor Investor Issue Price	₹216 per Equity Share being the price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and this Prospectus. The Anchor Investor Issue Price was decided by our Company, in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investors, it was the Anchor Investor Bidding Date,i.e. May 19, 2025.
Anchor Investor Portion	60% of the QIB Portion i.e. 30,18,543* Equity Shares which were allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. **Subject to finalization of basis of allotment.*
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by an ASBA Bidder with a SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds wasblocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and included a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
Bankers to the Issue	Collectively, the Escrow Collection Bank, Refund Bank, Sponsor Bank and Public Issue Account Bank, as the case may be.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "*Issue Procedure*" on page 348.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "*Bidding*" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and paid by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap

Term	Description
	Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and paid by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Issue, as applicable.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	69 Equity Shares and in multiples of 69 Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, Thursday, May 22, 2025.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, Tuesday, May 20, 2025.
Bid/ Issue Period	Except in relation to Bids by Anchor Investors, the period between Tuesday, May 20, 2025 and Thursday, May 22, 2025, inclusive of both days.
Bidder	Any prospective investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centers	Centers at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue was made.
Book Running Lead Manager/ BRLM/Manager	The book running lead manager to the Issue namely, Beeline Capital Advisors Private Limited.
Broker Centers	Broker Centers of the Registered Brokers where ASBA Bidders submitted the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker Centers if they are Bidding using the UPI Mechanism. The details of such broker Centers, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who had been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, i.e. ₹ 216 per Equity Share.
Cash Escrow and Sponsor Bank Agreement	The agreement dated May 14, 2025 entered into amongst our Company, the Registrar to the Issue, the BRLM, the Syndicate Members and Bankers to the Issue in accordance with the UPI Circulars, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder’s beneficiary account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE.
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Cut-off Price	Issue Price, finalised by our Company, in consultation with the BRLM, i.e. ₹ 216 per Equity Share. Only Retail Individual Investors were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors were not entitled to Bid at the Cut-off Price.

Term	Description
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) submitted the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which funds were transferred from the Escrow Account and the amounts blocked were transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus and this Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares were Allotted to successful Bidders in the Issue.
Designated Intermediaries	In relation to ASBA Forms submitted by UPI Bidders (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and CRTAs.
Designated RTA Locations	Such locations of the CRTAs where Bidders (other than Anchor Investors) submitted the ASBA Forms to CRTAs. The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE
Draft Red Herring Prospectus/ DRHP	The draft red herring prospectus dated November 16, 2024 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe or purchase the Equity Shares.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares.
Escrow Account	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank	The Bank which is a clearing member and registered with SEBI as banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account has been opened, in this case being HDFC Bank Limited.

Term	Description
First Bidder	Bidder whose name is mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, i.e. ₹205 per Equity Shares.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fresh Issue	The fresh issue of 67,08,000* Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 216 each (including a share premium of ₹ 206 each), aggregating to ₹ 14,489.28* lakhs **Subject to finalisation of Basis of Allotment*.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time.
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company.
ISIN	International Securities Identification Number of our Company being INE16SF01016.
Issue	The initial public offering of 67,08,000* Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 216 each (including a share premium of ₹ 206 each), aggregating to ₹ 14,489.28* lakhs by our Company. **Subject to finalisation of Basis of Allotment*
Issue Agreement	The agreement dated November 16, 2024 amongst our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	₹ 216 per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see "*Objects of the Issue*" on page 108.
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism.
Monitoring Agency	Acuite Ratings & Research Limited
Monitoring Agency Agreement	The agreement dated April 22, 2025 entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	The portion of the Issue being 5% of the Net QIB Portion consisting of 1,00,623* Equity Shares which was made available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price. **Subject to finalisation of the Basis of Allotment*
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.

Term	Description
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Net Proceeds	Proceeds of the Issue less our Company's share of the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "*Objects of the Issue*" beginning on page 108.
Non-Institutional Bidders/ Non-Institutional Investors/ NIIs	All Bidders that were not QIBs or Retail Individual Investors and who had Bid for Equity Shares for an amount more than ₹ 2.00 lakhs (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not more than 15% of the Issue, consisting of 10,06,200* Equity Shares, which was available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price, out of which i) one third shall was reserved for Bidders with Bids exceeding ₹ 2.00 lakhs up to ₹ 10.00 lakhs; and ii) two-thirds was reserved for Bidders with Bids exceeding ₹ 10.00 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (i) or (ii), was allocated to Bidders in the other sub-category of Non-Institutional Bidders. **Subject to finalisation of the Basis of Allotment*
Non-Resident/NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Price Band	Price band of a minimum price of ₹ 205 per Equity Share (Floor Price) and the maximum price of ₹ 216 per Equity Share (Cap Price) The Price Band and the minimum Bid Lot for the Issue was decided by our Company, in consultation with the BRLM, and was advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad edition of Financial Express (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is situated) at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, in consultation with the BRLM, finalised the Issue Price.
Prospectus	This Prospectus dated May 22, 2025 to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
Public Issue Account Bank	The bank with which the Public Issue Account is opened for collection of Bid Amounts from Escrow Account and ASBA Accounts on the Designated Date, in this case being HDFC Bank Limited.
QIB Category/ QIB Portion	The portion of the Issue (including the Anchor Investor Portion being not less than 75% of the Issue comprising 50,31,000* Equity Shares, which was Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation was on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price. **Subject to finalisation of the Basis of Allotment*
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.

Term	Description
Red Herring Prospectus/ RHP	The red herring prospectus dated May 14, 2025issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, read with the corrigendum dated May 16, 2025. The Red Herring Prospectus has been filed with the RoC at least three working days before the Bid/Issue Opening Date.
Refund Account	The 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	The Bankers to the Issue which is a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account has been opened, in this case being HDFC Bank Limited.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated November 11, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar to the Issue/ Registrar	KFIN Technologies Limited
Retain Individual Bidders/ Retail Individual Investors(s)/ RII(s) / RIB(s)	Individual Bidders, who had Bid for the Equity Shares for an amount not more than ₹ 2.00 lakhs in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not more than 10% of the Issue consisting of 6,70,800* Equity Shares, which was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. **Subject to finalisation of the Basis of Allotment*
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Investors were not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors could revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
SCORES	Securities and Exchange Board of India Complaints Redress System.
Self-Certified Syndicate Bank(s)/ SCSB(s)	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 or such other website as updated from time to time.
Specified Locations	Bidding Centers where the Syndicate accepted ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form.
Sponsor Bank	The Bankers to the Issue registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being HDFC Bank Limited.

Term	Description
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-syndicate Members	The sub syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated May 14, 2025 entered into amongst our Company, the BRLM, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate.
Syndicate Members	Intermediaries (other than the BRLM) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, Spread X Securities Private Limited.
Syndicate/ members of the Syndicate	Together, the BRLM and the Syndicate Members.
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	BRLM and the Syndicate Members
Underwriting Agreement	The agreement dated May 22, 2025 entered among the Underwriters , our Company and the Registrar to the Issue.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors who applied as Retail Individual Investors in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 5.00 lakhs in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs shall use UPI and shall provide their UPI ID in the bid-cum- application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/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 number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI RTA Master Circular (to the extent that such circular pertains to the UPI Mechanism), SEBI master circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094, dated June 21, 2023 (to the extent that such circular pertains to the UPI Mechanism), SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI ICDR Master Circular (to the extent that such circular pertains to the UPI Mechanism), along with the circular issued by the National Stock Exchange of India Limited

Term	Description
	having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Bank to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The Bidding mechanism that was used by UPI Bidders to make Bids in the Issue in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars.

Conventional and general terms and abbreviations

Term	Description
A/c	Account.
AGM	Annual general meeting.
AIF	Alternate Investment Fund.
AY	Assessment Year.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
Category I AIF	AIFs registered as "Category I alternative investment funds" under the SEBI AIF Regulations.
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations.
Category II AIF	AIF AIFs registered as "Category II alternative investment funds" under the SEBI AIF Regulations.
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations.
Category III AIF	AIFs registered as "Category III alternative investment funds" under the SEBI AIF Regulations.
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires.

Term	Description
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder.
FDI Policy	The FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020.
CSR	Corporate Social Responsibility.
Demat	Dematerialised.
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder.
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number.
DP ID	Depository Participant's Identification Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
EGM	Extraordinary general meeting.
FDI	Foreign direct investment.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise.
FI	Financial institutions.
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GoI / Central Government	Government of India.
GST	Goods and services tax.
HUF	Hindu undivided family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
IPO	Initial public offer.
IT	Information technology.
IT Act	The Information Technology Act, 2000.
I.T. Act	The Income Tax Act, 1961.
MCA	Ministry of Corporate Affairs, Government of India.
MCLR	Marginal cost of fund-based lending rate.
N.A. or NA	Not applicable.

Term	Description
NACH	National Automated Clearing House.
NAV	Net asset value.
NEFT	National electronic fund transfer.
Non-Resident	A person resident outside India, as defined under FEMA.
NPCI	National Payments Corporation of India.
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB/ 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 had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number allotted under the I.T. Act.
R&D	Research and development.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RONW	Return on net worth.
Rs. / Rupees/ ₹ / INR	Indian Rupees.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Term	Description
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
State Government	Government of a state of India.
STT	Securities Transaction Tax.
SUSML	Sachin Udhyognagar Sahkari Mandli Limited.
U. S. Securities Act	United States Securities Act of 1933, as amended.
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America.
USD / U.S.$	United States Dollars.
VAT	Value added tax.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
WACA	Weighted Average Cost of Acquisition.

Technical and Industry Related Terms or Abbreviations

Term	Description
Acrylic	A lightweight and warm synthetic fiber often used as a substitute for wool in knitwear and home textiles.
Actual Production	The quantity of goods produced within a given period, measured in meters, reflecting the real output of a manufacturing unit compared to its installed capacity.
Athleisure	A fashion trend combining athletic and leisure apparel, emphasizing comfort and performance.
Bales	A standard measure for cotton; one bale typically weighs 170 kg.
Bamboo viscose	A fiber made from bamboo pulp, known for its softness and eco-friendliness, used in textiles and apparel.
Blended Textiles	Fabrics created by mixing two or more different types of fibers to achieve specific performance and aesthetic properties.
Blended yarn	Yarns produced from a combination of different fibers, such as polyester/cotton or polyester/viscose, offering enhanced properties like strength and comfort.
Bt cotton	Genetically modified cotton that is resistant to certain pests, contributing to higher yields and reduced pesticide use.
CAGR (Compound Annual Growth Rate)	The mean annual growth rate of an investment over a specified time period longer than one year.
Calendar Year (CY)	The Calendar Year (CY) refers to the 12-month period from January 1 to December 31, commonly used for financial reporting, budgeting, and analysis across various industries.
Capacity Utilization	A measure of how much of our Company's total production capacity is being used over a specific period, expressed as a percentage of the installed capacity.
Capital Expenditure (CapEx)	Funds used by our Company to acquire or upgrade physical assets such as property, industrial buildings, or equipment.

Term	Description
Cotton-Polyester Blend	A common fabric blend that combines cotton's softness and breathability with polyester's durability and wrinkle resistance.
CPI (Consumer Price Index)	An index that measures changes in the price level of a basket of consumer goods and services purchased by households.
EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization)	A financial metric used to assess our Company's operating performance by measuring its profitability before accounting for financial deductions and non- cash expenses.
EBITDA Margin (%)	A profitability ratio that indicates the percentage of revenue that exceeds the company's operating expenses, calculated as (EBITDA / Revenue from Operations) × 100.
Eco-friendly synthetic options	Synthetic fibers that are produced using sustainable practices, reducing environmental impact.
Eco-Friendly Textiles	Fabrics produced through sustainable processes, often made from recycled materials, minimizing environmental impact.
Emergency Credit Linked Guarantee Scheme (ECLGS)	A scheme by the Indian government providing guarantees to banks for loans extended to MSMEs to mitigate the impact of the pandemic.
Emerging Markets	Economies that are in the process of rapid growth and industrialization, typically characterized by lower income.
Employee Count	Employee count shows employees strength of our Company.
Export Earnings	The income generated from selling goods abroad, contributing to the overall economic performance of a country.
Fabric Processing	The treatment of fabric through dyeing, printing, and finishing to enhance its properties and appearance.
Filament Yarn	Continuous strands of fibers used in various textile applications, known for strength and versatility.
Functional Fibers	Specially designed fibers that combine materials to provide unique properties, such as stretchability or moisture-wicking.
GDP (Gross Domestic Product)	The total monetary value of all goods and services produced within a country in a specific period.
Gross Profit (Rs. In Lakhs)	Gross Profit provides information regarding the profits from manufacturing of products by our Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sale of products manufactured by our Company.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
GVA (Gross Value Added)	A measure of the value of goods and services produced in an area, industry, or sector of the economy.
Household Consumption	The total expenditure by households on goods and services.
IIP (Index of Industrial Production)	An index that measures the growth of various sectors in the industrial sector over time.
Industrial Production	The output of the industrial sector, including manufacturing, mining, and utilities.
Inflation	The rate at which the general level of prices for goods and services rises, eroding purchasing power.
Installed Capacity	The total production capability of a manufacturing unit or facility, typically expressed in meters for textile companies, representing the maximum output achievable under optimal conditions.
Knitting	A process of creating fabric by interlocking loops of yarn, often used for producing garments directly from yarn.
Man-made fibers (MMF)	Fibers created through chemical processes, often used to produce a variety of textile products.
Microplastics	Tiny plastic particles that result from the degradation of synthetic fabrics, posing environmental risks, particularly to marine life.

Term	Description
Natural Fibers	Fibers derived from plants or animals, such as cotton and jute, used extensively in textile manufacturing.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset Turnover ratio is an indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Net Profit Margin	A profitability metric that shows the percentage of revenue that remains after all expenses, taxes, and costs have been deducted, reflecting the overall financial health of our Company.
Net Working Capital Days (in days)	Net working capital days indicates the working capital requirements of our Company in relation to revenue generated from operations.
Nylon	A synthetic fiber known for high strength, elasticity, and abrasion resistance, commonly used in hosiery, outerwear, and upholstery.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our Company generates cash through its core business activities.
PAT (Profit After Tax)	PAT represents the net profit of our Company after all expenses, including taxes, have been deducted from total revenue, reflecting its overall profitability.
PAT Margin (%)	A profitability ratio that shows the percentage of revenue that remains after all expenses have been paid, calculated as (PAT / Revenue from Operations) × 100.
PLA (Polylactic Acid)	A biodegradable and bioactive thermoplastic made from renewable resources like corn starch, often used in sustainable textiles.
Power and Fuel Expenses	The expenditures related to energy consumption required for manufacturing processes, including electricity and fuel costs.
POY Yarn	Polyester oriented yarn.
Production Linked Incentive (PLI)	A government scheme aimed at boosting domestic manufacturing in various sectors, including textiles.
Proposed Unit 4	Manufacturing unit at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230 proposed to be set-up and which is to be financed from the Net Proceeds from the Issue. For details, see "*Objects of the Issue*" on page 108.
PTY Yarn	Polyester textured yarn
Rayon	A semi-synthetic fiber, often grouped with synthetic fabrics, made from regenerated cellulose; known for being soft and breathable.
Return on Capital Employed/ RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Return on Equity / RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
Revenue from Operations	Revenue from operations means the total income generated by our Company from its primary business activities, excluding any income from investments or other non-operational sources.
RPU	Reactive Polyurethane
Spandex (Lycra)	A synthetic fiber famous for its exceptional elasticity, commonly used in activewear and form-fitting garments.
Spinning	The process of converting raw fibers into yarn, influencing the quality of the final textile products.
Synthetic Fabrics	Man-made textiles produced from chemical processes, derived from synthetic fibers like polyester, nylon, acrylic, and spandex.
Synthetic Fibers	Man-made fibers, including polyester and nylon, produced from chemical processes, used for their durability and versatility.
Technical textiles	Textiles designed for specific performance characteristics and applications beyond basic clothing, including industrial and medical uses.
Unit 1	Manufacturing unit of our Company situated at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230.
Unit 2	Manufacturing unit of our Company situated at Plot No. B/16/16, Hojiwala

Term	Description
	Industrial Easte, SUSML, Sachin, Surat – 394230.
Unit 3	Manufacturing unit of our Company situated at Plot No. A 4/6, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230.
Urban-Friendly Textiles	Fabrics designed for city dwellers, emphasizing ease of maintenance and adaptability to urban lifestyles.
Viscose	A semi-synthetic fiber made from regenerated cellulose, often used for its silk- like feel and drape in textiles.
Weaving	A method of creating fabric by interlacing yarns at right angles, forming a textile structure.
WPI (Wholesale Price Index)	An index that measures the changes in the price of goods sold and traded in bulk by wholesalers.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references herein to the "US", "USA", the "U.S." or the "United States" are to the United States of America and its territories and possessions.

Unless indicated otherwise, all references to page numbers in this Prospectus are to page numbers of this Prospectus.

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Prospectus have been derived from the Restated Financial Information. For further information, see "*Restated Financial Information*" on page 232.

The Restated Financial Information comprises the restated statement of assets and liabilities as at nine months period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022; the restated statement of profit and loss (including other comprehensive income); the restated statement of changes in equity; the restated statement of cash flow for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, derived from our audited financial statements as at and for the nine months ended December 31, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 which are based on our special purpose Ind AS financial statements of our Company as at and for the nine months period ended December 31, 2024 and for each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared by our Company pursuant to e-mail dated October 28, 2021, from SEBI to Association of Investment Bankers of India stating that financial statements for all three years and stub period of issuer companies are required to be prepared in accordance with Ind AS ("**SEBI Letter**") and prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 1, 2022) and as per the presentation, accounting policies and grouping / classifications including revised Schedule III disclosures followed as at and for the nine months period ended December 31, 2024 pursuant to the SEBI Letter and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.

The audited financial statements for the nine months ended December 31, 2024; the audited financial statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022; and the special purpose Ind AS financial statements for the nine months ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 have been audited by our Statutory Auditors, M/s KSA & Co., Chartered Accountants (Firm Registration Number: 003822C).

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "*Risk Factors –55. Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which may affect investor's assessment of our financial condition*" on page 73. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Prospectus, any discrepancies in any table between the total and the sums 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, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 40, 173 and 288, respectively, and elsewhere in this Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Financial Information or non-GAAP financial measures as described below.

Non-GAAP Financial Measures

Certain measures included in this Prospectus, for instance Gross Profit, Gross Margin, EBITDA, EBITDA Margin, Return on Equity, Return on Capital Employed, and PAT Margin (the **"Non-GAAP Measures"**), presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non- GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Management's Discussions and Analysis of Financial Condition and Results of Operation – Non-GAAP Financial Measures*" on page 303.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from the report on "*Synthetic Readymade Garments & Synthetic Grey Fabric*" dated April 14, 2025 prepared by Dun & Bradstreet ("**D&B Report**"), which has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company, pursuant to the engagement contract dated August 22, 2024. The D&B Report was made available on the website of our Company at the following web-link: www.boranagroup.in until the Bid / Issue Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included in this Prospectus with respect to any particular year, refers to such information for the relevant calendar year. Dun & Bradstreet is an independent agency which has no relationship with our Company, our Promoters, members of our Promoter Group, any of our Directors, Key Managerial Personnel, Senior Management Personnel, Group Companies or the Book Running Lead Manager.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the D&B Report are disclosed in this Prospectus and there are no parts, information, data (which may be relevant for the proposed Issue), left out or changed in any manner. The extent to which the industry and market data presented in this Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – 41. Industry information included in this Prospectus has been derived from an industry report prepared by Dun & Bradstreet exclusively commissioned and paid for by us for such purpose."* on page 68. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, *"Basis for the Issue Price"* on page 127 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein.

Currency and Units of Presentation

All references to:

- "Rupees" or "INR" or "₹" or "Rs." Are to Indian Rupees, the official currency of the Republic of India;

- "U.S $", "U.S. Dollar", "USD" are to United States Dollars, the official currency of the United States of America; and

All the figures in this Prospectus, except for figures derived from the D&B Report (which are in million or billion), have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs unless stated otherwise. One lakh represents 1,00,000 and one crore represents 1,00,00,000. Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the ₹ and USD:

(in ₹)

Currency	For the period / Financial Year ended on			
	Nine months ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
1 USD	85.62	83.37	82.22	75.81

Source: FBIL Reference Rate as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal points.
#On instances where the given day is a holiday, the exchange rate from the previous working day has been considered.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Information may not have been converted using any of the above-mentioned exchange rates.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "will continue", "seek to", "will achieve", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue, and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such 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. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

(i) Any failure to obtain the approval/licenses or permits to operate for the Proposed Unit 4, may adversely affect our business, financial condition, cash flows and results of operations.

(ii) As of December 31, 2024, more than 98% of our revenue from our customers is derived from customers based in Gujarat and we do not have long-term agreements with them. Any changes or cancellations of purchase orders from them or our inability to forecast demand for our products may adversely affect our business, results of operations and financial condition.

(iii) Our Registered and Corporate Office, manufacturing units, and 90.00 % of suppliers of our raw material, POY Yarn, are majorly located in Gujarat exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters which may affect the state of Gujarat.

(iv) Our Company has a limited operating history, as our Company commenced its operation in 2020 and we may not be able to continue to grow at our historical rate of growth.

(v) Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

(vi) Information relating to the installed and actual manufacturing capacity of our units included in this Prospectus are based on various assumptions and estimates. These assumptions and estimates may prove to be inaccurate and our future production and capacity may vary.

(vii) We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations.

(viii) We enter into related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial conditions.

(ix) We incur significant employee benefits expense. An increase in employee costs, including on account of changes in regulations, may prevent us from maintaining our competitive advantage and may reduce our profitability.

(x) Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.

(xi) There is an outstanding legal proceeding involving one of our Independent Director and any adverse outcome in such proceeding may have an adverse impact on our reputation, business, results of operations, cash flows and financial condition.

(xii) In the past there have been a regulatory action initiated against certain of our Promoters and members of our Promoter Group.

(xiii) Our business is heavily dependent on the sale of grey fabric, which had contributed to 84.24% of our revenue from operations in the nine months ended December 31, 2024. Any reduction in the sale of grey fabric, or our ability to produce and sell grey fabric, or the price at which we are able to sell grey fabric, may have an adverse effect on our business, results of operations, cash flows and financial condition.

(xiv) There has been an instance of delay in obtaining the required environmental consent and authorization for our Unit 3 in the past. Any such delay in obtaining the applicable approvals and licenses in the future could lead to regulatory penalties, operational delays and adverse financial impact.

(xv) If we are unable to predict customer demands and maintain optimum inventory level there may be an adverse effect on our results of operations, financial condition, and cash flows.

For a further discussion of factors that could cause our actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 40, 173 and 288, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate and the forward- looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company from the date of this Prospectus until the time of the grant of listing and trading permissions by the Stock Exchanges.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including the sections "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Issue", "Restated Financial Information", "Objects of the Issue", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 40, 173, 140, 94, 80, 232, 108, 288 and 320 respectively of this Prospectus.

Primary business of our Company

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures polyester textured yarn ("**PTY Yarn**"), which is produced by heating polyester oriented yarn ("**POY Yarn**"), our raw material used in the production of grey fabric.

The details of our industry, sector, activity, and products are as follows:

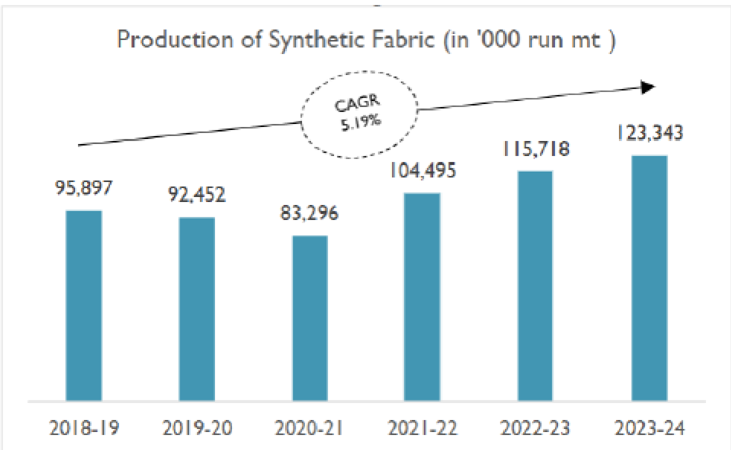
Particulars	Details
Industry	Textile
Sector	Weaving
Activity	Manufacturing
Products	Unbleached synthetic grey fabric, PTY Yarn

For further details, see "*Our Business*" on page 173.

Summary of industry in which our Company operates

India's textile industry, a key player in the global market, saw its textile exports reach over USD 44 billion in FY 2022, representing about 15% of the country's total export earnings and 4.6% of global textile trade. The sector's exports are led by ready-made garments, cotton textiles, and increasingly by man-made fibers. Major markets include the United States, the European Union, Bangladesh, the UK, and the UAE. Growth is driven by rising global demand, supportive government initiatives like the Production Linked Incentive (PLI) scheme, and India's diverse product range. *(Source: D&B Report)* For further details in relation to the industry in which our Company operates, see "*Industry Overview*" on page 140.

The synthetic fabric industry in India has demonstrated significant variability in production over the past few years, reflecting the sector's adaptability to changing market conditions. As a pivotal segment of the textile industry, synthetic fabric plays an essential role in meeting diverse consumer demands and contributing to economic growth. The industry's performance is indicative of broader market trends, technological advancements, and shifts in consumer preferences. *(Source: D&B Report)*



Source: CMIE

In the fiscal year 2018-19, production was robust at 95,897 thousand metric tons. However, this was followed by a slight decline in 2019-20 to 92,452 thousand metric tons. The downturn continued into 2020-21, with production dropping to 83,296 thousand metric tons, a trend attributed to the global disruptions caused by the COVID-19 pandemic. Despite these challenges, the industry showed resilience, with a Compound Annual Growth Rate (CAGR) of approximately 5.19% over the period from 2018-19 to 2023-24, reflecting a steady recovery and growth trajectory. (*Source: D&B Report*)

For further details, see "*Industry Overview*" on page 140.

Our Promoters

Mangilal Ambalal Borana, Ankur Mangilal Borana, Rajkumar Mangilal Borana, Dhwani Ankur Borana, Mangilal Ambalal Borana HUF, Ankur Mangilal Borana HUF, Rajkumar Mangilal HUF and Borana Filaments Private Limited are our Promoters. For further details, see "*Our Promoters and Promoter Group*" at page 217.

The Issue

Issue [(1)]	Fresh Issue of 67,08,000* Equity Shares for cash at price of ₹ 216 per Equity Share (including a premium of 206 per Equity Share), aggregating 14,489.28* lakhs

**Subject to finalisation of Basis of Allotment*

[(1)] *The Issue has been authorized by a resolution of our Board dated October 05, 2024 and by our Shareholders pursuant to a special resolution passed on October 10, 2024.*

The Issue constitutes 25.18 % of the post-Issue paid-up Equity Share capital of our Company. For further details, see "*The Issue*" and "*Issue Structure*" on pages 80 and 344, respectively.

Objects of the Issue

The Net Proceeds are proposed to be utilised towards the following objects:

(in ₹ lakhs)

Particulars	Estimated amount
Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India	7,134.77
Funding incremental working capital requirements	2,650.00
General corporate purposes^	3,287.78
Net Proceeds	13,072.55

^The amount utilized for general corporate purposes does not exceed 25% of the Gross Proceeds.

For further details, see "*Objects of the Issue*" on page 108.

Aggregate pre-Issue and post-Issue shareholding of our Promoters and the members of our Promoter Group

The aggregate pre-Issue and post-Issue shareholding of our Promoters and members of our Promoter Group as on the date of this Prospectus is set out below:

S. No.	Name of the Shareholder	Pre-Issue Equity Share Capital		Post-Issue Equity Share Capital	
		No. of Equity Shares held	% of paid-up Equity Share capital	No. of Equity Shares held	% of paid-up Equity Share capital#
Promoters					
1.	Mangilal Ambalal Borana	3,747,480	18.80	3,747,480	14.06
2.	Ankur Mangilal Borana	1,242,480	6.23	1,242,480	4.66
3.	Rajkumar Mangilal Borana	3,684,855	18.48	3,684,855	13.83
4.	Dhwani Ankur Borana	2,505,000	12.56	2,505,000	9.40
5.	Mangilal Ambalal Borana HUF	2,229,450	11.18	2,229,450	8.37
6.	Ankur Mangilal Borana HUF	243,585	1.22	243,585	0.91
7.	Rajkumar Mangilal HUF	2,282,055	11.45	2,282,055	8.56

S. No.	Name of the Shareholder	Pre-Issue Equity Share Capital		Post-Issue Equity Share Capital	
		No. of Equity Shares held	% of paid-up Equity Share capital	No. of Equity Shares held	% of paid-up Equity Share capital#
8.	Borana Filaments Private Limited	1,447,890	7.26	1,447,890	5.43
Promoter Group (other than our Promoters)					
Nil					
Total		**17,382,795**	**87.19**	**17,382,795**	**65.24**

#Subject to completion of the Issue and finalization of Allotment.

Shareholding of our Promoters, the members of our Promoter Group and top 10 Shareholders as at Allotment

S. No.	Shareholders	Pre-Issue shareholding		Post-Issue shareholding as at Allotment(1)			
				At the lower end of the Price Band (₹ 205)		At the upper end of the Price Band (₹ 216)	
		No. of Equity Shares	Shareholding (in %)	No. of Equity Shares(2)	Shareholding (in %)	No. of Equity Shares(2)	Shareholding (in %)
Promoters							
1.	Mangilal Ambalal Borana	3,747,480	18.80	3,747,480	14.06	3,747,480	14.06
2.	Ankur Mangilal Borana	1,242,480	6.23	1,242,480	4.66	1,242,480	4.66
3.	Rajkumar Mangilal Borana	3,684,855	18.48	3,684,855	13.83	3,684,855	13.83
4.	Dhwani Ankur Borana	2,505,000	12.56	2,505,000	9.40	2,505,000	9.40
5.	Mangilal Ambalal Borana HUF	2,229,450	11.18	2,229,450	8.37	2,229,450	8.37
6.	Ankur Mangilal Borana HUF	243,585	1.22	243,585	0.91	243,585	0.91
7.	Rajkumar Mangilal HUF	2,282,055	11.45	2,282,055	8.56	2,282,055	8.56
8.	Borana Filaments Private Limited	1,447,890	7.26	1,447,890	5.43	1,447,890	5.43
Promoter Group (other than our Promoters)							
9.	Nil			-	-	-	-
Additional top 10 Shareholders (other than Promoters)							
10.	Deven Mahendrakumar Shah	3,21,250	1.61	321,250	1.21	321,250	1.21
11.	Snehil Hemant Borana	2,90,000	1.45	290,000	1.09	290,000	1.09
12.	Sonu Snehil Borana	2,90,000	1.45	290,000	1.09	290,000	1.09
13.	Ami Dhiren Shah	1,95,000	0.98	195,000	0.73	195,000	0.73
14.	Dhiren Mahendrakumar Shah HUF	1,95,000	0.98	195,000	0.73	195,000	0.73
15.	Dhiren Mahendrakumar Shah	1,95,000	0.98	195,000	0.73	195,000	0.73
16.	Yashshvi Wealth Management LLP	1,86,250	0.93	186,250	0.70	186,250	0.70

17.	Malay R Bhow HUF	1,80,000	0.90	180,000	0.68	180,000	0.68
18.	Neelaben Rohitkumar Bhow	1,80,000	0.90	180,000	0.68	180,000	0.68
19.	Rohitkumar Shantilal Bhow	1,80,000	0.90	180,000	0.68	180,000	0.68
20.	Komal Bhow	1,80,000	0.90	180,000	0.68	180,000	0.68

Notes:
(1) Subject to finalisation of Basis of Allotment.

Summary of selected financial information

The details of certain financial information as set out under the SEBI ICDR Regulations, as at and for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, as derived from the Restated Financial Information are set forth below:

(₹ in lakhs, except per share data)

Particulars	For the Period / Year ended on			
	December 31, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Equity share capital	1,993.73	3.98	3.98	1.00
Revenue from Operations	21,161.52	19,905.56	13,539.90	4,233.40
Total borrowings[1]	5,403.35	6,909.77	3,889.32	2,731.23
Net worth[2]	7,655.11	4,739.02	2,411.02	180.86
Earnings per share (basic)[3]	14.70*	11.83	10.88	3.59
Earnings per share (diluted)[4]	14.70*	11.83	10.88	3.59
Net asset value per Equity Share[5]	38.40	23.77	16.09	3.61
Profit After Tax[6]	2,930.63	2,358.64	1,630.09	179.86
PAT Margin[7] (%)	13.85%	11.85%	12.04%	4.25%

***** *Not Annualized*

Notes:

1. *Total borrowings is the sum of current borrowings and non-current borrowings.*
2. *Net Worth is calculated as value of the paid-up share capital and all reserves created out of the profits and securities premium account and credit balance of profit and loss account, after deducting the aggregate value of deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets and write-back of depreciation.*
3. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the restated profit for the respective period/year by the weighted average number of Equity Shares outstanding during the respective period/year as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024.*
4. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the restated profit for the respective period/year by the weighted average number of Equity Shares outstanding during the respective period/year as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024.*
5. *Net asset value per equity share is calculated as total equity divided by outstanding number of equity shares as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024. Where, Total equity has been calculated as Equity share capital and Reserves and surplus as reduced by Loan Processing fees not written off.*
6. *Profit after Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.*
7. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations*.

For further details, see "*Restated Financial Information*" on page 232.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Information.

Summary of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoters and our Group

Companies in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Prospectus, is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in lakh)
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	1	Nil	Nil	Nil	Nil	40.21
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent ascertainable and quantifiable*

A summary of outstanding criminal litigation proceedings and actions by statutory or regulatory authorities involving our KMPs and SMPs as on the date of this Prospectus, is provided below:

Name of the person	Criminal proceedings	Statutory or regulatory proceedings	Aggregate amount involved* (₹ in million)
KMPs			
By our KMPs	Nil	Nil	Nil
Against our KMPs	Nil	Nil	Nil
SMPs			
By our SMPs	Nil	Nil	Nil
Against our SMPs	Nil	Nil	Nil

**To the extent ascertainable and quantifiable*

For further details, see "*Outstanding Litigation and Material Developments*" on page 320.

Risk Factors

Specific attention of Bidders is invited to the section "*Risk Factors*" on page 40. Bidders are advised to read the risk factors carefully before taking an investment decision in the Issue.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at December 31, 2024:

(₹ in Lakhs)

Particulars	Currency	For the period / Financial Year ended on			
		Nine months ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Bank Guarantees Issued for Ricon Textile Private Limited:					
HDFC Bank - Cash Credit	IND (₹)	100.00	100.00	-	-
HDFC Bank - Term Loan	IND (₹)	882.36	882.36	-	-
Total Amount of Bank Guarantees Issued for	**IND (₹)**	**982.36**	**982.36**	**-**	**-**
Amount Outstanding in Foreign Currency*					
Raw Material	IND (₹)	-	-	-	-
Capital Goods*	IND (₹)	-	46.87	-	-
Total Amount Outstanding in Foreign Currency*	**IND (₹)**	**-**	**46.87**	**-**	**-**

** Post conversion from US($) to IND(₹), as the original value was in USD i.e. US$ 0.56 lakhs, the figures above reflect the amounts in IND (₹) for consistency and clarity.*

For further information on such contingent liabilities as at December 31, 2024 as per Ind AS 37, see "*Restated Financial Information – Note 28 - Contingent liabilities, contingent assets and commitments*" on page 263.

Summary of Related Party Transactions

The summary of related party transactions entered into by us for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, as derived from the Restated Financial Information are as set out in the table below:

S. No	Particulars	Transaction During the nine months period ended 31 Dec 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2023 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2022 (₹ in lakhs)	% of Revenue from Operation
	Sales								
1.	Borana Filaments Private Limited (Sales of Yarn) (Promoter of the Company)	0.00	0.00%	0.00	0.00%	822.20	6.07%	655.60	15.49%
2.	Borana Industries LLP(1) (Sales of Yarn)	1442.23	6.82%	3282.93	16.49%	3542.58	26.16%	1472.63	34.79%
3.	Sachin Paper Mills Private. Limited (1) (3) (Sales of Wastage)	52.81	0.25%	44.39	0.22%	35.86	0.26%	15.21	0.36%
4.	Ricon Textile Private Limited (1) (3) (Sales of POY Yarn)	494.98	2.34%	12.52	0.06%	0.00	0.00%	0.00	0.00%
5.	R & B Denims (1) (3) (Sales of POY Yarn)	0.00	0.00%	601.52	3.02%	0.00	0.00%	0.00	0.00%
6.	Arham Weaves Private Limited (1) (Sales of Yarn)	919.60	4.35%	1204.24	6.05%	335.10	2.47%	0.00	0.00%
7.	Sharmila Enterprise(1) (Sales of Yarn)	35.75	0.17%	0.00	0.00%	0.00	0.00%	0.00	0.00%
	Total	**2,945.37**	**13.93%**	**5,145.61**	**25.84%**	**4,735.74**	**34.96%**	**2,143.44**	**50.64%**
	Sale of Car								
8.	Ankur Mangilal Borana (Promoter, Executive Director and Chief Executive Officer of the Company)	136.60	0.65%	0.00	0.00%	0.00	0.00%	0.00	0.00%
	Total	**136.60**	**0.65%**	**0.00**	**0.00%**	**0.00**	**0.00%**	**0.00**	**0.00%**
	Purchase								
9.	RB Industries(1) (Purchase of POY Yarn)	958.06	4.53%	613.80	3.08%	0.00	0.00%	0.00	0.00%
10.	R & B Denims Limited(1) (3) (Purchase of POY Yarn)	625.31	2.95%	0.00	0.00%	0.00	0.00%	0.00	0.00%
11.	Borana Industries LLP(1) (Jobwork Expense)	216.58	1.02%	0.00	0.00%	0.00	0.00%	0.00	0.00%
12.	Borana Industries LLP(1) (Grey Purchase)	0.00	0.00%	0.00	0.00%	5.24	0.04%	0.00	0.00%
13.	Borana Filaments Private Limited (Grey Purchase)	0.00	0.00%	0.00	0.00%	27.90	0.21%	0.00	0.00%
	Total	1,799.95	8.50%	**613.80**	**3.08%**	**33.14**	**0.25%**	**0.00**	**0.00%**
	Salary Paid								
14.	Naresh Borana (2)	0.00	0.00%	2.25	0.01%	3.00	0.02%	0.00	0.00%
15.	Dhwani Borana (Promoter of the Company)	13.50	0.06%	18.00	0.09%	18.00	0.13%	7.50	0.18%
	Total	**13.50**	**0.06%**	**20.25**	**0.10%**	**21.00**	**0.15%**	**7.50**	**0.18%**
	Other Expenses								
16.	Hojiwala Infrastructure Limited (CEPT Expense)	101.76	0.48%	84.36	0.42%	52.47	0.39%	6.96	0.16%
	Total	**101.76**	**0.48%**	**84.36**	**0.42%**	**52.47**	**0.39%**	**6.96**	**0.16%**
	Interest Paid								
17.	Vijaya Textiles	0.00	0.00%	0.71	0.00%	8.80	0.06%	41.25	0.97%
18.	Saroj Synthetics	0.00	0.00%	0.00	0.00%	2.12	0.02%	4.97	0.12%
19.	R B Industries	0.00	0.00%	23.53	0.12%	4.14	0.03%	0.00	0.00%

S. No	Particulars	Transaction During the nine months period ended 31 Dec 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2023 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2022 (₹ in lakhs)	% of Revenue from Operation
20.	Ricon Industries	0.00	0.00%	11.99	0.06%	7.62	0.06%	0.00	0.00%
	Total	**0.00**	**0.00%**	**36.23**	**0.18%**	**22.68**	**0.17%**	**46.22**	**1.09%**
	Rent Expense								
21.	Ankur Mangilal Borana (Promoter, Executive Director and Chief Executive Officer of the Company)	9.00	0.04%	12.00	0.06%	9.00	0.07%	0.00	0.00%
22.	Rajkumar Mangilal Borana (Promoter, Executive Director and Chief Financial Officer of the Company)	10.80	0.05%	17.60	0.09%	9.00	0.07%	0.00	0.00%
23.	Mangilal Ambalal Borana (Promoter, Chairman and Managing Director of the Company)	3.15	0.01%	4.20	0.02%	4.20	0.03%	2.10	0.05%
24.	Mohinikumari Mangilal Borana(2)	3.15	0.01%	4.20	0.02%	4.20	0.03%	2.10	0.05%
25.	Nareshkumar Ambalal Borana HUF(1)	0.42	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
26.	Ankur Mangilal Borana HUF (Promoter of the Company)	0.42	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
27.	Rajkumar Mangilal Borana HUF (Promoter of the Company)	0.42	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
28.	Borana Filaments Private Limited (Promoter of the Company)	0.00	0.00%	0.00	0.00%	1.00	0.01%	0.00	0.00%
	Total	**27.36**	**0.13%**	**38.00**	**0.19%**	**27.40**	**0.21%**	**4.20**	**0.10%**
	Managerial Remuneration								
29.	Mangilal Ambalal Borana (Promoter, Chairman and Managing Director of the Company)	9.00	0.04%	12.00	0.06%	12.00	0.09%	0.00	0.00%
30.	Ankur Mangilal Borana (Promoter, Executive Director and Chief Executive Officer of the Company)	1.50	0.01%	0.00	0.00%	0.00	0.00%	0.00	0.00%
31.	Rajkumar Mangilal Borana (Promoter, Executive Director and Chief Financial Officer of the Company)	1.50	0.01%	0.00	0.00%	0.00	0.00%	0.00	0.00%
	Total	**12.00**	**0.06%**	**12.00**	**0.06%**	**12.00**	**0.09%**	**0.00**	**0.00%**
	Purchase of Membership / Asset								
32.	Hojiwala Infrastructure Limited (Membership Purchase)	0.00	N.A.	45.00	N.A.	0.00	N.A.	108.05	N.A.
33.	Borana Filaments Private Limited (CETP Membership Purchase)	0.00		0.00		169.20		0.00	
34.	Borana Filaments Private Limited (Assets Purchase)	0.00		347.00		3.00		0.00	
	Total	**0.00**		**392.00**		**172.20**		**108.05**	
	Loan taken								

S. No	Particulars	Transaction During the nine months period ended 31 Dec 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2024 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2023 (₹ in lakhs)	% of Revenue from Operation	Transaction During the year ended 31 Mar 2022 (₹ in lakhs)	% of Revenue from Operation
35.	Mangilal Ambalal Borana (Promoter, Chairman and Managing Director of the Company)	0.00	N.A.	0.00	N.A.	205.80	N.A.	743.80	N.A.
36.	Dhwani Borana (Promoter of the Company)	0.00		0.00		0.00		46.20	
37.	RB Industries[(1)]	0.00		627.05		500.00		0.00	
38.	Ricon Industries[(1)]	0.00		713.48		800.00		0.00	
39.	Vijaya Textiles[(1)]	0.00		0.00		**47.26**		0.00	
	Total	**0.00**		**1,340.53**		**1,553.06**		**790.00**	
	Advances from Customers								
40.	Borana Industries LLP [(1)]	300.00	N.A.	0.00	N.A.	0.00	N.A.	0.00	N.A.
41.	Sachin Paper Mills Pvt. Ltd. [(3)]	50.00		0.00		0.00		0.00	
42.	Arham Weaves Pvt. Ltd. [(3)]	140.00		0.00		0.00		0.00	
	Total	**490.00**		**0.00**		**0.00**		**0.00**	
	Loan Repaid								
43.	Mangilal Ambalal Borana (Promoter, Chairman and Managing Director of the Company)	0.00	N.A.	0.00	N.A.	817.43	N.A.	301.00	N.A.
44.	RB Industries[(1)]	0.00		648.22		503.73		0.00	
45.	Ricon Industries[(1)]	0.00		724.27		806.86		0.00	
46.	Vijya Textiles[(1)]	8.56		0.00		0.00		0.00	
	Total	**8.56**		**1,372.49**		**2,128.02**		**301.00**	

(1) *Entity forming part of the Promoter Group.*
(2) *Natural person forming part of the Promoter Group.*
(3) *Group Company of the Company*.

For details of the related party transactions, as per the requirements under Ind AS 24 '*Related Party Disclosures'* and as reported in the Restated Financial Information, see *"Restated Financial Information – Note 30: Related Party Disclosures"* on page 264.

Financing arrangements

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

Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Prospectus

Except as disclosed below, no Equity Shares have been acquired by our Promoters in the last one year immediately preceding the date of this Prospectus.

Name of Promoter	Number of Equity Shares acquired in the preceding one year	Weighted average price of acquisition per Equity Share*# (₹)
Mangilal Ambalal Borana	37,40,000	Nil
Ankur Mangilal Borana	12,40,000	Nil
Rajkumar Mangilal Borana	36,77,500	Nil
Dhwani Ankur Borana	25,00,000	Nil
Mangilal Ambalal Borana HUF	22,25,000	Nil
Ankur Mangilal Borana HUF	16,75,000	Nil
Rajkumar Mangilal HUF	22,77,500	Nil
Borana Filaments Private Limited	14,45,000	Nil

**As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 22, 2025.*

#All Equity Shares were acquired pursuant to bonus issue or transfer by way of gift deed, hence, cost of acquisition is Nil.

Average cost of acquisition of Equity Shares by our Promoters

The average cost of acquisition of Equity Shares by our Promoters as at the date of this Prospectus is:

Name of Promoters	Number of Equity Shares held	Average cost of acquisition per Equity Share* (₹)
Mangilal Ambalal Borana	37,47,480	1.35
Ankur Mangilal Borana	12,42,480	4.02
Rajkumar Mangilal Borana	36,84,855	1.39
Dhwani Ankur Borana	25,05,000	0.02
Mangilal Ambalal Borana HUF	22,29,450	4.02
Ankur Mangilal Borana HUF	2,43,585	4.02
Rajkumar Mangilal HUF	22,82,055	4.02
Borana Filaments Private Limited	14,47,890	4.02

***** *As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 22, 2025.*

Weighted average cost of all Equity Shares transacted in the three years, 18 months and one year preceding the date of this Prospectus

Period	Weighted average cost of acquisition per Equity Share (in ₹) *	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
Last one year preceding the date of this Prospectus.	3.47	62.25	Nil#-27.00
Last 18 months preceding the date of	3.47	62.25	Nil#-27.00

Period	Weighted average cost of acquisition per Equity Share (in ₹) *	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
this Prospectus			
Last three years preceding the date of this Prospectus.	6.47	33.38	Nil#-2,014.00

** As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 22, 2025.*

^ Subject to finalisation of Basis of Allotment.

 # As the shares acquired includes acquisition by way of bonus or gift of shares, the lowest acquisition weighted average price of Equity Shares has been taken as Nil.

Details of the price at which equity shares were acquired in the last three years immediately preceding the date of this Prospectus by our Promoters, members of our Promoter Group and the Shareholders with special rights

Except as stated below, none of our Promoters, have acquired any equity shares in the three years immediately preceding the date of this Prospectus:

Name of Shareholder	Date of acquisition	Number of Equity Shares acquired*	Face Value (₹)	Acquisition price per Equity Share (in ₹)	Nature of Transaction
Promoters					
Mangilal Ambalal Borana	July 30, 2022	2,480	10	2,014	Private Placement
	June 22, 2024	37,40,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held (1)
Ankur Mangilal Borana	July 30, 2022	2,480	10	2,014	Private Placement
	June 22, 2024	12,40,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held (1)
Rajkumar Mangilal Borana	July 30, 2022	2,540	10	2,014	Private Placement
	January 11, 2024	2,235	10	-	Transfer by way of gift from Lalita Borana
	January 11, 2024	2,580	10	-	Transfer by way of gift from Nareshkumar Ambalal Borana
	June 22, 2024	36,77,500	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held(1)
Dhwani Ankur Borana	June 22, 2024	2,500,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held(1)
Mangilal Ambalal Borana HUF	July 30, 2022	4,450	10	2,014	Private Placement
	June 22, 2024	22,25,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held (1)
Ankur Mangilal Borana HUF	July 30, 2022	3,350	10	2,014	Private Placement
	June 22, 2024	16,75,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held (1)
Rajkumar Mangilal HUF	July 30, 2022	4,555	10	2,014	Private Placement
	June 22, 2024	22,77,500	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held (1)

Name of Shareholder	Date of acquisition	Number of Equity Shares acquired*	Face Value (₹)	Acquisition price per Equity Share (in ₹)	Nature of Transaction
Borana Filaments Private Limited	July 30, 2022	2,890	10	2,014	Private Placement
	June 22, 2024	14,45,000	10	-	Bonus issue in the ratio of 500 Equity Shares for every 1 Equity Share held [1]

[1] The bonus issue was in the ratio of 500 Equity Shares of face value ₹ 10 for every 1 Equity Share of face value ₹ 10 held by the Shareholders. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on June 21, 2024 with the record date as June 20, 2024.

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), by way of their certificate dated May 22, 2025.

None of the members of our Promoter Group (excluding our Promoters) hold any Equity Shares as on the date of this Prospectus. Further, our Company does not have any Shareholders with special rights as on the date of this Prospectus.

Details of pre-IPO placement

No pre-IPO placement is being contemplated for the Issue.

Issue of equity shares of our Company for consideration other than cash or by way of bonus in the last one year

Except as disclosed below, our Company has not issued any equity shares or preference shares for consideration other than cash or by way of bonus issue in the one year preceding the date of this Prospectus:

Pursuant to resolutions passed by our Board at its meeting dated June 19, 2024 and the Shareholders at their EGM dated June 21, 2024, our Company has issued bonus shares in the proportion of 500:1 i.e. 500 equity shares of ₹10 each for every 1 equity share of ₹10 each held by existing equity Shareholders of the Company.

Additionally, the extent of usage of the reserve for the bonus issuance has been disclosed in "*Restated Financial Information – Note 11: Other Equity*" on page 254. Prior to the bonus issue i.e. as at March 31, 2024, our reserves stood at ₹ 4,765.68 lakhs, which included accumulated retained earnings of ₹ 4,168.59 lakhs. After the bonus issue, the reserves utilized for the bonus issuance amounted to ₹ 1,989.75 lakhs, and the post-issuance reserves stood at ₹ 5,687.07 lakhs as at December 31, 2024.

Split or consolidation of equity shares in the last one year

Our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the SEBI

We have not sought any exemption in respect of the Issue. Our Company has not made any application for seeking any exemption by SEBI from complying with any provisions of securities laws, as on the date of this Prospectus.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business. If any or a combination of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Furthermore, some events may be material collectively rather than individually.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors. Prospective investors should read this section together with "Our Business", "Industry Overview", "Key Regulations and Policies in India", "Management's Discussions and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" on pages 173, 140, 190, 288 and 232, respectively, as well as the other financial and statistical information contained in this Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. For further details, see "Forward-Looking Statements" on page 26.

Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", or "our" refers to Borana Weaves Limited.

Further, names of our customers and suppliers have not been included in this Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

Unless the context requires otherwise, the financial information used in this section is derived from our Restated Financial Information on page 232. Our Fiscal Year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

*Unless stated otherwise, industry and market data used in this Prospectus is derived from the report titled, "Synthetic Readymade Garments and Synthetic Grey Fabric" dated April 14, 2025 ("**D&B Report**") prepared and issued by Dun & Bradstreet, pursuant to an engagement contract dated August 22, 2024. The D&B Report is commissioned and paid for by our Company in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. A copy of the D&B Report was made available on the website of our Company at https://www.boranagroup.in/. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year.*

Internal Risk Factors

1. ***Any failure to obtain approval/licenses or permits to operate the Proposed Unit 4, may adversely affect our business, financial condition, cash flows and results of operations.***

   We have obtained a 'Consent to Establish' license for Proposed Unit 4, which we intend to finance using the proceeds from the Issue. For more details in relation to the license, see "*Government and Other Statutory Approvals in India*" on page 324. In addition to the above-mentioned initial consent, the construction and operation of the Proposed Unit 4 will require us to obtain certain approvals such as the approval for usage of power, Fire NoC, and consolidated consent and authorisation form the Gujarat Pollution Control Board. For further details, see "*Objects of the Issue – Government Approvals*" on page 116. Since these permits can only be applied for during or after the construction phase, we have not yet submitted applications for these subsequent approvals.

   We cannot assure that such approvals will be applied for and received in a timely manner, or at all. Failure to obtain the necessary approvals, licenses, or permits could have a significant adverse effect on our business, financial condition, cash flows, and results of operations. Delays or rejections in the approval process may hinder our ability to expand operations as planned, limit production capacity, and negatively impact our revenue growth.

Moreover, even if we do obtain the required approvals, they may be subject to conditions that impose additional costs or operational constraints. The uncertainty surrounding regulatory approvals represents an inherent risk to our growth strategy, as any unfavorable outcomes could materially affect our business objectives and financial projections.

2. As of December 31, 2024, more than 98% of our revenue from our customers is derived from customers based in Gujarat and we do not have long-term agreements with them. Any changes or cancellations of purchase orders from them or our inability to forecast demand for our products may adversely affect our business, results of operations and financial condition.

As on the date of this Prospectus, our customers are pre-dominantly based in South Gujarat, more than 98% of our revenue from our customers being derived from customers based in Gujarat, as of December 31, 2024. A decrease in business from our customers due to any adverse market conditions or the economic environment generally prevailing in the state or any neighboring state or region, may adversely affect our business, results of operations, cash flows and financial condition. The concentration of our customer base in Gujarat also exposes us to risks arising from fluctuations in the political, economic, and weather conditions of the state, as well as regional natural or man-made disasters that may disrupt operations. While there have been no such instances in the past, we cannot assure you that such instances may not happen in future, and our business, results of operations, cash flows and financial conditions will not be adversely affected. In relation to other risks associated with our geography, please see *"- 3. Our Registered and Corporate Office, manufacturing units, and 90.00% of suppliers of our raw material, POY Yarn, as of the nine months period ended December 31, 2024 are majorly located in Gujarat exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters which may affect the state of Gujarat*" on page 42.

Further, certain of our customers are related parties. The details of transactions with the customers who are our related parties during the periods indicated are provided below:

(in ₹ lakh, expect %)

Particulars	**Nine months ended December 31, 2024**	**% of Revenue from Operation**	**Fiscal 2024**	**% of Revenue from Operation**	**Fiscal 2023**	**% of Revenue from Operation**	**Fiscal 2022**	**% of Revenue from Operation**
Borana Filaments Private Limited (Sales of Yarn)	0.00	0.00%	0.00	0.00%	822.20	6.07%	655.60	15.49%
Borana Industries LLP (Sales of Yarn)	1,442.23	6.82%	3,282.93	16.49%	3,542.58	26.16%	1,472.63	34.79%
Ricon Textile Private Limited (Sales of POY Yarn)	494.98	2.34%	12.52	0.06%	0.00	0.00%	0.00	0.00%
R & B Denims (Sales of POY Yarn)	0.00	0.00%	601.52	3.02%	0.00	0.00%	0.00	0.00%
Arham Weaves Private Limited (Sales of Yarn)	919.60	4.35%	1,204.24	6.05%	335.10	2.47%	0.00	0.00%
Sachin Paper mills Private Limited (Sale of Wastage)	52.81	0.25%	44.39	0.22%	35.86	0.26%	15.21	0.36%
Sharmila Enterprise (Sales of Yarn)	35.75	0.17%	0.00	0.00%	0.00	0.00%	0.00	0.00%

Please also see '*Summary of Offer Documents –Summary of Related Party Transactions*' and '*Restated Financial Information – Note 30 - Related Party Disclosure*' on pages 33 and 264, respectively.

Additionally, we do not have firm commitments or long-term purchase agreements with our customers, and we do not enter into contracts for a specific term with them. Therefore, there are no past instances of termination of contracts before the completion of its term. The sales of our product to our customers are undertaken through orally communicated orders which are then fulfilled by our Company. To meet the demands of the majority of our customers, we customize our delivery schedules based on stock availability.

While there has been no instance of cancellation of orders prior to their finalization during Fiscals 2024, 2023 and 2022 and nine months period ended December 31, 2024, owing to the absence of any formal contracts or arrangements, the orders may be amended or cancelled prior to finalisation in the future.

A decrease in business from our key customers, whether due to circumstances specific to such customer or adverse market conditions or the economic environment generally, may adversely affect our business, results of operations, cash flows and financial condition. Set out in the table below is the share of our top customers in our revenue from operations for the Fiscals 2024, 2023 and 2022 and nine months period ended December 31, 2024:

Customer concentration	**For the period / Financial Year ended on**							
	Nine months period ended December 31, 2024(1)		**March 31, 2024(2)**		**March 31,2023(3)**		**March 31,2022(4)**	
	Revenue (₹ in lakh)	**% of revenue from operations**	**Revenue (₹ in lakh)**	**% of revenue from operations**	**Revenue (₹ in lakh)**	**% of revenue from operations**	**Revenue (₹ in lakh)**	**% of revenue from operations**
Top 1	1,764.37	8.34%	3,282.93	16.49%	3,542.58	26.15%	1,472.63	34.77%
Top 5	6,212.49	29.37%	7,765.97	39.00%	6,803.38	50.22%	2,775.30	65.53%
Top 10	9,460.06	44.70%	10,901.59	54.75%	8,557.83	63.18%	3,373.35	79.65%

(1) In the nine months ended December 31, 2024, our top 5 customers included M/s. Borana Industries LLP, Arham Weaves Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

(2) In Fiscal 2024, our top customer was Borana Industries LLP, top 5 customers included Arham Weaves Private Limited, and top 10 Customers includes R&B Denims Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

(3) In Fiscal 2023, our top customer was Borana Industries LLP, top 5 customers included Borana Filaments Private Limited, and top 10 Customers includes Arham Weaves Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

(4) In Fiscal 2024, our top customer was Borana Industries LLP, and top 5 customers included Borana Filaments Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Any default or delay in payments by a key customer or the insolvency or financial distress of such customers may have an adverse effect on our business, results of operations, cash flows and financial condition. Additionally, as we do not bind our customers to any long-term agreements specifying a certain volume of business required to be transacted between us, our customers may terminate their relationship with us, with or without cause, with no advance notice and without compensation. Consequently, there is no commitment on the part of the customer to continue to place new purchase orders with us and as a result, our sales from period to period may fluctuate significantly. While we have not faced any instances of material disputes with our customers, the occurrence of such events could adversely affect our business, results of operations, cash flows and financial condition. Further, our Company cannot ascertain customer turnover ratio, as some of our customers may purchase goods from us in a particular Fiscal and these customers may not purchase goods from us in the following Fiscal. However, this does not prevent such customers from purchasing goods from the Company in the future.

3. Our Registered and Corporate Office, manufacturing units, and 90.00% of suppliers of our raw material, POY Yarn, as of the nine months period ended December 31, 2024 are majorly located in Gujarat exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters which may affect the state of Gujarat.

The Registered and Corporate Office of our Company is situated at Plot No AA/34, B 16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India – 394230. Further, all of our three manufacturing units are also located in SUSML, Sachin, Surat, Gujarat. Additionally, our proposed manufacturing unit, Proposed Unit 4, is situated in the same district and area. For further details in relation to the Proposed Unit 4, see "*Objects of the Issue*" on page 108.

Further, as on the date of this Prospectus, our suppliers of POY Yarn, are pre-dominantly based in South Gujarat. In addition to our suppliers in Gujarat, we had also imported POY Yarn from China and Singapore in Fiscal Year 2024 and 2023. The cost of import of POY Yarn stood at ₹ 5,768.20 lakhs and ₹ 3,089.63 lakhs for Fiscal Years 2024 and 2023. In Fiscal Year 2022 and nine months period ended December 31, 2024, we did not import POY Yarn. A decrease in business from our suppliers due to any adverse market conditions or the economic environment generally prevailing in the state or any neighboring state or region, may adversely affect our business, results of operations, cash flows and financial condition.

The below table sets forth the details of the total cost of POY Yarn procured from our suppliers in Fiscals 2024, 2023 and 2022 and the nine months period ended December 31, 2024:

Purchase cost	For the period / Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31,2023		March 31,2022	
	Purchase cost (₹ in lakh)	% of total purchase	Purchase cost (₹ in lakh)	% of total purchase	Purchase cost (₹ in lakh)	Purchase cost (₹ in lakh)	% of total purchase	Purchase cost (₹ in lakh)
Domestic purchase	13,353.93	100.00	6,456.74	52.82	7,042,41	69.51	3,425.69	100.00
Import Purchase	0.00	0.00	5,768.20	47.18	3,089.63	30.49	0.00	0.00
Total	**13,353.93**	**100.00**	**12,224.93**	**100.00**	**10,132.04**	**100.00**	**3,425.69**	**100.00**

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

The below table sets forth the details of the suppliers in Gujarat and locations other than Gujarat and purchases from them in Fiscals 2024, 2023 and 2022 and the nine months period ended December 31, 2024:

Particulars	For the period / Financial Year ended on															
	For the nine months ended December 31, 2024				March 31, 2024				March 31, 2023				March 31, 2022			
	Total No. of Suppliers	% of Total Suppliers	Amount in ₹ Lakhs	% of total purchases	Total No. of Suppliers	% of Total Suppliers	Amount in ₹ Lakhs	% of total purchases	Total No. of Suppliers	% of Total Suppliers	Amount in ₹ Lakhs	% of total purchases	Total No. of Suppliers	% of Total Suppliers	Amount in ₹ Lakhs	% of total purchases
Gujarat	18	90.00	9,577.82	71.72	18	72.00	5,448.22	44.57	16	66.67	5,985.62	59.08	4	66.67	2,717.52	79.33
Other than Gujarat (including imports)	2	10.00	3,776.11	28.28	7	28.00	6776.71	55.43	8	33.33	4146.42	40.92	2	33.33	708.17	20.67
Total Purchases	**20**	**100.00**	**13,353.93**	**100.00**	**25**	**100.0**	**12,224.93**	**100.00**	**24**	**100.0**	**10,132.04**	**100.00**	**6**	**100.0**	**3,425.69**	**100.00**

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

While our strategic location in Surat, a major textile and apparel manufacturing hub in South Gujarat, allows us access to our raw material, POY Yarn, the geographical concentration of our Registered Office and Corporate Offices, our manufacturing units and our suppliers in Gujarat exposes us to regional adversities in the district and the state, as applicable. Factors such as famine, water shortage, excessive heat, adverse weather conditions, excessive rainfall or flood, earthquakes, other natural disasters, any significant social, regulatory changes, political or economic disturbances or infectious disease outbreaks in Gujarat or neighboring states or regions, could reduce our ability to supply our product to our customers and adversely affect sales and revenues from operations. While there have been no such instances in the past, we cannot assure you that such instances may not happen in future and our business, results of operations, cash flows and financial conditions will not be adversely affected. For other risks associated with our geography, see "- *2. As of December 31, 2024, more than 98% of our revenue from our customers is derived from customers based in Gujarat and we do not have long-term agreements with them. Any changes or cancellations of purchase orders from them or our inability to forecast demand for our products may adversely affect our business, results of operations and financial condition*" on page 41.

Further, while most of the manufacturing and processing in our units are carried out using machinery and tools, our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the state government. As a result, any unfavourable policies of the state government or state or local governments in this region, could adversely affect our business, financial condition and results of operations. Furthermore, Gujarat has experienced social and civil unrest in the past within the state and such tensions. While there has been no adverse impact on the Company's financials or business operations due to such social and civil unrest in the past, and such incidence in future may lead to political or economic instability in Gujarat and a possible adverse effect on our business, financial condition and results of operations. There can be no assurance that such situations will not recur or be more intense than in the past.

4. ***Our Company has a limited operating history, as our Company commenced its operation in 2020 and we may not be able to continue to grow at our historical rate of growth.***

Our Company was incorporated in October 2020 and the production from our first unit, Unit 1, located at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Surat, was subsequently started in 2021. While we attribute our growth to the experience of our Promoters who have been associated with entities in the textile manufacturing sector that form part of our Promoter Group or Group Companies, such as, Borana Filaments Private Limited and R & B Denims Limited, we have a significantly limited operating history.

While we leverage the industry experience of our Promoters, our Company has a limited operating history as a manufacturer of grey fabric and PTY Yarn. We may face unforeseen challenges in operating our manufacturing units which we cannot quantify or remedy at present owing to our Company's limited operating history. Accordingly, investors are cautioned against placing undue reliance on the robust growth in our business operations and the significant improvement in our financial performance in such periods. We may not be familiar with the operations of our manufacturing units or the business, which may adversely affect our financial conditions and results of operations.

We have experienced rapid growth in our business including in our revenue from operations and profit margins, however, there can be no assurance that we will be able to manage our growth effectively. Our revenue from operations grew at a CAGR of 116.84% from ₹4,233.40 lakhs in Fiscal 2022 to ₹19,905.56 lakhs in Fiscal 2024, based on our Restated Financial Information. Our restated profit after tax margin was 13.85%, 11.85%, 12.04%, 4.25% in the nine months period ended December 31, 2024 and during Fiscals 2024, 2023 and 2022, respectively. While we have not faced any material financial issues pertaining to our growth in the last three Fiscals and the nine months ended December 31, 2024, maintaining/managing our present growth may not be possible going forward or could place a significant strain on our existing financial resources.

5. ***Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds for the purposes described in "*Objects of the Issue*" on page 108. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, and the applicable rules, and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms thereof, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting Shareholders may deter the Promoters from agreeing to variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this Prospectus. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

6. Information relating to the installed and actual manufacturing capacity of our units included in this Prospectus are based on various assumptions and estimates. These assumptions and estimates may prove to be inaccurate and our future production and capacity may vary.

Information relating to the installed and actual manufacturing capacity of our units included in this Prospectus are based on various assumptions and estimates of our management including expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns, as well as expected operational efficiencies. Assumptions and estimates taken into account for measuring installed and actual capacities include expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns, as well as expected operational efficiencies working days in a year, at 2 shifts per day operating for 12 hours a day. While we have obtained a certificate dated April 17, 2025 from Kruti Mokani, independent chartered engineer in relation to such installed and actual manufacturing capacity of our units, future capacity utilisation may vary significantly from the estimated production capacities of our units and historical capacity utilisation. For further information, see "*Our Business – Manufacturing units – Manufacturing capabilities*" on page 182. Further, the installed capacity and actual capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other comparable companies in the industry in which we operate.

7. We procure raw material, POY Yarn, from members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations.

In addition to our other suppliers, our Company procures POY Yarn from M/s. RB Industries and R & B Denims Limited, one of the members of the Promoter Group. The termination or non-performance of this arrangement could adversely impact our business, financial condition, cash flows, and results of operations.

Further, R&B Denims Limited, one of the members of the Promoter Group and a Group Company that is engaged in the business of selling and manufacturers of textile materials, fabrics, garments, etc, is a partner in M/s. RB Industries. We do not have firm commitments or long-term supply agreements with M/s. RB Industries and R & B Denims Limited for procurement of POY Yarn.

Set forth below are details regarding POY Yarn obtained from M/s. RB Industries and R & B Denims Limited in the corresponding periods:

(₹ in lakh, except %)

Particulars	For the period / Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
POY Yarn procured from M/s. RB Industries	958.06	613.80	0.00	0.00
Percentage of total POY Yarn purchased (%)	7.17	5.02	0.00	0.00
POY Yarn procured from R & B Denims Limited	625.31	0.00	0.00	0.00
Percentage of total POY Yarn purchased (%)	4.68	0.00	0.00	0.00

For further details, also see "*Restated Financial Information– Note 30 – Related Party Disclosure"* and "*Our Group Companies – Other Confirmations*" on pages 264 and 229.

While the purchase from M/s. RB Industries and R & B Denims Limited (as disclosed above) is on an arm's length basis, as certified by the Statutory Auditors, KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 14, 2025, M/s. RB Industries or R&B Denims Limited may determine that the terms of the supply arrangements are not favourable to them, or be unable to supply raw materials to us owing to constraints such as their own production or other considerations. Our dependence on these members of our Promoter Group for raw material also subjects us to certain risks and uncertainties, which include political and economic instability in the location of such suppliers, disruptions in transportation, amongst others. If we fail to receive the quantity of raw material that we require in a timely manner, or fail to negotiate appropriate financial terms with them, or if they discontinue the supply of such raw material, or were to experience business disruptions, we cannot assure you that we will be able to find alternate sources for the procurement of raw material in a timely manner or at reasonable costs. Moreover, in the event that our demand increases, they may be unable to meet our demand for raw materials. Further, in the event of any disputes with our Promoter Group members including in relation to payments for the raw material procured, we may not be able to seek contractual remedies against them due to absence of formal or long-term agreements. While we have not faced any instances of material disputes with our Promoter Group members, the occurrence of such events could adversely affect our business, results of operations, cash flows and financial condition.

8. ***We enter into related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial conditions.***

We have entered into transactions with related parties, including our Promoters and members of our Promoter Group, in the past and from, time to time, we may enter into related party transactions in the future. These transactions principally include and are in the nature of rent payments for utilisation of premises where our manufacturing units are situated, managerial remuneration and sale and purchase of POY Yarn. A summary of our transactions with related parties is set out below:

(in ₹ lakh, expect %)

Particulars	Transaction During the year ended 31 Dec. 2024	% of Revenue from Operation	Transaction During the year ended 31 Mar 2024	% of Revenue from Operation	Transaction During the year ended 31 Mar 2023	% of Revenue from Operation	Transaction During the year ended 31 Mar 2022	% of Revenue from Operation
Sales	2,945.37	13.93%	5,145.60	25.84%	4,735.74	34.96%	2,143.44	50.64%
Sale of Car	136.60	0.65%	0.00	0.00%	0.00	0.00%	0.00	0.00%
Purchase	1,799.95	8.50%	613.80	3.08%	33.14	0.25%	0.00	0.00%
Other Expenses	101.76	0.48%	84.36	0.42%	52.47	0.39%	6.96	0.16%
Salary Paid	13.50	0.06%	20.25	0.10%	21.00	0.15%	7.50	0.18%
Interest Paid	0.00	0.00%	36.23	0.18%	22.68	0.17%	46.22	1.09%
Rent Expense	27.36	0.13%	38.00	0.19%	27.40	0.21%	4.20	0.10%
Managerial Remuneration	12.00	0.06%	12.00	0.06%	12.00	0.09%	0.00	0.00%
Purchase of Membership / Asset	0.00	N.A.	392.00	N.A.	172.20	N.A.	108.05	N.A.
Loan taken	0.00	N.A.	1,340.53	N.A.	1,553.06	N.A.	790.00	N.A.
Advances from Customers	490.00	N.A.	0.00	N.A.	0.00	N.A.	0.00	N.A.
Loan Repaid	8.56	N.A.	1,372.49	N.A.	2,128.02	N.A.	301.00	N.A.

Please also see '*Summary of Offer Documents –Summary of Related Party Transactions*' and '*Restated Financial Information – Note 30 - Related Party Disclosure*' on pages 33 and 264.

While our Company believes that all such transactions have been conducted on an arm's length basis and in accordance with the Companies Act, 2013 and other applicable laws and contain commercially reasonable terms, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that our Company may enter into related party transactions in the future. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act, 2013 and the SEBI Listing Regulations. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our Company or minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

9. We incur significant employee benefits expense. An increase in employee costs, including on account of changes in regulations, may prevent us from maintaining our competitive advantage and may reduce our profitability.

We incur various employee benefits expense, including salaries and bonus (including directors' remuneration), contribution to provident and other funds and staff welfare expenses. During the Fiscals 2024, 2023 and 2022 and nine months period ended December 31, 2024, our employee benefits expense amounted to ₹ 1,790.77 lakhs, ₹ 927.93 lakhs, ₹ 211.93 lakhs, and ₹ 1,430.76 lakhs, respectively, representing 9.00%, 6.85%, 5.01% and 6.76% respectively, of our revenue from operations for such periods. Salaries and wages may increase in the future due to various factors, including ordinary course pay increases, a raise in minimum wage levels, enhancement in social security measures, competition for talent or through changes in regulations in the jurisdictions in which we operate. For instance, such an increase may arise in India on the implementation by the Government of India of its labour codes, namely (i) the Code on Wages, 2019; (ii) the Code on Social Security, 2020; (iii) the Occupational Safety, Health and Working Conditions Code, 2020; and (iv) the Industrial Relations Code, 2020. Our profit margins may be adversely impacted if we are unable to pass on such increases in expenses to our customers.

Unless we can maintain appropriate resource utilization levels, continue to increase the efficiency and productivity of our employees, the increase in employee benefits expense in the long term may reduce our profit margins, which in turn may adversely affect our results of operations and financial condition.

10. Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in "*Objects of the Issue*" on page 108. The objects of the Issue and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. While our Company, has procured a Project Cost Vetting Report dated April 11, 2025, from Dun & Bradstreet, in relation to the capital expenditure for setting up the new manufacturing unit, Proposed Unit 4, for which our Company proposes to utilize a portion of the Net Proceeds, such report is prepared based on information provided by us, including quotations received from vendors. Further, a monitoring agency has been appointed for monitoring utilization of the Gross Proceeds, prior to the filing of the Prospectus with the RoC, the proposed utilization of Net Proceeds is based on our current business plan, management estimates, prevailing market conditions and other commercial considerations, which are subject to change and may not be within the control of our management. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure plans and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Further, the proposed deployment of Net Proceeds also includes funding working capital requirements, which is based on management estimates and certain assumptions and certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C). For details, see "*Objects of the Issue*" on page 108. Our business requires significant working capital, and the actual amount of our future working capital requirements may differ from estimates as a result of, among other factors, unanticipated expenses, availability of raw material, economic conditions, growth in revenue, changes in the terms of our financing arrangements, additional market developments, and other external factors which may not be within the control of our management. Any delay in the Issue may impact the funding of our working capital requirements, and adversely affect our business, operations, cash flows and financial condition.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Further, pending utilization of Net Proceeds towards the Objects of the Issue, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds.

11. There is an outstanding legal proceeding involving one of our Independent Director. Any adverse outcome in such proceeding may have an adverse impact on our reputation, business, results of operations, cash flows and financial condition.

There is an outstanding legal proceeding involving one of our Independent Directors. The legal proceeding is pending before the Civil Court, Surat. The following table sets forth a summary of the litigation proceedings involving our Company, Directors and our Promoters in accordance with the Materiality Policy. For further details of such outstanding legal proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 320.

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in lakh)
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	1	Nil	Nil	Nil	Nil	40.21
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent ascertainable and quantifiable*

Further, as on the date of this Prospectus, there are no criminal litigation proceedings and actions by statutory or regulatory authorities involving our KMPs and SMPs.

Further, we cannot assure you that any of the outstanding litigation proceedings against our Independent Director will be settled in their favor, or that no additional liability will arise out of these proceedings. Further, such proceedings could divert management time and attention and consume financial resources in their defense or prosecution. Further, an adverse outcome in these proceedings may affect our reputation, standing and future business, and could adversely affect our reputation, business, results of operations, cash flows and financial conditions.

12. In the past there have been a regulatory action initiated against certain of our Promoters and members of our Promoter Group.

SEBI, vide an order dated March 23, 2017, had initiated an adjudication proceeding ("**Proceeding**") against certain of our Promoters, namely, Mangilal Ambalal Borana, Rajkumar Mangilal Borana, Ankur Mangilal Borana, Dhwani Ankur Borana, Mangilal Ambalal Borana HUF, Rajkumar Mangilal Borana HUF, Ankur Mangilal Borana HUF and certain members of our Promoter Group namely, Sharmila Rajkumar Borana and Mohinikumari Mangilal Borana along with certain others (collectively, "**Noticees**") in relation to an alleged violation of erstwhile Regulation 30(2) read with Regulation 30(3) of SEBI Takeover Regulations in the matter of R&B Denims Limited, one of the members of the Promoter Group and Group Company of our Company. Pursuant to the aforesaid regulations, the promoters of a target company, together with persons acting in concert, were required to disclose their aggregate shareholding and voting rights in such target company to stock exchanges and the target company from the end of each financial year. While the Proceeding was in progress, an application for settlement of the Proceeding was submitted by the Noticees. The settlement terms proposed by the Noticees were considered by the internal committee of SEBI and placed before the high-powered advisory committee ("**HPAC**") on September 4, 2017. After considering the facts and circumstances of the matter, the HPAC recommended that the case may be settled by the Noticees after payment of ₹2.00 lakhs and the same was approved by the panel of whole time members of SEBI on October 10, 2017. Accordingly, the Noticees paid an amount of ₹2.00 lakhs in favour of SEBI pursuant to which SEBI passed a settlement order dated October 30, 2017 disposing of the Proceeding against the Noticees.

As on date of this Prospectus, the Proceeding against our Promoters and members of the Promoter Group is no longer outstanding. However, we cannot assure you that such actions will not be taken against our Promoters or members of our Promoter Group in the future.

13. ***Our business is heavily dependent on the sale of grey fabric, which had contributed to 84.24% of our revenue from operations in the nine months ended December 31, 2024. Any reduction in the sale of grey fabric, or our ability to produce and sell grey fabric, or the price at which we are able to sell grey fabric, may have an adverse effect on our business, results of operations, cash flows and financial condition.***

As on the date of this Prospectus, our Company has three manufacturing units. Over the years, our Company has scaled its production in its three manufacturing units. For details in relation to our manufacturing units and manufacturing capabilities, see "*Our Business – Manufacturing units*" on page 182. Our capacity utilization is affected by industry/ market conditions as well as by the product requirements of, and procurement practice followed by, our customers. In the event that we are unable to optimize our production process and use of machinery, we would not be able to achieve full capacity utilization of our units, hindering our ability to produce and sell grey fabric at optimal capacity and resulting in operational inefficiencies which could have an adverse effect on our business prospects and financial performance. Please also see, "*-19. Our business is dependent on our manufacturing units and we are subject to certain related risks. Unplanned slowdowns, unscheduled shutdowns or prolonged disruptions in our manufacturing operations or under – utilization of our manufacturing capacities and an inability to effectively utilize our expanded production capacity could have an adverse effect on our business, results of operations, cash flows and financial condition*" on page 53.

Further, we may face reduction in sale of our principal product, grey fabric, owing to factors such as reduced demand for our product, seasonality of demand in the end-industries that require grey fabric, increased competition, loss of market share (including pursuant to import of grey fabric from outside India or increased use of any cheaper substitutes), macro-economic conditions in our key markets or the markets of our key end-customers and changes in government policies and regulations. Any of these factors may have an adverse effect on the sale of grey fabric and our business prospects. In addition to grey fabric, we also sell PTY Yarn to our customers. The table below sets forth the contribution of grey fabric and PTY Yarn to our revenue from operations in the relevant periods, as per the Restated Financial Information:

Particulars	**For the period / Financial Year ended on**							
	Nine months period ended December 31, 2024		**March 31, 2024**		**March 31,2023**		**March 31,2022**	
	Revenue from sale (₹ in lakh)	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**
Grey fabric	17,827.13	84.24	14,366.13	72.17	8,541.31	63.08	1,941.08	45.85
PTY Yarn	3,032.02	14.33	5,260.17	26.43	4,572.53	33.77	2,149.76	50.78
Other Product*	302.37	1.43	279.26	1.40	426.06	3.15	142.57	3.37
Total	**21,161.52**	**100.00**	**19,905.56**	**100.00**	**13,539.90**	**100.00**	**4,233.40**	**100.00**

**Other Products include sale of wastage, beam sales and downgrade sale.*
Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

The demand for grey fabric is closely tied to the performance of end industries such as apparel and home textiles. Any downturn in these sectors, either due to seasonal trends, changing consumer preferences, or economic conditions, could lead to reduced orders for grey fabric. Further, grey fabric prices are subject to fluctuation due to various factors such as changes in the prices of raw material, POY Yarn, exchange rate variations, and transportation costs. A reduction in prices could erode our profit margins, and a failure to pass on these cost changes to customers could adversely affect our financial performance.

14. ***There has been an instance of delay in obtaining the required environmental consent and authorization for our Unit 3 in the past. Any such delay in obtaining the applicable approvals and licenses in the future could lead to regulatory penalties, operational delays and adverse financial impact.***

We commenced manufacturing operations at Unit 3 of our facility in Fiscal 2024 without obtaining the requisite

Consolidated Consent and Authorization under the Water (Prevention and Control of Pollution) Amended Act, 1988, the Air (Prevention and Control of Pollution) Act, 1981, and the Hazardous and Other Wastes (Management and Transboundary) Rules, 2016 ("**CCA**"). Despite this, we had continued operations at Unit 3 without having received the necessary CCA, which exposes us to potential regulatory and legal risks. While we have received the CCA for Unit 3 from the Gujarat Pollution Control Board in January, 2025, the failure to comply with applicable environmental laws and regulations may result in penalties from the authorities, harm our reputation with regulatory bodies, and non-compliance with applicable environmental regulations can expose our Company to legal actions, including injunctions, or other legal consequences, which may cause operational disruptions, delays in production, and interruptions to our business. Although no penalties have been levied by any authorities for this delay, there is no assurance that the authorities will not initiate penalties or take other regulatory actions for commencing operations without the required CCA. If regulatory authorities impose penalties or sanctions due to this delay, our business, operations, financial position, and growth prospects may be adversely affected.

15. If we are unable to predict customer demands and maintain optimum inventory level there may be an adverse effect on our results of operations, financial condition, and cash flows.

Our ability to foresee and forecast customer demands and trends is crucial to the success of our business. Any miscalculation in our forecast could lead to excess stock of our product that we may not be able to sell in a timely manner, or at all. On the other hand, understocking our inventory may interfere with our ability to fulfil customer demands during an ongoing season. Based on the predicted customer demands, requirements, and inventory needs for the upcoming season, we project our sales and plan our inventory levels accordingly. To keep our inventory at optimum levels, we hold our inventory in our manufacturing units. In case we are unable to anticipate and gauge our customer preferences, or are unable to adapt to such changes in a timely manner, or at all, we may lose existing customers or fail to attract new customers, which may render our inventory obsolete and may subject our business to pricing pressure causing us to sell our inventory at a discounted price, which may have an adverse effect on our business, results of operations and cash flows.

A decline in demand for our products or a misjudgment on our part regarding the nature in demand could lead to an increased market acceptance of our competitors' products or may result in the substitution of our product in the market, which could lead to us having lower sales and excess inventory, which may necessitate us to sell this excess inventory at cost price / lower than cost price.

The table below provides details of our inventory levels for the below mentioned time periods:

(₹ in lakh)

Particulars	**For the period/ Financial Year ended on**			
	Nine months period ended December 31, 2024	**March 31,2024**	**March 31,2023**	**March 31,2022**
Inventory (₹ in lakh)	2,834.54	2,376.77	2,027.72	373.51
Inventory turnover days*	36	44	55	32
Inventory (as % of our current assets)	40.88	44.97	57.95	27.13

** Inventory turnover days is calculated as total inventory as at the end of the year/period divided by revenue from operations multiplied by number of days in a year/period.*

We cannot assure you that we will be able to maintain an optimum inventory level in the future. Our ability to satisfy customer demands could be hampered if we understock our inventory. On the contrary, if we overstock our inventory, we run the risk of increase in capital requirements, additional financing, inventory write-offs, sale of excess inventory at discounted prices that would adversely affect our margins due to the carrying cost of inventory. Any unsold inventory may have to be disposed, and/or sold at cost price or below cost price, or both, which could result in losses. We cannot guarantee that we will be able to sell excess stock in a timely manner, or at all, which may negatively impact our business, results of operations, cash flows and financial condition. Alternatively, in case we suffer from inventory shortages at our stores, it could result in delayed shipments to customers, negative customer experiences, lesser sales, and damage to our brand reputation, any of which may have an adverse effect on our results of operations, financial condition, and cash flows.

16. ***We have incurred significant indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial conditions. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.***

As of December 31, 2024, we had total outstanding borrowings of ₹ 5,403.35 lakhs. For further information, see "*Financial Indebtedness*" on page 285.

Further, our debt-equity ratio and interest coverage ratio as of the periods indicated is set out below:

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Debt equity ratio[1]	0.70	1.45	1.61	15.10
Interest coverage ratio[2]	11.25	9.20	10.76	3.51

Notes:
1. Debt equity ratio is calculated as total debt divided by total equity outstanding.
2. Interest coverage ratio is calculated as interest cost on borrowings divided by earnings available for debt services for the year / period. Earnings available for debt services is calculated as profit for the year plus, depreciation and amortisation expense and finance costs,

Our financing agreements may contain restrictive covenants that limit our ability to undertake certain types of transactions, as set forth below, any of which could adversely affect our business and financial condition. An indicative list of such restrictive covenants is disclosed below:

- change in the ownership, shareholding pattern and management control of our Company, which may result in a material adverse effect;

- change in general nature of business of our Company, which may result in a material adverse effect;

- declaration or payment of any dividend or other payment or distribution of any kind on or in respect of our Equity Shares, to any person; and

- entry into any scheme of amalgamation, reorganization, reconstruction, takeover, scheme of compromise or arrangement.

We may be required to obtain the approval of the lenders under our financing arrangements before undertaking these significant actions. While we have received consents from, or provided intimation to, the relevant lenders in connection with the Issue, we cannot assure you that lenders will grant required approvals in future in a timely manner, or at all. We are also required to maintain certain financial ratios under our financing arrangements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities, which could put us at a competitive disadvantage and could have an adverse effect on our business, financial condition and results of operations. In the event we are unable to remedy defaults or obtain necessary waivers for any non-compliance, in a timely manner or at all, one or more of our lenders may accelerate our obligations under the financing agreements and seek to enforce their security interest in respect of such borrowings.

Any failure to comply with a covenant under our financing agreements may also trigger cross default and cross acceleration provisions under certain of our other financing agreements and may adversely affect our ability to conduct our business. It is possible that we would not have sufficient funds upon such an acceleration of our financial obligations to pay the principal and interest in full. Our future borrowings may also contain similar or more onerous covenants. For further information, see "*Financial Indebtedness*" on page 285.

17. ***Our Promoters, Promoter Group, Directors, Group Companies, Key Managerial Personnel, Senior Management of our Company may enter into ventures that may lead to real or potential conflicts of interest with our business. Further, our Promoters and Directors have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits. Additionally, some of our Group Companies, namely R&B Denims Limited, Ricon Textile Private Limited and Arham Weaves Private Limited are enabled under their memorandum of association to carry on similar activities as those of our Company. Any real or potential conflicts of interest that may arise in this regard may materially adversely impact our business, financial condition, results of operations and cash flows.***

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested in our Company, in addition to the regular remuneration or benefits arising from their directorship in our Company. Our Promoters, Directors, Key Managerial Personnel and Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details, see "*Our Promoters and Promoter Group - Confirmations*", "*Our Management – Interest of Directors*" and "*Our Management - Interest of Key Managerial Personnel and Senior Management*" on pages 224, 205 and 216.

Our Promoters and Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors, kartas or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. For further details, see "*Build-up of the shareholding of our Promoters in our Company*" and "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on pages 98 and 105.

Further, our Promoter Group members (including our Promoters) and Directors, namely Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana have also extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent. Please also see "- *38. Certain of the members of our Promoter Group, including our Promoters, have provided personal guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by them in connection with our borrowings.*" and "*Financial Indebtedness*" on pages 67 and 285. Additionally, we have obtained on lease the use of certain properties, including our Registered and Corporate Office, our manufacturing units from which we operate our business, and premises for Proposed Unit 4 from our Promoters and members of Promoter Group. For details see, "*Our Business -Properties*" and "- *21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*" on pages 188 and 56.

Further, conflict of interest may occur between our business and the business of such ventures in which our Promoters, Directors, Key Managerial Personnel our Company are involved with, which could have an adverse effect on our operations. Some of our Group Companies, namely R&B Denims Limited, Ricon Textile Private Limited and Arham Weaves Private Limited are enabled under their memorandum of association to carry on similar activities as those of our Company. Our Promoters, members of the Promoter Group, Group Companies, Directors, Key Managerial Personnel and Senior Management may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

We cannot assure you that there will not be any conflict of interest between our Company, Promoters, members of the Promoter Group or Group Companies. There can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

Interests of Promoters, Promoter Group, Group Companies, Directors, Key Managerial Personnel and Senior Management may conflict with the interests of our Company, and they may, for business considerations or otherwise, cause us to take certain actions, or refrain from taking certain actions, which in turn may materially adversely impact our business, financial condition, results of operations and cash flows.

18. ***Our business and the demand for our product is reliant on the success of our customers' products with end consumers, and any decline in the demand for the end-products could have an adverse impact on our business, results of operations, cash flows and financial condition.***

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures PTY Yarn, which is produced by heating POY Yarn, our raw material.

Our customers primarily operate within the textile sector, where they often further process our products and sell the processed goods for use in a variety of end-user industries, including fashion, traditional textiles, home décor, and interior design. The demand for our product and margin of our product is dependent on and directly affected by factors affecting these aforestated industries. Any material downturn in any of the industries that our customers service, as a result of increased competition, seasonality of demand, our customers' failure to successfully market their products or to compete effectively, loss of market share, macro-economic conditions in the markets of our key end-customers, regulatory action, litigation, pricing fluctuation or other factors may impact us. Any of these factors could have an adverse effect on the end-use industries and sales of our product could decline substantially. While we serve an established base of customers across different end-use industries, we cannot assure you that the lack or reduction of demand from any one of these industries can be off-set by sales to other industries in which our product finds application.

19. ***Our business is dependent on our manufacturing units and we are subject to certain related risks. Unplanned slowdowns, unscheduled shutdowns or prolonged disruptions in our manufacturing operations or under – utilization of our manufacturing capacities and an inability to effectively utilize our expanded production capacity could have an adverse effect on our business, results of operations, cash flows and financial condition.***

We operate three manufacturing units in Surat, Gujarat. As of December 31, 2024, the aggregate installed production capacity for the three manufacturing units for the nine months period ended December 31, 2024 on pro-rata basis was 174,960,000 meter while the actual production stood at 139,308,589 meter for 9 (Nine) months. Further, we are planning a capacity expansion by setting up Proposed Unit 4 in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230. The proposed unit will have an installed production capacity of 112752000 meter per annum, which will augment our currently existing installed production capacity to a total of 346032000 meter per annum. Set forth below are the rates of our capacity utilization in respect of our manufacturing units for the periods indicated:

Unit 1					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	4,66,56,000	3,49,92,000	34,426,322	98.38
2023-24	12	4,66,56,000	4,66,56,000	4,61,28,664	98.86
2022-23	12	4,66,56,000	4,66,56,000	4,48,16,051	96.05
2021-22	7*	4,66,56,000	2,13,84,000	1,54,94,341	72.45

**Since the unit was set-up in the Financial Year 2021-22, it was operational for a period of 7 months.*

Unit 2					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	8,94,24,000	6,70,68,000	4,34,56,232	64.79
2023-24	12	8,94,24,000	8,29,44,000	6,24,41,246	75.28

Unit 2					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
2022-23	5*	8,94,24,000	3,21,30,000	2,54,87,739	79.32
2021-22	-	-	-	-	-

**Since the unit was set-up in the Financial Year 2022-23, it was operational for a period of 5 months.*

Unit 3					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	9,72,00,000	7,29,00,000	6,14,26,035	84.26
2023-24	3*	9,72,00,000	2,43,00,000	1,89,45,524	77.96
2022-23	-	-	-	-	-
2021-22	-	-	-	-	-

**Since the unit was set-up in the Financial Year 2023-24, it was operational for a period of 3 months.*

For further details in relation to our existing manufacturing units and production capabilities and our expansion strategy, see "*Our Business – Manufacturing units*" and "*Our Business – Our Strategies - Capturing market opportunities in the growing synthetic fibre industry*" on pages 182 and 181, respectively. Our business is dependent on our ability to efficiently manage our units and the operational risks associated with them, including those beyond our control.

Any unscheduled, unplanned or prolonged disruption of our manufacturing process, including on account of power failure, industrial accidents, fire, mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, non-availability of adequate labour, or disagreements with our workforce, lock-outs, could affect our ability to operate our units. Further, any significant malfunction or breakdown of our equipment or machinery may involve significant repair and maintenance costs and cause delays in our operations. While there have been no such instances in the three preceding Fiscals and the nine months period ended December 31, 2024, any such incidence in future may adversely affect our manufacturing operations and production of the grey fabric and PTY Yarn at our units, which may give rise to disputes with our customers and the occurrence of such events could adversely affect our business, operations, cash flows and financial condition. Please also see, "*- 3. Our Registered and Corporate Office, manufacturing units, and 90.00% of suppliers of our raw material, POY Yarn, as of the nine months period ended December 31, 2024 are majorly located in Gujarat exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters which may affect the state of Gujarat*" on page 42.

Further, any accident may result in a loss of property and/ or disruption in our production operations entirely, levy of fines, penalties or compensation and/or adverse action against our employees, officers or management, which could also have an adverse effect on our business, operations, cash flows and overall financial condition.

Additionally, the level of our capacity utilization can impact our operating results. Further, if there is any under-utilization of our proposed capacities, then the capacity of the manufacturing unit will not be fully utilized, which could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance. Our capacity utilization is affected by industry/ market conditions as well as by the product requirements of, and procurement practice followed by, our customers. In the event that we are unable to optimize our production process and use of machinery, we would not be able to achieve full capacity utilization of our units, resulting in operational inefficiencies which could have an adverse effect on our business prospects and financial performance. Further, if our customers place orders for less than anticipated volume of products or cancel existing orders or change their procurement policies, resulting in reduced quantities being supplied by us, it could result in the under-utilization of our manufacturing capacities. The changes in demand for the product could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production or utilization of our manufacturing capacity for our product. Any such mismatch leading to over or under utilization of our manufacturing units could adversely affect our business, results of operations, cash flows and financial condition.

20. ***We depend upon our major suppliers for procurement of raw material, POY Yarn, however, we do not have long-term agreements with our suppliers. Any changes or cancellations of supply of POY Yarn by them owing to absence of formal arrangement, or a shortage of POY Yarn in the market may have an adverse impact on our business, financial condition and results of operations.***

The production of the grey fabric and PTY Yarn at our manufacturing units involves heating the POY Yarn, our raw material, to enhance its strength, elasticity and overall texture and appearance to produce PTY Yarn. For details in relation to the manufacturing process, see "*Our Business – Manufacturing / production process*" on page 185.

We procure our raw material, POY Yarn, from our suppliers in Gujarat. We do not have firm commitments or long-term supply agreements with suppliers, and we do not enter into contracts for a specific term with them. Therefore, there are no past instances of termination of contracts with our suppliers before the completion of its term. The procurement of POY Yarn from our suppliers is undertaken through orally communicated orders which are then fulfilled by our suppliers. While there has been no instance of cancellation of orders prior to their finalization by our suppliers during Fiscals 2024, 2023 and 2022 and nine months period ended December 31, 2024**,** the orders may be amended or cancelled by them prior to finalisation in the future and should such an amendment or cancellation take place, it may adversely impact our production schedules. Such cancellations or unanticipated variations or scope or schedule adjustments may occur due to unforeseen circumstances, and occurrence of any such events may adversely affect our business, results of operations and financial condition.

During the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, the total cost of raw material consumed by our Company stood at ₹ 12,302.04 lakhs, ₹ 8,696.31 lakhs, ₹ 3,062.38 lakhs and ₹ 13,016.12 lakhs, respectively. Further, set out in the table below is the share of our top suppliers from whom we had procured raw material during the below mentioned periods:

Suppliers concentration	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024(1)		March 31,2024(2)		March 31,2023		March 31,2022	
	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	Amount (₹ in lakh)
Top 1	5,400.05	40.44%	2,618.23	21.42%	2,390.94	23.66%	1,372.68	40.07%
Top 5	11,235.08	84.14%	8,596.73	70.32%	7,540.52	74.62%	3,417.92	99.77%
Top 10	13,167.61	98.60%	10,993.69	89.93%	9,252.94	91.56%	3,425.58	100.00%

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

(1) In the nine months ended December 31, 2024, our top 5 suppliers included M/s. RB Industries, one of the members of our Promoter Group and top 10 suppliers included R & B Denims Limited. Please also see, " – 7. We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations " on page 45.

(2) In Fiscal 2024, our top 10 suppliers included M/s. RB Industries, one of the members of our Promoter Group. Please also see, "– 7. We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations " on page 45.

As we do not have any long-term agreements with our suppliers that specify required transaction volumes, our suppliers may terminate their relationship with us, with or without cause, with no advance notice and without compensation. This lack of commitment from suppliers to accept new purchase orders could disrupt our raw material procurement process, potentially impacting our operations and ability to meet customer demand. Further, in the event of any disputes with our suppliers including in relation to payments for the raw material procured, we may not be able to seek contractual remedies against our suppliers due to absence of formal or long term agreements with them. While we have not faced any instances of material disputes with our suppliers, the occurrence of such events could adversely affect our business, results of operations, cash flows and financial condition.

Additionally, we are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price. The amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time and the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in Government policies and regulations, including those relating to the textile industry in general. A slowdown in demand for clothing products, or a decrease in overall polyester demand, due to inflation or fluctuations in the cost of man-made fibers, may disrupt the availability or increase the cost of POY Yarn in the market. Any such disruptions could have an adverse impact on our business, financial condition, and results of operations. Further, in Fiscals 2024 and 2023, we had imported POY Yarn from China and Singapore. The cost of raw materials which were imported was ₹ 5,768.20 lakh and ₹ 3,089.63 lakh representing 47.18% and 30.49%, respectively, of our total purchase of raw materials in Fiscals 2024 and 2023. In Fiscal Year 2022 and nine months period ended December 31, 2024, we did not import POY Yarn. Our imports may be subject to foreign exchange fluctuations, political instability, etc. The sourcing and procurement of the raw materials requires a particular skill set which ensures that the quality of raw materials is consistent. An inability to procure quality raw materials on a consistent basis may lead to a decline in the quality of our products which made lead to an increase in the cost of the product, decline in our sales volumes and profit margins and adversely affect our results of operations.

Although there have not been any instances in the last three Fiscals and nine months period ended December 31, 2024, where we have faced a shortage of raw materials, we cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers. Any inability on our part to procure sufficient quantities of raw materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins and adversely affect our results of operations.

21. ***Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.***

We have obtained on lease the use of certain properties, including our Registered and Corporate Office, our current manufacturing units from which we manufacture our product, and the premises where the new manufacturing unit, Proposed Unit 4, will be set-up from certain members of the Promoter Group, including our Promoters. For details see, "*Our Business -Properties*" on page 188. The rent paid per month (as disclosed below) to such Promoters and members of the Promoter Group is on an arm's length basis, as certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 14, 2025, and the premises have been leased to us for a period as indicated below:

Office / Unit	Leased by	Description of the property	Tenure of lease	Lease rent per month (in ₹ lakhs)	Rent paid in nine months ended December 31, 2024 (in ₹ lakh)	Rent paid in Fiscal 2024 (in ₹ lakh)	Rent paid in Fiscal 2023 (in ₹ lakh)	Rent paid in Fiscal 2022 (in ₹ lakh)
Registered and Corporate Office	Ankur Mangilal Borana	Plot No AA/34, Hojiwala Ind. Estate, SUSML, Sachin, Surat, Gujarat, India – 394230	9 years from July 1, 2022	1.00	9.00	12.00	9.00	0.00
	Rajkumar Mangilal Borana	Plot No. B/16/16, Hojiwala Industrial Easte, SUSML, Sachin, Surat – 394230	9 years from July 1, 2022	1.00	9.00	12.00	9.00	0.00
Unit 1	Mangilal Ambalal Borana	Plot No. AA/93/P, Hojiwala Industrial	10 years from November 1, 2020	0.35	3.15	4.20	4.20	2.10

Office / Unit	Leased by	Description of the property	Tenure of lease	Lease rent per month (in ₹ lakhs)	Rent paid in nine months ended December 31, 2024 (in ₹ lakh)	Rent paid in Fiscal 2024 (in ₹ lakh)	Rent paid in Fiscal 2023 (in ₹ lakh)	Rent paid in Fiscal 2022 (in ₹ lakh)
		Estate, SUSML, Sachin, Surat – 394230						
	Mohinikumari Borana	Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230	10 years from November 1, 2020	0.35	3.15	4.20	4.20	2.10
Unit 2	Ankur Mangilal Borana	Plot No AA/34, Hojiwala Ind. Estate, SUSML, Sachin, Surat, Gujarat, India – 394230	9 years from July 1, 2022	1.00	9.00	4.20	4.20	2.10
	Rajkumar Mangilal Borana	Plot No. B/16/16, Hojiwala Industrial Easte, SUSML, Sachin, Surat – 394230	9 years from July 1, 2022	1.00	9.00	12.00	9.00	0.00
Unit 3	Rajkumar Mangilal Borana	Plot No. A 4/6, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230	9 years from April 1, 2023	0.20	1.80	5.60*	0.00	0.00
Proposed Unit 4	Nareshkumar Ambalal Borana (HUF)	Plot No. B5/3, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230	30 years from October 1, 2024	0.25 (Including GST)	0.42	0.00	0.00	0.00
	Rajkumar Mangilal Borana (HUF)	Plot No. B5/4, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230	30 years from October 1, 2024	0.25 (Including GST)	0.42	0.00	0.00	0.00
	Ankur Mangilal Borana	Plot No. B5/5, Hojiwala	30 years from October 1,	0.25 (Including GST)	0.42	0.00	0.00	0.00

Office / Unit	Leased by	Description of the property	Tenure of lease	Lease rent per month (in ₹ lakhs)	Rent paid in nine months ended December 31, 2024 (in ₹ lakh)	Rent paid in Fiscal 2024 (in ₹ lakh)	Rent paid in Fiscal 2023 (in ₹ lakh)	Rent paid in Fiscal 2022 (in ₹ lakh)
	(HUF)	Industrial Estate, SUSML, Sachin, Surat – 394230	2024					

**Rent charged before July 31, 2023 was ₹ 1.00 lakh per month. However, Company has entered into fresh Agreement dated August 29, 2023.*

We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our financial condition. There can be no assurance that we will be able to renew the lease agreements with our Promoters and members of our Promoter Group in a timely manner or at all or on favourable terms. Further, identification of a new location to house our operations and relocating our manufacturing units to the new premises may disrupt our existing operations and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for a relocated office and/or manufacturing units could have an adverse impact on our business.

22. ***Our Company is capital intensive, and we may require significant financing to support our growth strategies and expansion plans. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We require a substantial amount of capital to build and maintain our manufacturing units, purchase equipment and machineries, implement new technologies in our new and existing plants and facilitate our expansion plans. The table below sets forth our capital expenditure towards purchase and lease of property, plant and equipment and intangible assets (including under development and capital advances) for the periods indicated:

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Capital expenditure* *(₹ in lakh)*	895.32	4,955.11	2,334.94	1,745.95
Capital expenditure as a % of total assets (in %)	5.98	36.15	31.14	54.73
% of Gross Block *(in %)*	9.56	55.55	57.22	100.00

** Capital expenditure means addition in the gross block during the respective year / period.*

In addition to our existing manufacturing units, we are planning a capacity expansion by setting up Proposed Unit 4 in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230. The proposed unit will have an installed production capacity of 112752000 meter per annum, which will augment our currently existing installed production capacity to a total of 346032000 meter per annum. For further details in relation to our existing manufacturing units and production capabilities and our expansion strategy, see "*Our Business – Manufacturing units*" and "*Our Business – Our Strategies - Capturing market opportunities in the growing synthetic fibre industry*" on pages 182 and 181. We use a combination of internal accruals, equity investments and debt financing for our expansion plans. If our internally generated accruals are insufficient to finance our capital expenditure and expansion plans, we may, in the future, need to seek additional financing from third parties, including banks and financial institutions despite having incurred total borrowings as of ₹ 5,403.35 lakhs as of December 31, 2024. Please also see "*Financial Indebtedness*" and "*-16. We have incurred significant indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial conditions. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.*" on pages 285 and 52. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, existing terms under our financing agreements, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as future prospects.

23. Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

Our business depends on our ability to successfully collect payments from our customers. We typically extend a credit period and collect payments after such credit period. The credit period on sales of our products ranges from 15 -30 days in normal course of business. There is no assurance that our customers will not default on their payments or pay us on time. Our inability to collect receivables from our customers on time could adversely affect our working capital and cash flows. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition. The table below sets forth our trade receivables and debtors' turnover ratio for the periods indicated:

(in ₹ lakh, unless otherwise indicated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Trade receivables	2,164.20	1,104.34	741.44	705.75
Trade Receivable holding days (1)	28.00	17.00	19.00	30.00

(1) Holding period level (in months/days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of months/days in the year/period. (Assuming 360 days in a year)

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the economy.

For further details in relation to the trade receivables, please refer to "*Restated Financial Information – Note-7-Trade Receivables*" on page 251.

24. Our Company has experienced negative cash flow in the past and may continue to do so in future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.

Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could materially adversely affect our business, prospects, financial condition, cash flows, and results of operations.

The table below summarizes our cash flows based on Restated Financial Information, highlighting negative cash flow from operating, investing, and financing activities over the past three financial years:

(₹ in lakhs)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash inflow/ (outflow) from Operating Activities	2,577.01	2,213.26	689.60	(832.62)
Net Cash inflow/ (outflow) from Investing Activities	(629.71)	(4,807.34)	(2,210.34)	(1,637.09)
Net Cash inflow/ (outflow) from Financing Activities	(1,933.47)	2,586.57	1,527.69	2,470.22

Cash flow is a critical indicator of our ability to generate sufficient funds from operations to cover capital expenditures, pay dividends, repay loans, and make new investments without resorting to external financing. If we fail to generate adequate cash flows, it may negatively impact our business operations and hinder our growth prospects.

25. ***Our manufacturing units are dependent on adequate and uninterrupted supply of electricity and water. Any shortage or disruption in electricity or water supply may lead to disruption in operations, higher operating cost and consequent decline in our operating margins.***

We rely on an uninterrupted supply of electricity and water for our operations, the shortage or non-availability of which may adversely affect our operations. Set forth below are our utilities expenses in the three preceding Fiscals and nine months period ended December 31, 2024:

(in ₹ lakh, expect %)

Particulars	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (₹ in lakh)	% of revenue from operation	Amount (₹ in lakh)	% of revenue from operation	Amount (₹ in lakh)	% of revenue from operation	Amount (₹ in lakh)	% of revenue from operation
Power expense	1,280.67	6.05	968.64	4.87	927.18	6.85	293.60	6.94

All our manufacturing units have adequate power supply to carry out manufacturing operations. The units receive power from Dakshin Gujarat Vij Company Limited. We have installed DG sets in all our manufacturing units for contingencies occurring due to power outage.

Owing to the energy-intensive nature of our manufacturing operations, any fluctuation in energy price could impact our results of operations. Further, our manufacturing units use effluent treated water sourced from Hojiwala Infrastructure Limited for our manufacturing operations and there can be no assurance that such supply will not be adversely impacted in the future. Any disruption in the supply of energy and utilities whether due to market conditions, legislative or regulatory actions, natural events, or other disruption, could prevent us from meeting our contractual commitments, harming our business and financial results. Further, any failure on our part to obtain alternate sources of electricity, fuel, or water, in a timely manner, and at an acceptable cost, may cause a slowdown or interruption to our production process and have an adverse effect on our business, results of operations, cash flows and financial condition.

26. ***Any delay in payment of statutory dues by our Company in future, may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions as indicated in the tables below. The table below sets forth the details of the statutory dues paid by our Company, including in relation to our employees for the periods indicated below:

(*in ₹ lakhs)*

Nature of Payment#	For the period / Financial year ended							
	Nine months period ended December 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	No. of employees	Total Dues	No. of employees	Total Dues	No. of employees	Total Dues	No. of employees	Total Dues
Employee state insurance	43	1.12	28	0.62	9	0.44	16	0.44
Gratuity*	0	0.00	0	0.00	0	0.00	0	0.00
Provident fund**	66	9.07	58	4.63	15	1.38	1	0.14
Professional tax***	0	0.00	0	0.00	0	0.00	0	0.00
Tax deducted at source on salary	4	2.96	3	3.23	3	3.30	1	2.35
Labour welfare fund****	666	0.23	628	0.18	640	0.12	198	0.04

**Provisions of Gratuity Act, 1972 are not applicable to the Company as there are no employees having services of more than five years.*

*** Provident fund includes employer's contribution and administration charges pertaining to it.*

***There is no professional tax which is deducted from employee's salary.*
****Labour Welfare Fund is deducted on six months basis as per calendar year i.e. in June and December, therefore, number of employees for Labour Welfare Fund is taken as number of employees in June.*
#There has been no delay in payment of statutory dues payable by our Company in the nine months period ended December 31, 2024, and during Fiscals 2024, 2023 and 2022. Further, the statutory dues have been paid in accordance with the applicable laws and statutory obligations.*
Note: As certified by Patel Consultancy, labour consultant, by way of their certificate dated April 22, 2025 and Statutory Auditors, KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

While there has been no delay in payment of statutory dues payable by our Company in the nine months period ended December 31, 2024, Fiscals 2024, 2023 and 2022, if we are unable to pay our statutory dues on time in future, we could we subject to penalties which could impact our financial condition and results of operations.

27. Our Promoters, Directors and regular supply of workforce for our operations are critical to our continued success and we may be unable to attract and retain such personnel in the future.

We depend on the management skills and guidance of our Promoters for development of business strategies, monitoring successful implementation and meeting future challenges. Further, our success depends substantially on the continued efforts of our Directors and our workforce. For further details, please see "*Our Management*", "*Our Business – Competitive Strengths - Experienced Promoters with execution capabilities*" and "*Our Business - Employees*" on pages 200, 177 and 187. As of December 31, 2024, we had 666 on-roll employees. We believe our employees and personnel are one of our most important assets and critical to maintaining our competitive position in our industry, and the success of our operations depends on availability of workforce and maintaining good relationship with them. Set forth below are details regarding our permanent employees in the corresponding years:

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
No. of permanent employees	666	793	568	193
Attrition rate of our permanent employees (%)*	17.57	27.11	29.05	49.22

** Attrition rate has been calculated by dividing the total number of permanent employees who resigned during the relevant year/period with the total headcount of the permanent employees at the end of the year and the number of permanent employees resigned during the year/period.*

If one or more of our Promoters, executive officers or key employees are unable or unwilling to continue their services with us we might not be able to replace them easily, in a timely manner, or at all, and our business, financial condition and results of operations could be adversely affected. Our future performance will depend largely on our ability to retain the continued service of our Promoters, Directors and our workforce. If any of our Promoters, Directors or other personnel terminates their services with us due to death, disability or any other reason, or if their reputation is adversely impacted by personal actions or omissions or other events within or outside their control, our business may be disrupted and we may incur additional expenses to recruit, train, and retain qualified personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. Further, shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with work force could also have an adverse effect on our business, results of operations, cash flows and financial condition. While we have not experienced any major prolonged disruption in our business operations due to strikes, disputes or other problems of similar nature with our work force in the three preceding Fiscals and nine months period ended December 31, 2024, there can be no assurance that we will not experience any such disruption in the future.

28. High attrition rate of permanent employees may impact our business operations, productivity, financial performance and growth.

We believe our employees and personnel are one of our most important assets and critical to maintaining our competitive position in our industry. Please see "*-27. Our Promoters, Directors and regular supply of workforce for our operations are critical to our continued success and we may be unable to attract and retain such personnel in the future.*" As of December 31, 2024, the total number of permanent employees stood at 666, which is an increase from 193 in Fiscal 2022. However, we have experienced varying levels of employee attrition over the last three fiscal years and nine months period ended December 31, 2024, which may present risks to our business continuity and growth.

Set out below are details of attrition for our permanent employees for the periods indicated:

Particulars	For the period / Financial Year ended on			
	Nine months period ended December 31, 2024	**March 31,2024**	**March 31,2023**	**March 31,2022**
Total no. of permanent employees	666	793	568	193
Attrition rate of our permanent employees (%)*	17.57	27.11	29.05	49.22

** Attrition rate has been calculated by dividing the total number of permanent employees who resigned during the relevant year/period with the total headcount of the permanent employees at the end of the year and the number of permanent employees resigned during the year/period.*

We have faced challenges related to employee turnover in the aforesaid periods, and this may be attributed to factors such as competitive markets, changing employee expectations, and industry-wide trends in labor mobility. If the attrition rate continues at elevated levels, it could have a material adverse effect on our business operations, financial performance, and future growth prospects.

29. In the past, credit ratings issued by CARE Ratings Limited for certain facilities obtained by us have been marked with the status "Issuer Not Cooperating".

Our Company has obtained credit ratings from CARE Ratings Limited ("**CARE Ratings**") and Brickwork Ratings India Private Limited, for various credit facilities extended to it. The details of the credit ratings issued to our Company by CARE Ratings and Brickwork Ratings India Private Limited are as follows:

Rating Agency	Date of Rating	Facilities	Rating
CARE Ratings	October 8, 2024	Long term facilities amounting to Rs. 50.50 crore	CARE BB+; Stable Issuer not cooperating
		Long term/short term facilities amounting to Rs. 7.00 crore	CARE BB+; Stable / CARE A4+ Issuer not cooperating
CARE Ratings	September 7, 2023	Long term facilities amounting to Rs. 50.50 crore	CARE BB+; Stable
		Long term/short term facilities amounting to Rs. 7.00 crore	CARE BB+; Stable / CARE A4+
CARE Ratings	June 30, 2022	Long term facilities amounting to Rs. 12 crore	CARE BB-; Stable (Double B Minus; Outlook: Stable)
		Long term/short term facilities amounting to Rs. 8.00 crore	CARE BB-; Stable / CARE A4 (Double B Minus; Outlook: Stable / A Four)
Brickwork Ratings India Private Limited	February 11, 2025	Term Loan -Out-standing of Rs. 47.80 crore Cash Credit -Sanctioned of Rs. 25.50 crore	BWR BBB /Stable Assignment

The status of the credit ratings issued by CARE Ratings on October 8, 2024 have been marked as "Issuer Not Cooperating" due to the termination of the mandate with CARE Ratings in September 2024. Despite this, CARE Ratings issued a rating in October 2024, categorizing the Company as "Issuer Not Cooperating," which still remains on their website. Further, our Company had engaged Brickwork Ratings India Private Limited in August 2024 for issuing credit rating in relation to our credit facilities. As of February 11, 2025, Brickwork Ratings India Private Limited has assigned a rating of BWR BBB / Stable to our Company's credit facilities. However, the ongoing "Issuer Not Cooperating" status by CARE Ratings, despite the termination of their mandate, may adversely affect our Company's credit perception, investor confidence, and future access to financing on favorable terms.

30. ***Our Company had issued bonus shares on June 22, 2024 in the proportion of 500:1, i.e., 500 Equity Shars each for every 1 Equity Share each held by existing equity Shareholders of the Company as on June 20, 2024. There can be no assurance that our Company will be in a position to declare bonus in the future. Our ability to declare and issue bonus in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

On June 22, 2024, our Company had issued bonus shares in the ratio of 500 Equity Shares for every one Equity Share held by the Shareholders, utilizing its reserves, including accumulated retained earnings. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on June 21, 2024 with the record date as June 20, 2024. For further details, see "*Capital Structure – Equity Share capital history of our Company*" on page 94.

Prior to the bonus issue i.e. as at March 31, 2024, our reserves stood at ₹ 4,765.68 lakhs, which included accumulated retained earnings of ₹ 4,168.59 lakhs. After the bonus issue, the reserves utilized for the bonus issuance amounted to ₹ 1,989.75 lakhs, and the post-issuance reserves stood at ₹ 5,687.07 lakhs as at December 31, 2024.

While this issue was in accordance with applicable laws and did not adversely impact the financial position of our Company, the ability to declare and issue bonuses in the future will depend on the availability of sufficient reserves, our Company's profitability, and compliance with applicable regulations at the time. There is no guarantee that our Company will be able to issue bonus shares in the future, as it will require the availability of adequate reserves and may be subject to legal requirements, and corporate approvals. Any future bonus issues could also impact our Company's financial flexibility and its ability to distribute profits in other forms.

31. ***Our current growth strategies include capturing market opportunities in the growing synthetic fibre industry and plan to incur capital expenditure by setting up a new manufacturing unit, Proposed Unit 4. However, our capital expenditure may not result in an increase in revenue from operations.***

As part of our expansion strategy by way of capturing market opportunities in the growing synthetic fibre industry, we are proposing to set up a new manufacturing unit, Proposed Unit 4. For further information, see "*Our Business – Our Strategies- Capturing market opportunities in the growing synthetic fibre industry*" and "*Objects of the Issue*" on pages 181 and 108. While we believe that these investments will improve our operational efficiencies and market position, there is no guarantee that such capital expenditures will directly translate into an increase in revenue from operations.

The success of our capital expenditure initiatives depends on a variety of factors, including market conditions, demand for our products, the competitive landscape, and the effectiveness of the new assets or machinery. There is also the risk that delays in construction or regulatory approvals for Proposed Unit 4, unforeseen costs, or inefficiencies in the utilization of new capacity may result in lower-than-expected returns on investment. If these investments do not result in the anticipated increase in revenue or profitability, our financial condition, cash flows, and business performance could be adversely affected. Additionally, if our capital expenditures do not yield the expected benefits, it could negatively impact our ability to grow and meet financial obligations.

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

Our current growth strategies include (i) capturing market opportunities in the growing synthetic fibre industry, (ii) increase our wallet share with existing customers and expanding our customer base, and (iii) leveraging water jet loom technology for expanding into technical textiles. For further information, see "*Our Business – Our Strategies*" on page 181. Our Issue size at upper price band is 0.97 times of our total assets, i.e., ₹ 14,966.51 lakhs as at December 31, 2024. Our inability to effectively implement our strategies will have an adverse effect on our business, financial condition and results of operations.

We cannot assure you that our growth strategies will be successful or gain market acceptance. Further, as part of our expansion strategy by way of capturing market opportunities in the growing synthetic fibre industry, we are proposing to set up a new manufacturing unit, Proposed Unit 4, which may require certain approvals from governmental authorities. For further details, see "*Objects of the Issue – Government Approvals*" and "*-Any failure to obtain such approval/licenses or permits to operate the Proposed Unit 4, may adversely affect our business, financial condition, cash flows and results of operations.*" on pages 116 and 40. If we fail to obtain such licenses or approvals or permits in a timely manner, or otherwise grow our operations, we may not be able to execute our expansion strategies within budgeted timelines or costs. Further, our construction of our new manufacturing unit may face time and cost overruns. Additionally, there can be no assurance that debt or equity financing or our internal accruals will be available or sufficient to meet the funding of our expansion plans or growth strategies for the future.

Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify market opportunities and demands in the industry, making accurate assessment of the resources we require, acquiring new customers and increasing contribution from existing customers, procuring raw materials at sustainable costs, recruiting and retaining skilled personnel, maintaining customer satisfaction, and improving operational efficiencies. Accordingly, our revenue from operations may be impacted by various reasons, including increasing competition, challenging macro-economic environment and we may not always be able to maintain profitability in future. If, for any reason, the benefits we realize from our expansion plans and growth strategies are less than our estimates, our business, results of operations, cash flows and financial condition may be adversely affected.

33. ***We have contingent liabilities, amounting to ₹ 982.36 lakhs as of December 31, 2024, that have not been provided for in our financial statements, which if they materialize, may adversely affect our financial condition.***

As of December 31, 2024, our contingent liabilities that have not been accounted for in our financial statements, were as follows:

(₹ in lakhs)

Particulars	Currency	For the period/ Financial Year ended on			
		Nine months ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Bank Guarantees Issued for Ricon Textile Private Limited#:					
HDFC Bank - Cash Credit	IND (₹)	100.00	100.00	0.00	0.00
HDFC Bank - Term Loan	IND (₹)	882.36	882.36	0.00	0.00
Total Amount of Bank Guarantees Issued for	**IND (₹)**	**982.36**	**982.36**	**0.00**	**0.00**
Amount Outstanding in Foreign Currency*					
Raw Material	IND (₹)	0.00	0.00	0.00	0.00
Capital Goods	IND (₹)	0.00	46.87	0.00	0.00
Total Amount Outstanding in Foreign Currency*	**IND (₹)**	**0.00**	**46.87**	**0.00**	**0.00**

 # Ricon Textile Private Limited is a member of the Promoter Group and one of our Group Companies
**Post conversion from US($) to IND(₹), as the original value was in USD terms i.e. US $ 0.56 lakhs, the figures above reflect the amounts in IND (₹) for consistency and clarity.*

There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future and if a significant portion of these liabilities materialise, it could have an adverse effect on our business, financial condition and results of operations. For further information, see "*Restated Financial Information- Note-28- Contingent liabilities, contingent assets and commitments*" on page 263.

34. ***We are subject to environmental, health and safety laws, regulations and standards. Non-compliance with and adverse changes in health, safety, labour, and environmental laws and other similar regulations to our manufacturing operations may adversely affect our business, results of operations, cash flows and financial condition.***

We are subject to a wide range of laws and government regulations, including in relation to health and safety laws, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations impose controls on air and water release or discharge, noise levels, storage handling, the management, use, generation, treatment, processing, handling, storage, transport or disposal of hazardous materials.

In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation being commenced against us, third party claims or the levy of regulatory fines. In the year 2023, Unit 1 was inspected by the Office of Industrial Safety and Health, Surat ("**Department**"), and by way of a notice dated January 05, 2023 issued by the Department, our Company was requested to submit certain documents such as Occupation Health, Safety and Environment

Policy, Report of Examination of Hoist and Lifts, Report of Examination or Test of Pressure Vessel or Plant, etc. In response, our Company provided detailed reply and submitted the requisite documents with the Department. Further, we have not obtained consolidated consent and authorisation ("**CCA**") under Water (Prevention and Control of Pollution) Amended Act, 1988, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and other Wastes (Management and Transboundary) Rules, 2016 for Unit 3 from the Gujarat Pollution Control Board, however, we have applied for the CCA with the Gujarat Pollution Control Board. For further details please see "*Government and Other Statutory Approvals in India - Material approvals that have been applied for but not yet received by our Company*" on page 326. While there have been no actions against us in the three preceding Fiscals and the nine months period ended December 31, 2024, in relation to violation of environmental, health and safety laws, any violation of the such laws may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our units. The occurrence of any of these events could have an adverse effect on our business, results of operations, cash flows and financial condition.

We are also subject to the laws and regulations governing employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, and work permits. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant. For further details on the laws and regulations applicable to us, see "*Key Regulations and Policies in India*" on page 190.

35. Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.

In terms of applicable laws, we require various statutory and regulatory permits, licenses, registrations, certifications, consents and approvals to carry out our business and operations (cumulatively, the "**Approvals**"). A majority of these Approvals are granted for a limited duration and must be periodically renewed. We cannot assure you that such Approvals will be issued or granted to us in a timely manner, or at all. If we do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, then our business and operations may be adversely affected. Except for the trademark applications under classes 23, 24 and 40, there have been no instances of failure to obtain or renew Approvals during the last three financial years and nine months period ended December 31, 2024, or any action taken by any regulatory authority for breach of terms of any Approval. We cannot assure you that there will be no such instances of failure in the future which will adversely affect our business. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, "*Government and other Statutory Approvals*" on page 324.

Moreover, the Approvals are subject to numerous conditions and there can be no assurance that these Approvals will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In the event of suspension or revocation of the Approvals, our operations may be severely impaired, which could lead to a halt in our business activities, impacting revenue generation and operational capacity. Suspension or revocation of the Approvals by the relevant regulatory authority, either on account of non-compliance or otherwise, could impair our Company's operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment. Further, the withdrawal or revocation of any critical licenses or approvals could also result in an inability to continue certain business operations, significant delays in the execution of business plans, or reputational damage, all of which could adversely affect the overall business operations and market position.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

36. We operate in a labour-intensive industry and are subject to stringent labour laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.

Our manufacturing processes are labour intensive in nature, which makes us prone to labour shortage due to reasons such as labour unavailability, pandemics such as COVID- 19 etc., which may affect our ability to meet customer demands in time. Further, if we are unable to negotiate with the labour, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. During periods of shortages in labour, we may not be able to deliver our services or manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation. As of December 31, 2024, we had a total of 666 employees. For details, see "*Our Business - Employees*" on page 187. There can be no assurance that we will not experience any disruptions in our operations due to any disputes with our employees, strike or work stoppage in the future. In addition, work stoppages or slow-downs experienced by our customers or key suppliers could result in slow-downs or closures of our projects. If we or one or more of our customers or key suppliers experience a work stoppage, such work stoppage could have an adverse effect on our business, financial condition, cash flows and results of operations.

We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. For further details see, "*Key Regulations and Policies in India*" on page 190. If labour laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

37. Our Company is dependent on state government subsidies for electricity and interest the elimination or reduction of which may reduce the economic benefits of our existing business and our opportunities to develop or expand our business.

Our Company relies on electricity and interest subsidies provided by the state government of Gujarat under Scheme for Assistance to Strengthen Specific Sector in the Textile Value Chain- 2019 to support our operational costs and financial performance. Any changes in the availability, structure, or amount of these subsidies could materially impact our business and financial results.

While these subsidies have historically contributed to our cost management and enhanced our competitiveness, there is no guarantee that they will continue in their current form. The state government may alter or discontinue these programs due to budgetary constraints, policy changes, or shifts in political priorities. Such changes could lead to increased operational costs, reduced profit margins, and potentially hinder our ability to meet financial obligations and growth targets. The amount of subsidy receivable from the government authorities in the reporting periods are provided below:

(₹ in Lakhs, except %)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Interest Subsidy	363.21	0.00**	0.00**	0.00**
Percentage of Finance Cost*(%)	47.94	N.A.	N.A.	N.A.
Electricity Subsidy	449.15#	745.24	0.00**	0.00**
Percentage of Factory Power Cost^(%)	25.97	43.48	N.A.	N.A.

** Percentage of finance cost is calculated as the interest subsidy divided by total finance cost before deducting interest subsidy i.e.; gross amount of finance cost as per Restated Financial Information.*
^ Percentage of factor power cost is derived as electricity subsidy divided by total factory power expense before deducting electricity subsidy, i.e., gross amount of factory power expenses as per Restated Financial Information.
*** Subsidies from the Government are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and as represented by the management of the Company to the Government.*
 # The total electricity subsidy receivable as per Restated Financial Information as on nine months period ended December 31, 2024 amounts to 401.76 lakhs.

Moreover, any adverse developments in our relationship with the state government or changes in regulatory frameworks could also affect our access to these critical subsidies. If we are unable to secure sufficient support, it could have a significant negative impact on our business operations and overall financial health.

38. Certain of the members of our Promoter Group, including our Promoters, have provided personal guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by them in connection with our borrowings.

Our Promoters and members of the Promoter Group, Mangilal Ambalal Borana, Ankur Mangilal Borana, Dhwani Ankur Borana and Rajkumar Mangilal Borana, along with Sharmila Rajkumar Borana, have provided personal guarantees jointly and severally for our borrowings, amounting to ₹ 8,707.55 lakhs as of December 31, 2024. If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by certain of our Promoter Group members, including our Promoters, in connection with our borrowings. For further information, see "*Restated Financial Information*" and "*Financial Indebtedness*" on pages 232 and 285, respectively.

39. We have not yet placed orders in relation to the capital expenditure to be incurred for the project we intend to fund through our Net Proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.

Our Company is planning a capacity expansion by setting up a new manufacturing unit, the Proposed Unit 4, in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230, which will be equipped with machineries such as texturizing machines, warping machines, water jet looms and folding machines. The Proposed Unit 4 will have an installed production capacity of 112752000 meter per annum, which will augment our currently existing installed production capacity to a total of 346032000 meter per annum. The construction of this unit will be carried out on a land admeasuring 10,836.00 square meter held on a leasehold basis. Please also see, "- *21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*" and "*Objects of the Issue*" on pages 56 and 108, respectively.

While we have procured quotations from various vendors in relation to the capital expenditure to be incurred for the Proposed Unit 4, we have not placed any firm orders for any of them. For details, see "*Objects of the Issue*" on page 108. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns for the Proposed Unit 4. We have estimated the total cost of such capital expenditure (amount excluding membership fees and contingency) to be incurred by our Company as ₹ 6,559.70 lakhs which will be funded from the Net Proceeds. For further information including details regarding quotations obtained from vendors for the purchase of equipment and machinery, see "*Objects of the Issue – Details of the Objects – Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India ("**Proposed Unit 4**")*" on page 110. We cannot assure you that we will be able to place orders for such equipment and machinery, in a timely manner or at all.

Further, the costs of such equipment and machinery may escalate or vary based on external factors which may not be in our control. If our actual expenses on equipment and machinery significantly exceed our estimates, or there is a delay in the delivery of such equipment and machinery, we may not be able to achieve the intended economic benefits, which in turn may adversely affect our results of operations, financial condition, cash flows, and prospects. We may not be able to install and duly utilise the equipment and machinery to be purchased from the Net Proceeds due to factors beyond our control such as labour shortages, inadequate performance of the equipment and machinery installed in our manufacturing facilities, defects in design or construction, the possibility of unanticipated future regulatory restrictions, taxes and duties, delays in receiving or non-receipt of governmental, statutory and other regulatory approvals as we apply for them at various stages of the project, environment costs and other external factors. In the event of any delay in the placement of such orders and/or delivery of such equipment and machinery, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, which could have an adverse impact on our growth, prospects, cash flows, results of operations and financial condition.

40. ***Our proposed capacity expansion plan by way of setting up of new production unit is subject to the risk of unanticipated delays in implementation and cost overruns.***

We have made and intend to continue making investments to expand our manufacturing capacity to aid our growth efforts. We intend to use a part of the Net Proceeds to set-up a new manufacturing unit, Proposed Unit 4 in Surat to expand capacities. The Proposed Unit 4 is intended to be funded entirely from the Net Proceeds. The total estimated cost for setting up the Proposed Unit 4 is ₹ 7,134.77 lakh, as per the detailed Project Cost Vetting Report issued by Dun and Bradstreet dated April 11, 2025.

The Proposed Unit 4 remains subject to potential problems and uncertainties that construction projects may face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, availability of land and water, natural calamities, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements.

If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover the project, we may not be able to achieve the intended economic benefits of the project, which in turn may adversely affect our financial condition, results of operations, cash flows, and prospects. We cannot assure you that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. The Project will require us to obtain various approvals including approvals such as fire NoC and consent to operate form the Gujarat Pollution Control Board. For further details, see "*Objects of the Issue – Government Approvals*" on page 116. There can be no assurance that we will be able to obtain these registrations and approvals in a timely manner or at all. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

41. ***Industry information included in this Prospectus has been derived from an industry report prepared by Dun & Bradstreet exclusively commissioned and paid for by us for such purpose.***

We have availed the services of an independent third-party research agency, Dun & Bradstreet, which is not or has not been engaged or interested in the formation or promotion or management of the Company and is not related in any manner to our Company, its Promoters, its Directors, SMP, KMP or the BRLM, and which has been appointed by our Company on August 22, 2024 and paid for by us, to prepare an industry report on "*Synthetic Readymade Garments and Synthetic Grey Fabric*" dated April 14, 2025 (the "**D&B Report**") for purposes of inclusion of such information based on or derived from the D&B Report or its extracts in this Prospectus to understand the industry in which we operate. The D&B Report is subject to various limitations and is based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus. The D&B Report uses certain methodologies for market sizing and forecasting. Further, D&B Report is not a recommendation to invest/disinvest in any entity covered in the D&B Report and no part of the D&B Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Accordingly, investors should read the industry related disclosure in this Prospectus in this context. A copy of the D&B Report was made available on the website of our Company at www.boranagroup.in. See "*Industry Overview*" on page 140. For further details, including disclosures made by Dun & Bradstreet in connection with the preparation and presentation of their report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" on page 23.

42. ***Any significant delay in receiving equipment and machinery purchased from outside India could impact our business, operations, cash flows and financial conditions.***

In the past, we have purchased certain machinery and equipment from outside India for our manufacturing operations. Further, we have obtained quotations from certain vendors from outside India for purchase of certain machinery in relation to funding certain capital expenditure of our Company from the Net Proceeds. For details, see "*Objects of the Issue*" on page 108. The table below sets forth details of the cost of equipment and machinery purchased in the nine months ended December 31, 2024 and for last three Fiscals from outside India:

Particulars	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31,2023		March 31,2022	
	Amount (₹ in lakh)	% of Gross Block	Amount (₹ in lakh)	% of Gross Block	Amount (₹ in lakh)	% of Gross Block	Amount (₹ in lakh)	% of Gross Block
Cost of equipment and machinery purchased from outside India	550.33	5.87%	2,756.74	30.90%	1,099.36	26.94%	0.00	0.00%

Importing equipment and machinery involves a complex supply chain, which may be susceptible to disruptions such as shipping delays or customs clearance. Any disruption in the supply chain could lead to significant delays in receiving the equipment and machinery, affecting our production timelines and our ability to meet customer demands, which in turn, may impact our business, operations, cash flows and financial conditions. Geopolitical tensions may also disrupt the supply chain for imported equipment and machinery. If there is political instability or conflicts in the region where the equipment is being sourced from, it could lead to further delays or even halt the entire importing process. Such uncertainties pose a risk to our business and operations, as we may not have alternative sources for the plant, machinery and equipment we need. While we have not experienced any instance in the last three Fiscals and nine months ended December 31, 2024, where a delay in receiving equipment and machinery impacted our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

43. ***Our Promoters 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.***

Currently, our Promoters collectively hold 87.19% of the pre-Issue issued, subscribed and paid-up equity share capital of our Company and upon completion of this Issue, our Promoters will collectively hold 65.24% of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

44. ***Inability to obtain or protect our intellectual property rights may adversely affect our business.***

Our Company has applied for registration of "BORANA WEAVES PVT LTD" and "BORANA" trademark under classes 23, 24 and 40. For further details, see "*Our Business – Intellectual property*" on page 187.

In the absence of the registered trademarks for our corporate logos, we do not have the statutory protection accorded to a registered trademark and our ability to protect such intellectual property may be diluted to such extent, and could adversely affect our reputation and business, which could in turn adversely affect our financial performance and the market price of the Equity Shares. We cannot assure you that these trademarks will be registered in our name, and we will continue to enjoy uninterrupted use of the said trademarks. While we have not received any infringement notice or counter claim, any claim of intellectual property infringement from third parties in future, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

45. We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures and our inability to compete effectively could have a material adverse effect on our operating margins, business growth and prospects, financial condition and results of operations and may lead to a lower market share.

We operate in a competitive business environment, where competition from both existing players and new entrants may exert significant pressure on our pricing and market positioning. The Indian textile industry is highly competitive, with both established players and new entrants vying for market share (*Source: D&B Report*). This competition could adversely affect our operating margins, business growth, financial condition, and results of operations, potentially leading to a loss of market share. Please also see "*Our Business - Competition*" on page 186 for further details.

To remain competitive in the market we must meet exacting quality standards, continuously strive to enhance our manufacturing capabilities and improve our operating efficiencies. We cannot assure you that we will continue to effectively compete with existing players and, or, new entrants in the industry in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations. Moreover, the competitive nature of the industry that we operate in may result in lower prices for our product and decreased profit margins, which may materially adversely affect our revenue and profitability.

46. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to inventory in transit and prior to or during stocking. While we have not experienced any instance of theft, fraud, employee negligence and resultant loss in the past, the business may encounter some inventory loss on account of employee theft, vendor fraud and general administrative error, in the future. While we have obtained the anti –burglary insurance policy, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, losses due to theft, fire, breakage or damage caused by other casualties, theft of confidential information such as manufacturing processes, customers and product formulations, could adversely affect our results of operations and financial condition.

47. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

We have obtained a number of insurance policies in connection with our operations including burglary risk insurance policy, insurance policies for our workmen, property damage policies and buildings, plant and machinery insurance against fire, explosion or implosion and lightning. For further information, see "*Our Business – Insurance*" on page 187.

As of December 31, 2024, our Company had obtained insurance coverage amounting to ₹ 66,573.66 lakhs, constituting 446.30 % of the total assets of our Company (excluding intangible assets and deferred tax assets). While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. While in the last three Fiscals and the nine months period ended December 31, 2024, there has not been any instance of any claim exceeding the insurance cover our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Further, we do not maintain product liability insurance for our products. A product liability claim arising from quality concerns or any other reason, may adversely affect our brand image and lead to a loss of confidence of customers in our products, which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

48. Our Promoters have subscribed to, and purchased, Equity Shares, at a price which could be below the Issue Price. The average cost of acquisition of Equity Shares by our Promoters could also be lower than the Issue Price.

We have issued Equity Shares to our Promoters, and our Promoters have acquired Equity Shares by way of transfers, at a price which could be below the Issue Price. For more details, see "*Capital Structure*" on page 94.

The average cost of acquisition per Equity Share for our Promoters is set out below:

Name of Promoters	**Number of Equity Shares held**	**Average cost of acquisition per Equity Share* (₹)**
Mangilal Ambalal Borana	37,47,480	1.35
Ankur Mangilal Borana	12,42,480	4.02
Rajkumar Mangilal Borana	36,84,855	1.39
Dhwani Ankur Borana	25,05,000	0.02
Mangilal Ambalal Borana HUF	22,29,450	4.02
Ankur Mangilal Borana HUF	2,43,585	4.02
Rajkumar Mangilal HUF	22,82,055	4.02
Borana Filaments Private Limited	14,47,890	4.02

***As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 22, 2025.*

The average cost of acquisition of Equity Shares by our Promoters may be lower than the Issue Price and the price at which Equity Shares have been acquired by them is not indicative of the price at which they will be issued or traded after listing.

49. Our Company has not paid dividends during the last three Fiscals and during the current Fiscal. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our Board has not adopted a dividend distribution policy. The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable laws, including the Companies Act. Our Company has not paid dividends on its Equity Shares for Fiscal 2024, Fiscal 2023, Fiscal 2022 and during the current Fiscal. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, cash requirements, capital expenditure, business prospects and restrictive covenants of our financing arrangements. Further, our Promoters will continue to hold a significant portion of our post-Issue paid-up Equity Share capital and may have a significant ability to control the payment and/or the rate of dividends. Therefore, our Company cannot assure you that it will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see "- *43. Our Promoters 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*." and "*Dividend Policy*" on pages 69 and 231.

50. We have in this Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the Indian bio refinery industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of companies in the Indian textile industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussions and Analysis of Financial Condition and Results of Operation –Non-GAAP Financial Measures*" on page 303.

51. We have, in the last year, issued Equity Shares at a price that could be lower than the Issue Price.

In the preceding one year from the date of this Prospectus, our Company has issued Equity Shares at a price that may be lower than the Issue Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details on such allotments, see "*Capital Structure –Notes to Capital Structure –Share capital history of our Company*" on page 94.

52. Negative publicity against us, our Promoters, Promoter group, our suppliers, our customers or any of our or their affiliates could cause us reputational harm and could have a material adverse effect on our business, financial condition, results of operations and prospects.

From time to time, we, our Promoters, Promoter Group, our suppliers, our customers or any of our or their affiliates may be subject to negative publicity in relation to our or their business or staff, including publicity covering issues such as anti-corruption, safety and environmental protection. Such negative publicity, however, even if later proven to be false or misleading, and even where the entities or individuals implicated are members or employees of our suppliers, customers or our or their affiliates and not of us, could lead to a temporary or prolonged negative perception against us by virtue of our affiliation with such individuals, suppliers, customers or affiliates. Our reputation in the marketplace is important to our ability to generate and retain business. In particular, damage to our reputation could be difficult and time-consuming to repair, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

53. For our business, we rely heavily on our Promoters namely, Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana, who are the Chairman and Managing Director, Executive Director and Chief Executive Officer, and Executive Director and Chief Financial Officer, respectively. Our business performance may have an adverse effect by their departure or by our failure to recruit or keep them.

Our Promoters namely Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana, who are the Chairman and Managing Director, Executive Director and Chief Executive Officer, and Executive Director and Chief Financial Officer, respectively, are in charge of our day-to-day operations, strategy, and business expansion. They are also responsible for the execution of our business plan. It may be challenging to find a suitable replacement for one or more of these Promoters in a timely and economical manner if they are unable to continue in their current roles.

While Mangilal Ambalal Borana does not possess formal educational qualifications, he possesses over 24 years of experience in textile industry, which has contributed significantly to our Company's growth. For further details, see "*Our Management – Brief profiles of our Directors*" on page 202.

Our ability to keep these Promoters on board cannot be guaranteed. Given their experience and critical role in our Company, finding suitable replacements for one or more of these Promoters, should the need arise, may be challenging and time-consuming. Our ability to grow, execute our strategy, build brand awareness, raise capital, make strategic decisions, and oversee the day-to-day operations of our business could be hampered by the loss of these Promoters or our inability to find suitable replacements. Further, there could be a materially negative effect on our operations, financial position, cash flows, and business.

54. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our Company has a dedicated maintenance and administration team comprising 87 and 74 employees, respectively, as of December 31, 2024, that is responsible for maintaining our required quality standards. We have put in place quality systems and checks like barcode monitoring and weighing machines for ensuring consistent quality of our products. There have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance. Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking or delivery. Although we have not experienced any such instances, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Further, if we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. As we continue to grow, there can be no assurance that there will be no instances of non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

55. Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which may affect investor's assessment of our financial condition.

Our Restated Financial Information for Fiscals 2024, 2023 and 2022 and for the nine months ended December 31 2024, have been derived from the: (i) audited interim Ind AS financial statements of our Company as at and for the nine months ended December 31, 2024 prepared in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India; (ii) audited special purpose Ind AS financial statements of our Company as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP (values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed, as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 1, 2024) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the nine months period ended December 31, 2024. The aforementioned financial statements have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should be limited accordingly.

56. The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The determination of the Price Band and discount, if any, is based on various factors and assumptions, and will be determined by our Company, in consultation with the Book Running Lead Manager. Furthermore, the Issue Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Manager through the book building process. These will be based on numerous factors, including those described under "*Basis for Issue Price*" on page 127, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The price of our Equity Shares upon listing on the Stock Exchanges will be determined by the market and may be influenced by many factors outside of our control. For further details, see "*– 64. Our Equity Shares have never been publicly traded, and after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.*" on page 77.

57. ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of listed securities, exemptions from shortlisting and frequently asked questions, among other details, refer to the websites of the NSE and the BSE.

External Risk Factors

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

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

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our product may be adversely affected by an economic downturn in domestic, regional and global economies. Our results of operations are significantly affected by factors influencing the Indian economy. Economic growth in India is affected by various factors including:

- domestic consumption and savings, and prevailing income conditions among consumers and corporations in India;
- any increase in Indian interest rates or inflation;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India’s various neighboring countries;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;

- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- balance of trade movements, namely export demand and movements in key imports (oil and oil products);
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets;
- global economic uncertainty and liquidity crisis and volatility in exchange currency rates; and
- other significant regulatory or economic developments in or affecting India or its textile or synthetic fabric industry.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our business operations in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition, cash flows and results of operations.

60. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business and cash flows.

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India ("**CCI**") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations ("**Combination Regulations**") under the Competition Act with effect from June 1, 2011. The Combination Regulations require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India. Additionally, on May 11, 2011, the Competition Commission of India issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India.

However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non- compliance with the Competition Act or the agreements entered into by us.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was recently notified. The Competition Amendment Act amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the Competition Commission of India, or any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission of India or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business and cash flows.

61. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Further, the Government of India has announced the full union budget for the financial year 2024-2025 and has enacted the Finance Act (No.2), 2024. While the Finance Act (No.1), 2024 that was announced pursuant to the interim union budget for Fiscal 2025 did not propose any significant changes to the IT Act, Finance Act (No. 2), 2024 inter alia increased the rate of taxation of short term capital gains and long-term capital gains arising from transfer of an equity share. We have not fully determined the impact of these recent laws and regulations on our business. There is no certainty on the impact of the Finance (No. 2) Act, 2024 on tax laws or other regulations, which may adversely affect the Company's business, financial condition and results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares.

Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see "*-65. Investors may be subject to Indian taxes arising out of income arising out of capital gains on the sale of the Equity Shares*" on page 77.

We cannot predict the impact of any changes in or interpretations of existing, or the promulgation of, new laws, rules, and regulations applicable to us and our business. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us, our business, operations, or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and expend resources relating to compliance with such new requirements, which may also require significant management time, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 367.

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

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

Risks Related to the Issue

64. Our Equity Shares have never been publicly traded, and after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market for our Equity Share on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Furthermore, the Issue Price of the Equity Shares will be determined through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Issue Price*" on page 127 and may not be indicative of the market price for the Equity Shares after the Issue.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, the failure of security analysts to cover the Equity Shares after this Issue, or changes in the estimates of our performance by analysts, the activities of competitors and suppliers, future sales of the Equity Shares by our Company or our shareholders, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Issue Price.

65. Investors may be subject to Indian taxes arising out of income arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. Furthermore, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("DDT"), in the hands of the company and such dividends were generally exempt from tax in the hands of the shareholders. However, the government of India has amended the Income Tax Act, 1961 to abolish the DDT regime. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions.

Furthermore, if non-resident shareholders of entities holding the Equity Shares exit by way of sale or redemption of the shares held by them abroad in such entities, such non-resident shareholders could be taxed on capital gains in India if the offshore shares derive substantial value from Indian assets, subject to certain exemptions. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India only in limited situations and generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, results of operations, financial condition and cash flows. Investors should consult their own tax advisors about the consequences of investing in or trading in Equity Shares.

66. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Issue Closing Date.

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

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

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

68. Future issuances or sales of Equity Shares, or convertible securities or other equity-linked securities could adversely affect the trading price of the Equity Shares.

Our future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by us (including under employee stock option plans) or the disposal of Equity Shares by our Promoter or any of our other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India, may significantly affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. Any future issuances could also dilute the value of your investment in our Company.

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

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

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

70. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares will not be granted till the Equity Shares in this Issue have been issued and allotted and all relevant documents are submitted to the Stock Exchanges. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor's book entry or 'demat' accounts with the depository participants in India, the Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant's demat account with the depository participant. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts or that trading in the Equity Shares will commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

SECTION III: INTRODUCTION

THE ISSUE

The following table summarizes details of the Issue:

Issue of Equity Shares (1) *	67,08,000* Equity Shares of face value ₹ 10 each, aggregating to ₹ 14,489.28 lakhs.
Of which:	
A) QIB Portion(2)	50,31,000* Equity Shares of face value ₹ 10 each aggregating to ₹ 10,866.96 lakhs.
Of which:	
(i) Anchor Investor Portion(2)	30,18,543 Equity Shares of face value ₹ 10 each.
(ii) Net QIB Portion (after allocation of the Anchor Investor Portion)	20,12,457* Equity Shares of face value ₹ 10 each.
Of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	1,00,623* Equity Shares of face value ₹ 10 each.
(b) Balance for all QIBs including Mutual Funds	19,11,834* Equity Shares of face value ₹ 10 each
B) Non-Institutional Portion(3)	10,06,200* Equity Shares of face value ₹ 10 each aggregating to ₹ 2,173.39 lakhs.
Of which:	
(a) One-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹ 2.00 lakhs and up to ₹ 10.00 lakhs	3,35,400* Equity Shares of face value ₹ 10 each
(b) Two-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹ 10.00 lakhs	6,70,800* Equity Shares of face value ₹ 10 each
C) Retail Portion(3)	6,70,800* Equity Shares of face value ₹ 10 each aggregating to ₹ 1,448.93 lakhs
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as at the date of this Prospectus)	1,99,37,295* Equity Shares of face value ₹ 10 each
Equity Shares outstanding after the Issue	2,66,45,295* Equity Shares of face value ₹ 10 each
Use of Net Proceeds of the Issue	See "*Objects of the Issue*" on page 108 for information about the use of the Net Proceeds of the Issue.

**Subject to finalisation of Basis of Allotment.*

(1) *The Issue has been authorized by a resolution of our Board dated October 5, 2024 and by our Shareholders by a special resolution dated October 10, 2024.*

(2) *Our Company, in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion has been accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion were reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Issue Price. In the event the aggregate demand from Mutual Funds was less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion were added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" on page 348.*

Under-subscription, if any, in the QIB Portion was not be allowed to be met with spill-over from other categories or a combination of categories. Under-subscription, if any, in any category except the QIB Portion, was allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.

(3) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, was made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor was not less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the*

remaining available Equity Shares, if any, was allocated on a proportionate basis. The allocation to each Non-Institutional Investor was not less than ₹ 2.00 lakhs, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, was allocated on a proportionate basis. Allocation to Anchor Investors was made on a discretionary basis. For details, see "Issue Procedure" on page 348.

For details, including in relation to grounds for rejection of Bids, refer to "*Issue Structure"* and "*Issue Procedure*" on page 344 and 348, respectively. For details of the terms of the Issue, see "*Terms of the Issue*" on page 338.

SUMMARY OF FINANCIAL INFORMATION

Restated Statement of Assets and Liabilities
(All amounts in Indian Rupees lakhs, unless otherwise stated)

		Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
		ASSETS				
1		**Non-Current Assets**				
	(a)	Tangible Assets				
		(i) Property, plant & equipment	6,865.91	7,279.19	3,332.45	1,535.78
		(ii) Right of use assets	139.74	156.30	178.39	48.65
	(b)	Capital work-in-progress	-	-	-	-
	(c)	Financial assets				
		(i) Investments	45.30	45.30	77.82	58.82
		(ii) Other financial assets	932.19	931.92	410.11	170.39
	(d)	Deferred tax assets (net)	49.88	7.65	-	-
		Total Non-Current Assets [A]	**8,033.02**	**8,420.37**	**3,998.76**	**1,813.64**
2		Current Assets				
	(a)	Inventories	2,834.54	2,376.77	2,027.72	373.51
	(b)	Financial assets				
		(i) Trade receivables	2,164.20	1,104.34	741.44	705.75
		(ii) Cash and cash equivalents	14.99	1.16	8.66	1.70
	(c)	Current tax assets (net)	-	-	7.15	-
	(d)	Other current assets	1,919.76	1,802.74	714.02	295.78
		Total Current Assets [B]	**6,933.49**	**5,285.02**	**3,498.99**	**1,376.75**
		TOTAL ASSETS [C] = [A+B]	**14,966.51**	**13,705.39**	**7,497.75**	**3,190.38**
		EQUITY & LIABILITIES				
1		**Equity**				
	(a)	Equity share capital	1,993.73	3.98	3.98	1.00
	(b)	Other equity	5,687.07	4,765.68	2,407.04	179.86
		Total Equity [A]	**7,680.80**	**4,769.66**	**2,411.02**	**180.86**
		Liabilities				
2		**Non-Current Liabilities**				
	(a)	Financial liabilities				
		(i) Borrowings	3,982.96	4,805.19	2,018.41	1,867.74
		(ii) Lease liabilities	130.38	135.34	151.41	41.23
	(b)	Deferred tax liabilities (net)	-	-	12.78	7.66
		Total Non-Current Liabilities [B]	**4,113.33**	**4,940.53**	**2,182.60**	**1,916.63**
3		**Current liabilities**				
	(a)	Financial liabilities				
		(i) Borrowings	1,420.40	2,104.57	1,870.91	863.48
		(ii) Lease liabilities	24.30	32.40	32.40	8.40
		(iii) Trade payables				
		a) total outstanding dues of micro enterprises and small enterprises	112.12	710.66	101.49	34.39
		b) total outstanding dues of creditors other than micro enterprises and small enterprises	360.55	620.76	394.16	-
		(iv) Other financial liabilities	141.63	24.03	170.37	94.33
	(b)	Other current liabilities	759.91	3.94	5.39	6.88
	(c)	Provisions	260.13	402.49	329.40	61.84
	(d)	Current tax liabilities (net)	93.34	96.34	-	23.55
		Total Current Liabilities [C]	**3,172.38**	**3,995.19**	**2,904.12**	**1,092.89**
		Total Liabilities [D] = [B+C]	**7,285.71**	**8,935.72**	**5,086.72**	**3,009.52**
TOTAL EQUITY AND LIABILITIES [E] = [A+D]			**14,966.51**	**13,705.39**	**7,497.75**	**3,190.38**

Restated Statement of Profit and Loss
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Income				
Revenue from operations	21,161.52	19,905.56	13,539.90	4,233.40
Other Income	409.18	54.90	12.94	2.70
Total income	**21,570.70**	**19,960.47**	**13,552.84**	**4,236.11**
Expenses				
Cost of materials consumed	13,016.12	12,302.04	8,696.31	3,062.38
Changes in inventories of finished goods and work-in-progress	(119.96)	(54.12)	(68.32)	(12.05)
Employee benefits expense	1,430.76	1,790.77	927.93	211.93
Finance costs	394.49	417.80	221.04	139.50
Depreciation and amortisation expense	986.93	915.23	408.54	161.52
Other expenses	2,231.44	1,749.56	1,377.57	453.69
Total expenses	**17,939.79**	**17,121.29**	**11,563.07**	**4,016.97**
Profit before exceptional items and tax	**3,630.91**	**2,839.18**	**1,989.77**	**219.14**
Exceptional items	*(72.63)*	*0.04*	-	-
Profit before tax	**3,558.29**	**2,839.22**	**1,989.77**	**219.14**
Tax expense:				
Current tax	659.35	501.01	353.69	31.61
Deferred tax	(42.22)	(20.43)	5.11	7.66
Previous Year Tax Adjustment	10.53	-	0.88	-
Total Tax Expenses	627.65	480.58	359.68	39.28
IX. Profit/(Loss) for the period from continuing operations	**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
Other comprehensive (loss)/ income				
Items that will not be reclassified subsequently to profit or loss				
(i) Remeasurements of defined benefit liability / (asset)	-	-	-	-
Investment measured at FVTOCI	-	-	-	-
(ii) Income tax relating to remeasurements of defined benefit liability / (asset)	-	-	-	-
Items that may be reclassified to profit or loss				
Foreign operations – foreign currency translation differences				
Associate's share of other comprehensive income				
The effective portion of gains and loss on hedging instruments in a cash flow hedge				
(ii) Equity instruments designated through other comprehensive income				
Income tax related to equity instruments designated through other comprehensive income				
Total Other comprehensive income (B)	**-**	**-**	**-**	**-**
Total comprehensive income for the period (A+ B)	**2,930.63**	**2,358.65**	**1,630.08**	**179.86**
Profit attributable to:				
Owners of the Company	*2,930.63*	*2,358.65*	*1,630.08*	*179.86*
Non-controlling interests	-	-	-	-
Other Comprehensive Income attributable to:				

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Owners of the Company	-	-	-	-
Non-controlling interests	-	-	-	-
Total comprehensive income attributable to:				
Owners of the Company	***2,930.63***	***2,358.65***	***1,630.08***	***179.86***
Non-controlling interests	-	-	-	-
Earnings per equity share [nominal value of Rs. 10]				
Basic	14.70	11.83	10.88	3.59
Diluted	14.70	11.83	10.88	3.59

Restated Statement of Cash Flows
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities				
Profit after tax	2,930.63	2,358.64	1,630.09	179.86
Add: Provision for tax	627.65	480.58	359.68	39.28
Less: Extraordinary profit on sale of fixed asset	72.63	(0.04)	-	-
Profit Before Tax	3,630.91	2,839.18	1,989.77	219.14
Adjustments to reconcile profit after tax to net cash flows:				
Income tax expense recognised in profit and loss (continuing and discontinued operations)				
Unrealised Exchange (Gain) / Loss				
Finance costs	394.49	417.80	221.04	139.50
Remeasurement of defined benefit obligation				
Net (gain)/loss recorded in profit or loss on financial liabilities designated as at fair value through profit and loss				
Interest income				
Depreciation of Property, Plant & Equipment and Right-Of-Use Assets	986.93	915.23	408.54	161.52
Increase in other financial assets	(0.27)	(521.82)	(239.72)	(169.64)
Operating profit before working capital changes	**5,012.06**	**3,650.40**	**2,379.63**	**350.52**
Movement in working capital:				
(Increase) / Decrease in current investments	-	-	-	-
(Increase) in inventories	(457.77)	(349.06)	(1,654.20)	(373.51)
(Increase) in trade receivables	(1,059.86)	(362.90)	(35.69)	(705.75)
(Increase) in other current assets	(117.01)	(1,088.72)	(418.24)	(282.63)
Increase in trade payables	(858.75)	835.77	461.26	34.39
(Decrease)/Increase in other financial liabilities	117.60	(146.34)	76.03	83.70
(Decrease)/Increase in other current liabilities	755.97	(1.45)	(1.49)	6.88
Increase in provisions other than income tax	(142.36)	73.09	267.55	61.84
Cash generated from operations	**3,249.89**	**2,610.78**	**1,074.86**	**(824.55)**
Net income tax (paid)	(672.88)	(397.52)	(385.26)	(8.07)
Net cash from operating activities (A)	**2,577.01**	**2,213.26**	**689.60**	**(832.62)**
B. Cash flows from investing activities				

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchase of property, plant and equipment including CWIP	(895.32)	(4,842.45)	(2,191.34)	(1,578.28)
Proceeds from disposal of property, plant and equipment	265.60	2.60	-	-
Sale/ (Purchase) of investments	-	32.52	(19.00)	(58.82)
Net cash used in investing activities (B)	**(629.71)**	**(4,807.34)**	**(2,210.34)**	**(1,637.09)**
C. Cash flows from financing activities				
Proceeds from long-term borrowings	(822.24)	2,786.78	150.67	1,748.09
Proceeds / (repayment) from working capital facilities (net)	(781.84)	(177.80)	838.35	671.24
Proceeds from short term borrowings (net)	97.66	411.47	169.07	192.24
Proceeds from Issue of Equity Share Capital	-	-	600.07	-
Repayment of Lease Liabilities	(13.06)	(16.07)	(9.44)	(1.85)
Interest paid	(394.49)	(417.80)	(221.04)	(139.50)
ROC Expense Related to Increase in Authorised Share Capital	(19.50)	-	-	-
Net cash used in financing activities (C)	**(1,933.47)**	**2,586.57**	**1,527.69**	**2,470.22**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	**13.83**	**(7.50)**	**6.95**	**0.52**
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the beginning of the period / year	1.16	8.66	1.70	1.19
Cash and cash equivalents at the end of the period / year	**14.99**	**1.16**	**8.66**	**1.70**
Notes:-				
1. Cash and cash equivalents include				
Cash on hand	14.68	0.67	8.10	1.59
Balances with bank				
- Current accounts	0.31	0.49	0.56	0.11
	14.99	**1.16**	**8.66**	**1.70**

Significant non-cash movement in investing and financing activities

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance of borrowings	**6,790.12**	**3,769.67**	**2,611.58**	**-**
Movement				
Cash inflow/ (outflow) of long term borrowings	(724.58)	3,198.25	319.75	1,940.34
Cash inflow /(outflow) of working capital	(781.84)	(177.80)	838.35	671.24
Acquisition of Right-of-use assets with corresponding impact to lease liabilities	-	-	143.61	51.49
Closing balance of borrowings	**5,283.70**	**6,790.12**	**3,769.67**	**2,611.58**
**Non-current borrowings excludes current maturities of non-current borrowings.*				

GENERAL INFORMATION

Our Company was originally incorporated as '*Borana Weaves Private Limited*' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated October 28, 2020 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to resolution passed by our Board of Directors in their meeting held on July 18, 2024 and special resolution passed by our Shareholders in the EGM held on July 20, 2024, and the name of our Company was changed to '*Borana Weaves Limited*' and a fresh certificate of incorporation dated September 24, 2024 was issued by the Registrar of Companies, Central Processing Centre. For details of incorporation, changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters- Brief History of our Company*' on page 196.

REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

Borana Weaves Limited
Plot No. AA/34, B 16/16,
Hojiwala Ind. Estate,
SUSML, Sachin, Surat,
Gujarat, India, 394230
Tel No: +91-9898426338
Email: info@boranagroup.in
Investor Grievance ID: grievance@boranagroup.in
Website: https://www.boranagroup.in/

Corporate Identification Number: U17299GJ2020PLC117745.
Registration Number: 117745

ADDRESS OF REGISTRAR OF COMPANIES

Our Company is registered with the RoC – Ahmedabad, which is situated at the following address:

Roc Bhavan,
Opp Rupal Park Society,
Behind Ankur Bus Stop,
Naranpura,
Ahmedabad-380013,
Gujarat, India.

Board of Directors of our Company

As on the date of this Prospectus, our Board of Directors is as set out below:

Name of Director	Designation	DIN	Address
Mangilal Ambalal Borana	Chairman and Managing Director	01091167	Bunglow No.90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat- 395001
Ankur Mangilal Borana	Executive Director and Chief Executive Officer	01091164	Bunglow No.90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat- 395001
Rajkumar Mangilal Borana	Executive Director and Chief Financial Officer	01091166	Bunglow No. 28, Rajhans Felix Society, Near VR Mall, Rundh, Surat, Gujarat- 395007
Kanav Sham Sunder Arora	Independent Director	00933401	301, Prakruti Apartment, Op. Uma Bhavan, Bhatar Road, Surat City, Gujarat- 395001
Arvind Kumar Rathi	Independent Director	07842066	Flat No. 1302, Building No. B, Ambika Heights, Near Manibhadra Campus, Godadara, Surat, Gujarat- 395010
Nitika Abhishek Soni	Independent Director	10708045	D-102, Sangini Arise, Canal Road- Vesu, Near Rajhans Zion, Surat City, PO SVR College, Gujarat- 395007

For further details of our Directors, see "*Our Management*" on page 200 of this Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Seema Luniya is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Seema Luniya
Plot No. AA/34, B 16/16,
Hojiwala Ind. Estate,
SUSML, Sachin, Surat,
Gujarat, India, 394230
Tel No.: +91 9898426338
Email: compliance@boranagroup.in

Investor grievances

Bidders are advised to contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post- Issue related grievances such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode, etc. For all Issue -related queries and for redressal of complaints, Investors may also write to the BRLM.

All Issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

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

All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

BOOK RUNNING LEAD MANAGER

Beeline Capital Advisors Private Limited
B 1311-1314, 13th Floor,
Shilp Corporate Park, Rajpath Rangoli Road,
Thaltej Ahmedabad, Bodakdev,
Ahmadabad City, Gujarat, India, 380054
Tel: +91 079 4918 5784
E-mail: mb@beelinemb.com
Website: www.beelinemb.com
Investor Grievance E-mail: ig@beelinemb.com
Contact Person: Nikhil Shah
SEBI Registration No.: INM000012917

STATEMENT OF RESPONSIBILITIES

Beeline Capital Advisors Private Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by Beeline Capital Advisors Private Limited and hence, a statement of inter-se allocation of responsibilities is not required.

LEGAL COUNSEL TO THE ISSUE

Messrs. Kanga and Company
Advocates & Solicitors,
Readymoney Mansion,
43, Veer Nariman Road,
Mumbai – 400 001
Tel No: +91 22 6623 0000

STATUTORY AUDITORS TO OUR COMPANY

KSA & Co.
G-6, International Commerce Center,
Ring Road, Surat,
Gujarat – 395002,
Tel No.: 0261-2462268
Email: ksasurat@yahoo.com
Contact person: CA Arun Kanodiya
Membership Number: 077131
Peer Review Number: 015415
Firm Registration Number: 003822C

Changes in statutory auditors

The Statutory Auditors of the Company were first appointed on October 28, 2020 as the first auditors of our Company, and thereafter reappointed on April 1, 2021 for a period of five years.

REGISTRAR TO THE ISSUE

KFin Technologies Limited
Selenium Tower-B,
Plot No. 31 & 32, Gachibowli,
Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500032, Telangana
Tel No.: 040-67162222/18003094001
Fax: 040-6716 1563
Email: bwl.ipo@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M.Murali Krishna
SEBI Registration Number: INR000000221

BANKER TO OUR COMPANY

Name: HDFC Bank Limited
Address: Plot No. 1084, Road No. 4 & 6,
Yoganand Nagar, Sachin,
Surat, Gujarat- 394230
E-mail: ankit.bhagat@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Ankit P. Bhagat

DESIGNATED INTERMEDIARIES

SYNDICATE MEMBERS

Beeline Capital Advisors Private Limited
B 1311-1314, 13th Floor,
Shilp Corporate Park, Rajpath Rangoli Road,
Thaltej Ahmedabad, Bodakdev,
Ahmadabad City, Gujarat, India, 380054
Tel: +91 079 4918 5784
E-mail: mb@beelinemb.com
Website: www.beelinemb.com
Contact Person: Nikhil Shah

Name: Spread X Securities Private Limited
Address: Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India
E-mail: info@spreadx.in
Website: www.spreadx.in
Contact Person: Mrs. Khushbu Nikhilkumar Shah
Telephone: +91 79 6907 2018

BANKERS TO THE ISSUE

The Bankers to the Issue have been appointed prior to filing of the Red Herring Prospectus with the RoC.

ESCROW COLLECTION BANK, PUBLIC ISSUE ACCOUNT BANK, REFUND BANK AND SPONSOR BANK

Name: HDFC Bank Limited
Address: HDFC Bank Limited,
FIG-OPS Department –
Lodha, I Think Techno campus, O-3 Level,
Next to Kanjurmarg Railway Station Kanjurmarg (East),
Mumbai – 400042,
Maharashtra, India.
E-mail: siddharth.jadhav@hdfcbank.com,
sachin.gawade@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Eric Bacha/ Sachin Gawade/
Pravin Teli/ Siddharth Jadhav/ Tushar Gavankar
Telephone: +91 22 30752929, +91 22 30752928,
+91 22 30752914
SEBI Registration No.: INB100000063

SELF CERTIFIED SYNDICATE BANKS

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

SCSBS ELIGIBLE AS ISSUER BANKS FOR UPI AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

In accordance with SEBI RTA Master Circular, 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 ICDR Master Circular and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. 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.

SYNDICATE SCSB BRANCHES

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

REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Bidders can submit the ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS (RTAs)

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm, respectively as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

COLLECTING RTAs

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com and http://www.nseindia.com, respectively, as updated from time to time.

CREDIT RATING

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

GREEN SHOE OPTION

No Green Shoe Option is contemplated under this Issue.

BROKERS TO THE ISSUE

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

DEBENTURE TRUSTEE

As this is an Issue consisting of Equity Shares, the appointment of a debenture trustee is not required for the Issue.

IPO GRADING OF THE ISSUE

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

EXPERTS

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

Our Company has received written consent dated April 22, 2025, from our Statutory Auditors, KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), who hold a valid peer review certificate dated May 25, 2023, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination report dated April 16, 2025 on the Restated Financial Information and (ii) the Statement of Special Tax Benefits dated April 22, 2025, included in this Prospectus and such consents have not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 17, 2025 from Kruti Mokani, independent chartered engineer to include her name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in her capacity as independent chartered engineer in respect of information certified by her, as included in this Prospectus; and such consent as not been withdrawn as of the date of this Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

TRUSTEES

As this is an Issue consisting of Equity Shares, the appointment of trustees is not required.

MONITORING AGENCY

Our Company has appointed Acuite Ratings & Research Limited as the monitoring agency for monitoring the utilization of the Gross Proceeds in compliance with Regulation 41 of the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC. For details, see "*Objects of the Issue – Monitoring Utilization of Funds*" on page 125 of this Prospectus.

Details of the Monitoring Agency are set out below

Name: Acuite Ratings & Research Limited
Address: 708, Lodha Supremus, Lodha iThink Techno Campus, Kanjurmarg (East), Mumbai- 400042.
E-mail: chitra.mohan@acuite.in
Website: www.acuite.in
Contact Person: Ms. Chitra Mohan
Telephone: +91 99698 98000

APPRAISING AGENCY

None of the objects for which the Net Proceeds will be utilized have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Issue.

FILING OF THE RED HERRING PROSPECTUS AND THIS PROSPECTUS

A copy of the Red Herring Prospectus and this Prospectus has been filed electronically on the SEBI's online intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. Further, a physical copy of the Red Herring Prospectus has been filed at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
Plot No.C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra

A copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office and through the electronic portal at https://www.mca.gov.in

BOOK BUILDING PROCESS

The book building, in context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which was decided by our Company in consultation with the BRLM, and advertised in all editions of Financial Express the widely circulated English national daily newspaper, all editions of the widely circulated Hindi national daily newspaper Jansatta and Ahmedabad editions of the widely circulated Gujarati daily newspaper Financial Express, (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located) at least 2 (two) Working Days prior to the Bid/ Issue Opening Date and was made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price was determined by our Company, in consultation with the BRLM, after the Bid/ Issue Closing Date. For details, see "*Issue Procedure*" beginning on page 348 of this Prospectus.

All potential Bidders (excluding Anchor Investors) were mandatorily required to utilize the ASBA process to participate in the Issue by providing details of their bank account in which the corresponding Bid Amount which were blocked by the SCSBs. UPI Bidders could also participate in the Issue through the UPI Mechanism under the ASBA process by either (a) providing the details of their ASBA Account in which the corresponding Bid Amount would be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors were not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid / Issue Period and withdraw their Bids on or before the Bid/ Issue Closing Date. Anchor Investors were not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than the Anchor Investors), in the Issue was on a proportionate basis. However, allocation to the Anchor Investors was on a discretionary basis. For allocation to the Non-Institutional Bidders, the following was followed:

(a) One-third of the portion available to Non-Institutional Bidders was reserved for Bidders with application size of more than ₹ 2,00,000 and up to ₹ 10,00,000;

(b) Two-thirds of the portion available to Non-Institutional Bidders was reserved for Bidders with application size of more than ₹ 10,00,000.

Provided that the unsubscribed portion in either of the sub-categories specified under clauses (a) or (b), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Issue.

For further details, see "*The Issue*", "*Terms of the Issue*" and "*Issue Procedure*" on pages 80, 338 and 348, respectively of this Prospectus.

Our Company will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for the Issue. In this regard, our Company has appointed the BRLM to manage the Issue and procure Bids for the Issue.

For further details on the method and procedure for Bidding, see "*Issue Structure*" and "*Issue Procedure*" on pages 344 and 348, respectively of this Prospectus.

Bidders should note that the Issue is also subject to (i) filing of the Prospectus by the Company with the RoC; and; (ii) the Company obtaining final listing and trading approvals from the Stock Exchanges, which the Company shall apply for post-Allotment.

UNDERWRITING AGREEMENT

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of this Prospectus with the RoC, our Company has entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through this Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein. The Underwriting Agreement is dated May 22, 2025.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in lakhs)
Beeline Capital Advisors Private Limited B 1311-1314, 13th Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej Ahmedabad, Bodakdev, Ahmadabad City, Gujarat, India, 380054 **Tel:** +91 079 4918 5784 **E-mail:** mb@beelinemb.com	67,07,900	14,489.06
Spread X Securities Private Limited Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India **Tel:** +91 79 6907 2018 **E-mail:** info@spreadx.in	100	0.22
Total	**67,08,000**	**14,489.28**

The above- mentioned underwriting commitment is indicative and will be finalized after determination of the Issue Price and actual allocation subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on a certificate given by the Underwriters), the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as merchant bankers with SEBI or as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on May 22, 2025, approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the table above, the BRLM and the Syndicate Members shall be responsible for ensuring payment with respect to the Equity Shares allocated to the Bidders procured by them in accordance with the Underwriting Agreement. Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLM will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Prospectus is set forth below:

(In ₹, except share data)

	Particulars	Aggregate Value at Face value	Aggregate Value at Issue Price*
A.	**AUTHORISED SHARE CAPITAL (1)**		
	3,00,00,000 Equity Shares of face value of ₹ 10/- each	30,00,00,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	1,99,37,295 Equity Shares of face value of ₹ 10/- each	19,93,72,950	-
C.	**PRESENT ISSUE IN TERMS OF THIS PROSPECTUS**		
	Issue of 67,08,000* Equity Shares of face value of ₹ 10 each aggregating to ₹ 14,489.28 lakhs(2)	6,70,80,000	1,44,89,28,000
D.	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE**		
	2,66,45,295 Equity Shares of face value of ₹ 10/- each*	26,64,52,950	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	5,77,59,000	
	After the Issue*	1,43,96,07,000#	

**Subject to the Basis of Allotment.*

 # The securities premium amount has not been adjusted for the proportionate Issue Price related expenses.

(1) For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters –Amendments to the Memorandum of Association" on page 196.

(2) Our Board has authorised the Issue, pursuant to their resolution dated October 05, 2024. Our Shareholders have authorised the Issue pursuant to their special resolution dated October 10, 2024.

Notes to Capital Structure

1. **Share Capital history of our Company**

(a) ***Equity Share capital history of our Company***

The following table sets forth the history of the Equity Share Capital of our Company:

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
October 27, 2020**	Initial subscription to MOA	5,000 Equity Shares allotted to Mangilal Ambalal Borana, and 5,000 Equity Shares allotted to Dhwani Ankur Borana	10,000	10	10	Cash	10,000	1,00,000
July 30, 2022	Private Placement	2,480 Equity Shares allotted to Mangilal Ambalal Borana, 2,890 Equity Shares allotted to Borana	29,795	10	2,014	Cash	39,795	3,97,950

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Filaments Private Limited, 4,555 Equity Shares allotted to Rajkumar Mangilal Borana HUF, 3,350 Equity Shares allotted to Ankur Mangilal Borana HUF, 4,450 Equity Shares allotted to Mangilal Ambalal Borana HUF, 2,235 Equity Shares allotted to Nareshkumar Ambalal Borana HUF, 2,235 Equity Shares allotted to Lalitakumari Nareshkumar Borana, 2,580 Equity Shares allotted to Nareshkumar Ambalal Borana, 2,540 Equity Shares allotted to Rajkumar Mangilal Borana, and 2,480 Equity Shares allotted to Ankur Mangilal Borana.						
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held**	37,40,000 Equity Shares allotted to Mangilal Ambalal Borana, 25,00,000 Equity Shares allotted to Dhwani Ankur Borana, 14,45,000 Equity Shares allotted to Borana Filaments Private Limited, 22,77,500 Equity Shares allotted to Rajkumar Borana HUF, 16,75,000 Equity Shares allotted to Ankur Mangilal Borana HUF, 22,25,000	1,98,97,500	10	N.A.	N.A.	1,99,37,295	19,93,72,950

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Equity Shares allotted to Mangilal Ambalal Borana HUF, 11,17,500 Equity Shares allotted to Nareshkumar Ambalal Borana HUF, 36,77,500 Equity Shares allotted to Rajkumar Mangilal Borana, and 12,40,000 Equity Shares allotted to Ankur Mangilal Borana .						

**While our Company was incorporated on October 28, 2020, the date of subscription to the Memorandum of Association is October 27, 2020.*
***The bonus issue was in the ratio of 500 Equity Shares of face value ₹ 10 for every 1 Equity Share of face value ₹ 10 held by the Shareholders. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on June 21, 2024 with the record date as June 20, 2024.*

Our Company has made the abovementioned issuances and allotments of Equity Shares from the date of incorporation of our Company till the date of filing of this Prospectus in compliance with the relevant provisions of the Companies Act, 2013, to the extent applicable.

(b) ***Preference Share capital history of our Company***

Our Company has not issued any preference shares in the past and does not have any issued or outstanding preference share capital as on the date of this Prospectus.

Shares issued for consideration other than cash or out of revaluation reserves

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation. Further, except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or as a bonus issue, as on the date of this Prospectus:

Date of allotment	No. of Equity Shares allotted	Details of allottee and Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
June 22, 2024	1,98,97,500	37,40,000 Equity Shares allotted to Mangilal Ambalal Borana, 25,00,000 Equity Shares allotted to Dhwani Borana, 14,45,000 Equity Shares allotted to Borana Filaments Private Limited, 22,77,500 Equity Shares allotted to Rajkumar Borana HUF, 16,75,000 Equity Shares allotted to Ankur Mangilal Borana HUF, 22,25,000 Equity Shares allotted to Mangilal Ambalal Borana HUF,	10	-	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held [(1)]	N.A.

Date of allotment	No. of Equity Shares allotted	Details of allottee and Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
		11,17,500 Equity Shares allotted to Nareshkumar Ambalal Borana HUF, 36,77,500 Equity Shares allotted to Rajkumar Mangilal Borana, and 12,40,000 Equity Shares allotted to Ankur Mangilal Borana				

(1) The bonus issue was in the ratio of 500 Equity Shares of face value ₹ 10 for every 1 Equity Share of face value ₹ 10 held by the Shareholders. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on June 21, 2024 with the record date as June 20, 2024.

2. **Issue of shares at a price lower than the Issue Price in the last year**

The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid / Issue Closing Date.

Except as disclosed above in *"- Equity Share capital history of our Company"* on page 94, our Company has not issued any shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Prospectus.

3. **Allotment of shares pursuant to schemes of arrangement**

Our Company has not allotted any Equity Shares or Preference Shares in terms of any scheme approved under Sections 391 to 394 of the Companies Act 1956 or Sections 230 to 234 of the Companies Act 2013.

4. **Issue of equity shares under employee stock option schemes or stock appreciation rights scheme**

As on date of this Prospectus, our Company does not have any employee stock option schemes or any stock appreciation rights scheme.

5. **Details of shareholding of our Promoters, members of the Promoter Group and the directors of the corporate Promoter**

Except as disclosed below, as on the date of this Prospects, our Promoters do not hold any Equity Shares in our Company:

		Pre- Issue		Post- Issue^	
S. No.	**Name of the Shareholder**	**Number of Equity Shares held**	**% of the pre-Issue Equity Share capital**	**Number of Equity Shares held**	**% of the post-Issue Equity Share capital**
	Promoters				
1	Mangilal Ambalal Borana	37,47,480	18.80	37,47,480	14.06
2	Dhwani Ankur Borana	25,05,000	12.56	25,05,000	9.40
3	Rajkumar Mangilal Borana	36,84,855	18.48	36,84,855	13.83
4	Ankur Mangilal Borana	12,42,480	6.23	12,42,480	4.66
5	Ankur Mangilal Borana HUF	2,43,585	1.22	2,43,585	0.91
6	Rajkumar Mangilal Borana HUF	22,82,055	11.45	22,82,055	8.56
7	Mangilal Ambalal Borana HUF	22,29,450	11.18	22,29,450	8.37
8	Borana Filaments Private Limited	14,47,890	7.26	14,47,890	5.43
	Total	**1,73,82,795**	**87.19**	**1,73,82,795**	**65.24**

^Subject to finalization of basis of Allotment.

Further, none of the members of our Promoter Group (excluding our Promoters) hold any Equity Shares as on the date of this Prospectus. Except as disclosed in the table titled "- *Build-up of the shareholding of our Promoters in our*

Company" below, the Directors of our corporate Promoter, Borana Filaments Private Limited, do not hold any Equity Shares of our Company as on the date of this Prospectus.

(a) ***Build-up of the shareholding of our Promoters in our Company***

The following table sets forth the Equity Share build-up of the Promoters in our Company:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre-Issue share capital (%) *	Percentage of the post-Issue share capital (%)
MANGILAL AMBALAL BORANA							
October 27, 2020	Initial subscription to MOA	5,000	Cash	10	10	0.03	0.02
July 30, 2022	Private Placement	2,480	Cash	10	2,014	0.01	0.01
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	37,40,000	N.A.	10	NA	18.76	14.04
	Total (A)	**37,47,480**				**18.80**	**14.06**
DHWANI ANKUR BORANA							
October 27, 2020	Initial subscription to MOA	5,000	Cash	10	10	0.03	0.02
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	25,00,000	N.A.	10	NA	12.54	9.38
	Total (B)	**25,05,000**				**12.56**	**9.40**
RAJKUMAR MANGILAL BORANA							
July 30, 2022	Private Placement	2,540	Cash	10	2,014	0.01	0.01
January 11, 2024	Transfer by way of gift from Lalita Borana	2,235	NA	10	Nil	0.01	0.01
January 11, 2024	Transfer by way of gift from Nareshkumar Ambalal Borana	2,580	NA	10	Nil	0.01	0.01
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	36,77,500	N.A.	10	NA	18.45	13.80
	Total (C)	**36,84,855**				**18.48**	**13.83**
ANKUR MANGILAL BORANA							
July 30, 2022	Private Placement	2,480	Cash	10	2,014	0.01	0.01
June 22,	Bonus issue in	12,40,000	N.A.	10	NA	6.23	4.65

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consider ation	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre- Issue share capital (%) *	Percentage of the post- Issue share capital (%)
2024	the ratio of 500 Equity Shares for every one Equity Share held(1)						
	Total (D)	**12,42,480**				**6.23**	**4.66**
ANKUR MANGILAL BORANA HUF							
July 30, 2022	Private Placement	3,350	Cash	10	2,014	0.02	0.01
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	16,75,000	N.A.	10	NA	8.40	6.29
August 1, 2024	Transfer to Amee Dhiren Shah	(1,95,000)	Cash	10	27	(0.98)	(0.73)
August 1, 2024	Transfer to Shah Dhiren Mahendrakumar HUF	(1,95,000)	Cash	10	27	(0.98)	(0.73)
August 1, 2024	Transfer to Dhiren Mahendrakumar Shah	(1,95,000)	Cash	10	27	(0.98)	(0.73)
August 1, 2024	Transfer to Deven Mahendrakumar Shah	(1,07,765)	Cash	10	27	(0.54)	(0.40)
August 1, 2024	Transfer to Snehil Hemant Borana	(2,90,000)	Cash	10	27	(1.45)	(1.09)
August 1, 2024	Transfer to Sonu Snehil Borana	(2,90,000)	Cash	10	27	(1.45)	(1.09)
August 1, 2024	Transfer to Ankit Pramod Dalmia	(57,500)	Cash	10	27	(0.29)	(0.22)
August 1, 2024	Transfer to Kamalvijay Ramchandra Tulsian	(15,000)	Cash	10	27	(0.08)	(0.06)
August 1, 2024	Transfer to Amit Bharatkumar Tulsian	(15,000)	Cash	10	27	(0.08)	(0.06)
August 1, 2024	Transfer to Ankur Shyamsunder Tulsian	(15,000)	Cash	10	27	(0.08)	(0.06)
August 1, 2024	Transfer to Pooja Prayank Agarwal	(37,000)	Cash	10	27	(0.19)	(0.14)
August 1,	Transfer to	(22,500)	Cash	10	27	(0.11)	(0.08)

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consider ation	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre-Issue share capital (%) *	Percentage of the post-Issue share capital (%)
2024	Pradeep Gupta						
	Total (E)	**2,43,585**				**1.22**	**0.91**
RAJKUMAR MANGILAL BORANA HUF							
July 30, 2022	Private Placement	4,555	Cash	10	2,014	0.02	0.02
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	22,77,500	N.A.	10	NA	11.42	8.55
	Total (F)	**22,82,055**				**11.45**	**8.56**
MANGILAL AMBALAL BORANA HUF							
July 30, 2022	Private Placement	4,450	Cash	10	2,014	0.02	0.02
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	22,25,000	N.A.	10	NA	11.16	8.35
	Total (G)	**22,29,450**				**11.18**	**8.37**
BORANA FILAMENTS PRIVATE LIMITED							
July 30, 2022	Private Placement	2,890	Cash	10	2,014	0.01	0.01
June 22, 2024	Bonus issue in the ratio of 500 Equity Shares for every one Equity Share held(1)	14,45,000	N.A.	10	NA	7.25	5.42
	Total (H)	**14,47,890**				**7.26**	**5.43**
	Total (A+B+C+D+E+F+G+H)	**1,73,82,795**				**87.19**	**65.24**

^ *Subject to finalisation of Basis of Allotment.*

******The pre-Issue Equity Share capital (%) has been rounded off up to two decimal places.*

(1) The bonus issue was in the ratio of 500 Equity Shares of face value ₹ 10 for every 1 Equity Share of face value ₹ 10 held by the Shareholders. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on June 21, 2024 with the record date as June 20, 2024.

(b) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(c) All Equity Shares held by our Promoters were in dematerialized form prior to filing of the Red Herring Prospectus.

(d) None of the Equity Shares held by our Promoters are pledged or are otherwise encumbered as on the date of the Red Herring Prospectus and this Prospectus.

(e) ***Details of minimum Promoters' contribution and lock-in***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post Issue Equity Share capital of our Company held by our Promoters, shall be considered as minimum Promoters' contribution and locked-in for a period of 3 years from the date of Allotment or any other period as may be prescribed under applicable law ("**Minimum Promoters' Contribution**") and the shareholding of our Promoters in excess of 20% shall be locked in for a period of 1 year from the date of Allotment. Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Details of the Equity Shares held by our Promoters, which will be locked-in as Minimum Promoters' Contribution are set forth in the table below:

Name of Promoter	**Number of Equity Shares locked-in***	**Date of allotment/transfer of Equity Shares ****	**Nature of transaction**	**Face value per Equity Share (₹)**	**Issue/ Acquisition price per Equity Share (₹)**	**Percentage of the pre-Issue paid-up capital (%)**	**Percentage of the post-Issue paid-up capital (%)**	**Date up to which the Equity Shares are subject to lock-in**
Mangilal Ambalal Borana	5,000	October 27, 2020	Initial subscription to MOA	10	10	0.03	0.02	May 27, 2028
Mangilal Ambalal Borana	2,480	July 30, 2022	Private Placement	10	2,014	0.01	0.01	May 27, 2028
Mangilal Ambalal Borana	28,16,580	June 22, 2024	Bonus on above (1) & (2)	10	N.A.	14.13	10.57	May 27, 2028
Dhwani Ankur Borana	5,000	October 27, 2020	Initial subscription to MOA	10	10	0.03	0.02	May 27, 2028
Dhwani Ankur Borana	25,00,000	June 22, 2024	Bonus on above	10	N.A.	12.54	9.38	May 27, 2028
Grand Total	**53,29,060**						**20.00**	

*** Subject to finalisation of Basis of Allotment.*

*** Equity Shares were fully paid-up as on the date of allotment/transfer.*

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus issue against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company in the preceding one year;

(iv) The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge; and

(v) All the Equity Shares held by the Promoters are held in dematerialised form.

(d) Other Lock-in requirements

(i) In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital of our Company held by the person other than the promoters, shall, unless otherwise permitted under the SEBI ICDR Regulations, be locked-in for a period of six months from the date of Allotment as required under the SEBI ICDR Regulations.

(ii) In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SIs or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

(iii) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group including other Promoters or to any new promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

(iv) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period 30 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 90 days from the date of Allotment.

6. **Shareholding pattern of our Company**

Set forth below is the shareholding pattern of our Company as on the date of this Prospectus:

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Category (I)	Category of Shareholder (II)	No. 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 % total No. of shares (calculated as per SCRR, 1957 (VII) 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)	No. of locked in shares (XII)		No. of shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialised form (XIV)*
								No. of voting Rights			Total as a % of A+B+C							
								Class (Equity)	Class (Others)	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	8	1,73,82,795	-	-	1,73,82,795	87.19	1,73,82,795	-	1,73,82,795	87.19	-	87.19	-	-	-	-	1,73,82,795
(B)	Public	17	25,54,500	-	-	25,54,500	12.81	25,54,500	-	25,54,500	12.81		12.81	-	-	-	-	25,54,500
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	--	-	-	-	-	-	-	-	-
	Total	**25**	**1,99,37,295**	**-**	**-**	**1,99,37,295**	**100.00**	**1,99,37,295**	**-**	**1,99,37,295**	**100.00**		**100.00**	**-**	**-**	**-**	**-**	**1,99,37,295**

** Based on the beneficiary position statement dated May 9, 2025 and register of members of our Company, as applicable.*

7. **Details of equity shareholding of the major equity Shareholders of our Company**

(i) The major Equity Shareholders holding more than 1% or more of the paid-up Equity Share capital of the Company and the number of Equity Shares held by them as on the date of this Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Equity Share capital (%) on a fully diluted basis
1.	Mangilal Ambalal Borana	37,47,480	18.80
2.	Rajkumar Mangilal Borana	36,84,855	18.48
3.	Dhwani Ankur Borana	25,05,000	12.56
4.	Rajkumar Mangilal Borana HUF	22,82,055	11.45
5.	Mangilal Ambalal Borana HUF	22,29,450	11.18
6.	Borana Filaments Private Limited	14,47,890	7.26
7.	Ankur Mangilal Borana	12,42,480	6.23
8.	Deven Mahendrakumar Shah	3,21,250	1.61
9.	Snehil Hemant Borana	2,90,000	1.45
10.	Sonu Snehil Borana	2,90,000	1.45
11.	Ankur Mangilal Borana HUF	2,43,585	1.22
Total		**1,82,84,045**	**91.71**

** Based on the beneficiary position statement dated May 16, 2025 and register of members of our Company, as applicable.*

(ii) The major equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of the Company and the number of Equity Shares held by them 10 days prior to the date of this Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Equity Share capital (%) on a fully diluted basis
1.	Mangilal Ambalal Borana	37,47,480	18.80
2.	Rajkumar Mangilal Borana	36,84,855	18.48
3.	Dhwani Ankur Borana	25,05,000	12.56
4.	Rajkumar Mangilal Borana HUF	22,82,055	11.45
5.	Mangilal Ambalal Borana HUF	22,29,450	11.18
6.	Borana Filaments Private Limited	14,47,890	7.26
7.	Ankur Mangilal Borana	12,42,480	6.23
8.	Deven Mahendrakumar Shah	3,21,250	1.61
9.	Snehil Hemant Borana	2,90,000	1.45
10.	Sonu Snehil Borana	2,90,000	1.45
11.	Ankur Mangilal Borana HUF	2,43,585	1.22
Total		**1,82,84,045**	**91.71**

** Based on the beneficiary position statement May 16, 2025 and register of members of our Company, as applicable.*

(iii) The major equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of the Company and the number of Equity Shares held by them one year prior to the date of this Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Issue Equity Share capital (%) on a fully diluted basis
1.	Mangilal Ambalal Borana	7,480	18.80
2.	Dhwani Ankur Borana	5,000	12.56
3.	Rajkumar Mangilal Borana HUF	4,555	11.45
4.	Mangilal Ambalal Borana HUF	4,450	11.18
5.	Ankur Mangilal Borana HUF	3,350	8.42

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Issue Equity Share capital (%) on a fully diluted basis
6.	Borana Filament Private Limited	2,890	7.26
7.	Nareshkumar Ambalal Borana	2,580	6.48
8.	Rajkumar Mangilal Borana	2,540	6.38
9.	Ankur Mangilal Borana	2,480	6.23
10.	Nareshkumar Ambalal Borana HUF	2,235	5.62
11.	Lalitakumari Nareshkumar Borana	2,235	5.62
Total		**39,795**	**100.00**

***** *Based on the register of members of our Company*

(iv) The major Equity Shareholders who held more than 1% or more of the paid-up Equity Share capital of the Company and the number of shares held by them two years prior to the date of this Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Number of Equity Shares on a fully diluted basis*	Percentage of the pre- Issue Equity Share capital (%) on a fully diluted basis
1.	Mangilal Ambalal Borana	7,480	18.80
2.	Dhwani Ankur Borana	5,000	12.56
3.	Rajkumar Mangilal Borana HUF	4,555	11.45
4.	Mangilal Ambalal Borana HUF	4,450	11.18
5.	Ankur Mangilal Borana HUF	3,350	8.42
6.	Borana Filament Private Limited	2,890	7.26
7.	Nareshkumar Ambalal Borana	2,580	6.48
8.	Rajkumar Mangilal Borana	2,540	6.38
9.	Ankur Mangilal Borana	2,480	6.23
10.	Nareshkumar Ambalal Borana HUF	2,235	5.62
11.	Lalitakumari Nareshkumar Borana	2,235	5.62
Total		**39,795**	**100.00**

*****Based on the register of members of our Company.

8. **Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

Except as stated below, none of our Directors or Key Managerial Personnel or Senior Management hold any Equity Shares in our Company:

Sr. No.	Name of the Shareholder	Pre-Issue Equity Share capital	
		No. of Equity Shares	% of total Shareholding
1.	Mangilal Ambalal Borana	37,47,480	18.80
2.	Rajkumar Mangilal Borana	36,84,855	18.48
3.	Ankur Mangilal Borana	12,42,480	6.23
Total		**86,74,815**	**43.51%**

9. As on the date of this Prospectus, none of the BRLM or its associates, as defined under the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company. The BRLM and its associates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

10. None of the Shareholders of our Company are directly or indirectly related to the BRLM or its associates.

11. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Issue under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are

associates of the BRLM, or a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM. Further, no person related to our Promoter or members of our Promoter Group shall apply in the Issue under the Anchor Investor Portion.

12. All Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of this Prospectus. The Equity Shares to be issued pursuant to the Issue shall be fully paid-up at the time of Allotment.

13. As on the date of this Prospectus, our Company does not have any subsisting employee stock option plan.

14. Except as disclosed in "*Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company"* on page 105, none of our Directors, Key Managerial Personnel and Senior Management of our Company hold any Equity Shares as on the date of this Prospectus.

15. Our Company has not made any public issue or rights issue of securities of any kind or class of securities since its incorporation.

16. No person connected with the Issue, including, but not limited to, our Company, the BRLM, the members of the Syndicate, our Directors, our Promoters or members of our Promoter Group shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue

17. As of the date of this Prospectus, our Company has 25 Shareholders.

18. Our Company, the Promoters, our Directors and the BRLM have not made any or entered into any buy-back and / or any other similar arrangements for purchase of Equity Shares to be offered as a part of the Issue.

19. Except for any issuance of Equity Shares pursuant to the Issue, there will be no further issue of Equity Shares whether by way of a split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly, for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or through a rights issue or further public issue of Equity Shares, or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be. Further, other than as set out hereinabove, our Company presently does not intend or propose to alter its capital structure until a period of six months from the Bid/Issue Opening Date.

20. None of the members of the Promoter Group, the Promoters, the Directors of our Company or of our corporate Promoter, Borana Filaments Private Limited, nor any of their respective relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Prospectus.

21. Except as disclosed in "- *Build-up of the shareholding of our Promoters in our Company*" on page 98 and as mentioned below, none of our Promoters and members of our Promoter Group have purchased or sold any securities of our Company, through secondary market since inception preceding the date of this Prospectus:

Date of transfer	**Nature of transaction**	**Number of Equity Shares**	**Nature of consideration**	**Face value per Equity Share (₹)**	**transfer price per Equity Share (₹)**
NARESHKUMAR AMBALAL BORANA HUF					
August 1, 2024	Transfer to Deven Mahendrakumar Shah	(2,13,485)	Cash	10	27
August 1, 2024	Transfer to Yashshvi Wealth Management LLP	(1,86,250)	Cash	10	27
August 1, 2024	Transfer Malay R Bhow HUF	(1,80,000)	Cash	10	27
August 1, 2024	Transfer to Neelaben Rohitkumar Bhow	(1,80,000)	Cash	10	27
August 1, 2024	Transfer to Rohitkumar Shantilal Bhow	(1,80,000)	Cash	10	27
August 1, 2024	Transfer to Komal Bhow	(1,80,000)	Cash	10	27

22. There have been no financing arrangements whereby the members of our Promoter Group, our Directors or of our corporate Promoter, Borana Filaments Private Limited, and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Red Herring Prospectus and this Prospectus.

23. Our Company has ensured that any transactions in the securities of our Company by our Promoters and our Promoter Group during the period between the date of filing of the Red Herring Prospectus and the date of closure of the Issue has been reported to the Stock Exchanges within 24 hours of the transactions, as applicable.

24. Our Company does not have any outstanding options or stock appreciation rights or convertible securities or any other right, including any outstanding warrants or rights to convert debentures, loans or other instruments which would entitle any person any option to receive Equity Shares, as on the date of this Prospectus.

25. Our Promoters and the members of our Promoter Group did not participate in the Issue nor will receive any proceeds from the Issue.

26. All Equity Shares offered through the issue shall be made fully paid-up, if applicable, or may be forfeited for non-payment of calls within twelve months from the date of allotment of Equity Shares.

27. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of 67,08,000* Equity Shares having face value of ₹ 10 each of our Company at an Issue Price of ₹ 216 per Equity Share

**Subject to finalisation of Basis of Allotment*.

The Objects of the Issue

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

1. Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India ***("Proposed Unit 4")***;

2. Funding incremental working capital requirements; and

3. General Corporate Purposes

*(Collectively referred as the "**objects**")*

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association of our Company enable us: (i) to undertake our Company's existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds. Further, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancing its visibility and brand image, and creating a public market for the Equity Shares of our Company.

Net Proceeds

The details of the proceeds of the Issue are summarised in the table below:

(in ₹ lakhs)

Particulars	Estimated amount
Gross proceeds from the Issue	14,489.28
Less: Estimated Issue related expenses(1)	1,416.73
Net Proceeds	**13,072.55**

(1) For details of the expenses related to the Issue, see "Issue Related Expenses" on page 122.

Utilization of Net Proceeds

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

Particulars	Estimated amount *(in ₹ lakhs)*	% of Gross Proceeds
Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India	7,134.77	49.24
Funding incremental working capital requirements	2,650.00	18.29
General corporate purposes^	3,287.78	22.69
Net Proceeds	**13,072.55**	**90.22**

^ *The amount utilized for general corporate purposes does not exceed 25% of the Gross Proceeds.*

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Amount deployed as of May 14, 2025*	Amount to be deployed from the Net Proceeds in	
				Fiscal 2026	**Fiscal 2027**
1.	Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India [(1)]	7,134.77	Nil	7,134.77	-
2.	Funding incremental working capital requirements	2,650.00	Nil	800.00	1,850.00
3.	General corporate purposes[(2)]	3,287.78	-	3,287.78	0.00
	Total	**13,072.55**	**Nil**	**11,222.55**	**1,850.00**

(1) Total estimated cost in respect of Proposed Unit 4 is as per Project Cost Vetting Report dated April 11, 2025 issued by M/s. Dun & Bradstreet, Research Analyst
(2) The amount utilised for general corporate purposes does not exceed 25% of the Gross Proceeds.
**As certified by M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), Statutory Auditors by their certificate dated May 14, 2025.*

We intend to deploy the Net Proceeds towards the Objects as disclosed in the table above, in accordance with the business needs of our Company. The proposed deployment of the Net Proceeds have not been appraised by any bank, financial institution or agency. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control. We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy, competitive environment and interest or exchange rate fluctuations, increase in input costs of construction materials and labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, interest and finance charges, regulatory costs, environmental factors and other external factors, which may not be within the control of our management. This may entail rescheduling (including preponing the deployment of Net Proceeds) and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the aforementioned Objects at the discretion of our management, subject to compliance with applicable law. For further details, see "*Risk Factors — 5. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 44. Our historical expenditure may not be reflective of our future expenditure plans.

The fund requirements for capital expenditure are based on our current business plan as approved by our Board of Directors pursuant to their resolution dated April 22, 2025, management estimates based on the prevailing market conditions, other commercial and technical factors including interest rates and other charges, quotations received from certain vendors, the project report titled "*Project Cost Vetting Report*" dated April 11, 2025 issued by M/s. Dun & Bradstreet, all of which are subject to change in the future. Also see, "*Risk Factors - 10. Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.*" on page 47.

The specific number and nature of equipment, plant and machinery to be procured and the work to be undertaken by our Company may change, depending on our business requirements, from time to time. Accordingly, the details of the equipment, plant and machinery to be procured and/or the work to be undertaken from the Net Proceeds has been suitably updated at the time of filing the Red Herring Prospectus, subject to applicable law. Also see, "*Risk Factors — 40. Our proposed capacity expansion plan by way of setting up of new production unit is subject to the risk of unanticipated delays in implementation and cost overruns.*" on page 68.

Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set out above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any equity and/or debt arrangements. We believe that such alternate funding arrangements would be available to fund any such shortfalls at such time period. Further, if the actual utilization towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities, and/or towards funding any other purpose, and/or general corporate purposes, subject to applicable laws to the extent that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out under *"—Details of the Objects—General corporate purposes*" on page 122 and will be consistent with the requirements of our business. The estimated schedule of deployment of Net Proceeds is indicative and our management may vary the amount to be utilized in a particular Fiscal at its discretion.

For further information on factors that may affect our internal management estimates, see "*Risk Factors —10. Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.*" on page 47.

Means of finance

The fund requirements set out for the aforesaid Objects are proposed to be met from the Net Proceeds, internal accruals, and existing debt financing. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and internal accruals.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on the Project Cost Vetting Report issued by Dun & Bradstreet, Research Analyst dated April 11, 2025, our current business plan, managements estimates, and other commercial and technical factors. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management.

Details of the Objects of the Issue

1. Proposing to finance the cost of establishing a new manufacturing Unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India.

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition, the Company is also manufacturing of Polyester Textured Yarn ("PTY") which is a part of manufacturing grey fabric.

Our Company commenced its operations in 2020, and the production from our first unit, Unit 1 located at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Surat, Gujarat, was subsequently started in 2021. As on date, our Company operates three manufacturing units in Surat, Gujarat, equipped with textile manufacturing technologies for, inter alia, texturizing, warping, water jet looms, and textile folding.

As on the date of this Prospectus, we primarily manufacture our products at our three manufacturing units loacted at Surat, Gujarat. Our three units have an aggregate installed capacity of 233280000 meter per annum to produce grey fabric and Polyester Textured Yarn ("PTY"). The total installed capacity of each manufacturing unit along with capacity utilization on year-to-year basis as certified by Kruti Mokani, Independent Chartered Engineer, dated April 17, 2025, is provided below:

Unit 1					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	4,66,56,000	3,49,92,000	3,44,26,322	98.38
2023-24	12	4,66,56,000	4,66,56,000	4,61,28,664	98.86
2022-23	12	4,66,56,000	4,66,56,000	4,48,16,051	96.05
2021-22	7*	4,66,56,000	2,13,84,000	1,54,94,341	72.45

**Since the unit was set-up in the Financial Year 2021-22, it was operational for a period of 7 months.*

Unit 2					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	8,94,24,000	6,70,68,000	4,34,56,232	64.79
2023-24	12	8,94,24,000	8,29,44,000	6,24,41,246	75.28
2022-23	5*	8,94,24,000	3,21,30,000	2,54,87,739	79.32
2021-22	-	-	-	-	-

**Since the unit was set-up in the Financial Year 2022-23, it was operational for a period of 5 months.*

Unit 3					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	9,72,00,000	7,29,00,000	6,14,26,035	84.26
2023-24	3*	9,72,00,000	2,43,00,000	1,89,45,524	77.96
2022-23	-	-	-	-	-
2021-22	-	-	-	-	-

**Since the unit was set-up in the Financial Year 2023-24, it was operational for a period of 3 months.*

In Fiscal 2024, our Company achieved capacity utilisation of 98.86% for Unit 1, 75.28% for Unit 2, and 77.96% for Unit 3. Based on a press release dated February 19, 2024 from Federation of Indian Chambers of Commerce and Industry on "Quarterly Survey on Manufacturing" for Q3 and Q4 of FY 2023-2024, average capacity utilization of textile, apparel and technical textile industry stood at 75.00% (*Source: https://ficci.in/press_release_details/4849*), placing our Company at or above industry average in terms of capacity utilization. For further details *in relation to our manufacturing capabilities*, see *"Our Business – Manufacturing capabilities"* on page 182.

Based on above details, our existing manufacturing units are close to demonstrating optimal capacity utilisation. Due to such reasons, we propose to establish the Proposed Unit 4 and finance it from the Net Proceeds.

In order to establish the Proposed Unit 4 and accommodate the future growth requirements, our Company intends to undertake the expansion work at Plot Nos: B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat admeasuring in aggregate 10,836.00 sq. mtrs. or thereabouts and where the Company is having its existing manufacturing units. Following this expansion, our installed capacity will increase by 112752000 meters per annum for production of grey fabric and Polyester Textured Yarn ("PTY") and is expected to commence production by end of third quarter of Fiscal 2026 i.e., increase of approx. 48% of existing installed capacity.

Our Board in its meeting dated April 22, 2025 took note that an aggregate amount of ₹ 7,134.77 lakhs is proposed to be utilized to set up the Proposed Expansion.

Capacity and Schedule of implementation

Our Company manufactures grey fabric and Polyester Textured Yarn ("PTY") at Unit 1, 2, and 3 with total existing installed capacity of 233280000 meter per annum to produce grey fabric and Polyester Textured Yarn ("PTY"). Following are the Existing and Proposed installed capacity our Company:

Unit	Addzress	Installed Capacity per annum (in Meters)	% of total installed capacity (including Proposed Unit 4)
1	Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Sachin, Surat.	4,66,56,000	13.48%
2	Plot No. AA/34 & B16/16 Hojiwala Industrial Estate, SUSML, Sachin, Surat.	8,94,24,000	25.84%

Unit	Addzress	Installed Capacity per annum (in Meters)	% of total installed capacity (including Proposed Unit 4)
3	Plot No. A 4/6, Hojiwala Industrial Estate, SUSML, Sachin, Surat.	9,72,00,000	28.09%
Proposed Unit 4	Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat	11,27,52,000	32.58%
Total		**34,60,32,000**	**100.00%**

The schedule of implementation of the Proposed Unit 4 is set forth below:

Particulars	Estimated date of commencement	Estimated date of completion
Land	-	Completed
Basic & Detailed Engineering	October 2024	Completed
Approvals & Clearances	October 2024	November 2025
Building & Civil works	May 2025	October 2025
Ordering of Plant & Machinery	May 2025	August 2025
Receipt of Plant & Machinery	July 2025	October 2025
Erection of Plant & Machinery	August 2025	November 2025
Trial run & Commissioning	November 2025	December 2025
Commercial Production	December 2025	-

Source: Project Cost Vetting Report in respect of Proposed Unit 4 dated April 11, 2025 issued by M/s. Dun & Bradstreet, Research Analyst.

Estimated Cost

The capital expenditure required for this expansion is optimized as we already possess the required land on leasehold basis. The financial investment will primarily be directed towards construction, civil work, electrification and the acquisition of machinery essential for production of grey fabric and Polyester Textured Yarn ("PTY").

The details of estimated costs are set out below:

(in ₹ lakhs)

Particulars	Total estimated cost and amount proposed to be funded(1)
Land Cost	Nil
Civil & Structural Work, Site Development	1,749.41
Purchase of plant and machinery	4,597.34
Electrical Expenses	212.94
Membership Fees	513.36
Total Hard Cost	**7,073.06**
Miscellaneous and contingencies	61.71
Total	**7,134.77**
Amount proposed to be funded from the Net Proceeds	**7,134.77**

(1) Total estimated cost as per Project Cost Vetting Report issued by M/s. Dun & Bradstreet dated April 11, 2025.

I. Land Cost

The Proposed Expansion is proposed to be undertaken on parcels of land bearing Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat which have been leased by our Company from Internal Accruals as under:

Sr. No.	Plot No.	Address	Area (in sq. meters)	Document	Leasehold period	Rent per month*	Lessor	Permitted Use	Amount to be funded from
1.	B-5/3	Survey Nos. 413/4, 412, and 413/2, Choryasi	3,612.00	Lease Agreement dated October	30 years from 01-Oct-24	25,000/- (inclusive of GST)	Nareshkumar Ambalal Borana (HUF)	Non-Agricultural	Internal Accruals

Sr. No.	Plot No.	Address	Area (in sq. meters)	Document	Leasehold period	Rent per month*	Lessor	Permitted Use	Amount to be funded from
		Taluka, Surat District		11, 2024					
2.	B-5/4	Survey Nos. 413/4 and 412, Choryasi Taluka, Surat District	3,612.00	Lease Agreement dated October 11, 2024	30 years from 01-Oct-24	25,000/- (inclusive of GST)	Rajkumar Mangilal Borana (HUF)	Non-Agricultural	Internal Accrual s
3.	B-5/5	Survey Nos. 413/4, Choryasi Taluka, Surat District	3,612.00	Lease Agreement dated October 11, 2024	30 years from 01-Oct-24	25,000/- (inclusive of GST)	Ankur Mangilal Borana (HUF)	Non-Agricultural	Internal Accrual s
Total			**10,836.00**	**-**		**75,000/-**	-	-	-

**The rent paid per month is on an arm's length basis, as certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), pursuant to their certificate dated May 14, 2025.*

As the Land cost will be funded from the Internal Accruals and for which the lease deed has already been executed, the said cost has not been considered as a part of project. The detailed break-up of the estimated cost (except cost of land acquisition) of establishing the Proposed Unit 4 is set forth below:

II. Civil & Structural Work, Site Development

Our Company plans to construct reinforced cement concrete which includes ground floor with plot area of 63,237 Sqft and First floor with plot area of 65,207 Sq. ft. In addition to this, we also plan to construct 2 (Two) watchman cabin totaling to an area of approximately 225 Sqft, Office slab of 2,145 Sq. ft. and Boiler house of 820 Sqft. Further, the infrastructure also includes Road area of approx. 25,230 Sqft and compound wall of 2,059 Sqft. Building and civil works for the proposed expansion include site development and construction and engineering related work including building the foundation, structure, roof shed, and compound wall including Road area.

The details of costing of such Civil & Structural Work, Site Development is set forth below:

Sr. No.	Type of Work	Description	Area (Sq. ft.)	Rate per Sq. ft.	Amount *(in ₹ lakhs)*	Name of Vendor	Validity of Quotation
1	RCC	Ground Floor	63,237	1,500	948.56	Harikrishna Architects	Quotation Dated March 15, 2025, valid upto 6 months from the date of quotation
2		Office Slab	2,145	1,500	32.18		
3		Watchman Cabin-1	137	1,500	2.06		
4		Watchman Cabin-2	88	1,500	1.32		
Sub Total-1 (A)					**984.11**		
5	Roof Shed	Boiler House	820	1,000	8.20		
6		First Floor	65,207	1,000	652.07		
Sub Total-2 (B)					**660.27**		
7	Road Area	Road Area	25,230	400	100.92		
8	Compound Wall	Compound Wall	2,059	200	4.12		
Sub Total-3 (C)					**105.04**		
GRAND TOTAL (A+B+C)					**1,749.41**		

Cost is inclusive of taxes and duties. No freight and insurance is applicable on civil works. Any variation in the mentioned cost will be utilised from the provision of contingency created or general corporate purposes or from existing internal accruals of the Company.

III. Purchase of plant and machinery

Our Company has identified the plant and machinery it intends to purchase and install at the Proposed Unit 4, which mainly include Shuttle-less Water Jet Looms, Kaishan Permanent magnet variable frequency low pressure compression screw compressor, Warping and Beaming Machine, 2000KVA 11 /0.433KV Ritech Make Transformer, Bhagat Make Draw Texturising Machine Model Ll-Bn Non Split Having 360 Spindles Complete, Hydraulic Loading Platform System, Air Cooling System and its Installation charges, Water Treatment system, and other items. The details of costing of such plant and machinery are set forth below.

Estimated Total Cost for purchase of Plant and Machinery is ₹ 4,597.34 lakhs, out of which Plant and Machinery of ₹ 907.57 lakhs are indigenous and Imported Plant & Machinery constituted ₹ 3,689.77 lakhs.

List of Imported Machineries

Sr. No.	Particulars	Name of supplier/ vendor	Date of purchase order/ quotation/ proforma invoice	Country of Origin	Quantity	Cost per unit (In US $)	Estimated cost (In US $)^
1	Brand New Shuttle-less Water Jet Looms	Qingdao Datung Machinery Co., Ltd	Proforma Invoice dated March 12, 2025, with a validity up to August 31, 2025	China	348 Sets	9,500	33,06,000
2	Kaishan Permanent magnet variable frequency low pressure compression screw compressor which includes: • Non-electric water-cooled dryer • Compressed air precision filter (Q-250HC) • High efficiency steam separator • Compressed air precision filter (Q-250HT) • Cooling water tower (60 Tons) • Frequency conversion control Centrifugal circulating water pump • Pump unit frequency control electrical box With Standard accessories	M.Creation Co. Limited	Proforma Invoice dated March 11, 2025, with a validity up to 6 months from Date of Proforma Invoice	China	1 Set	61,700	61,700
3	Warping Machine	Suzhou Sifang Technology Co. Ltd	Proforma Invoice dated March 12, 2025, with a validity up to 6 months from Date of Proforma Invoice	China	1 Set	1,02,000	1,02,000
4	Beaming Machine	Suzhou Sifang Technology Co. Ltd	Proforma Invoice dated March 12, 2025, with a validity up to 6 months from Date of Proforma Invoice	China	1 Set	78,000	78,000
Total in US $							**35,47,700**
Exchange Rate^							86.00
Total value of imported machineries^ (in INR Lakhs)							3,051.02
Charges to be incurred at relevant port^(1)							75.95

Sr. No.	Particulars	Name of supplier/ vendor	Date of purchase order/ quotation/ proforma invoice	Country of Origin	Quantity	Cost per unit (In US $)	Estimated cost (In US $)^
Applicable Taxes and Charges^(2)							562.80
Total Cost (₹ in lakhs)							**3,689.77**

^The calculation of exchange rate, port charges and applicable tax and other charges are based on quotation from Exim Connect Private Limited dated March 03, 2025 for all the imported machineries. The Quotation is valid for 6 months from such date.

(1) Such charges includes Shipping Line charges, CFS/Yard Charges, Transport charges, Loading and unloading charges, Stamp Duty and Agency charges inclusive of applicable taxes. Our company has obtained quotation for the same from Exim Connect Private Limited dated March 03, 2025 for all the imported machineries. The Quotation is valid for 6 months from such date.

(2) The applicable taxes and charges are assumed as Basic Custom Duty (BCD @7.50% of Assessable Value (AV) as per customs), Social Welfare Surcharge (SWS @10% of BCD) and Integrated GST (@18% of AV+BCD+SWS).

^The prices above do not include insurance, packaging charges, installation charges which will be paid directly by our Company from the provision of contingency created or general corporate purposes or from existing internal accruals of the Company.

List of Indigenous Machineries

(₹ in lakhs)

Sr. No.	Particulars	Name of supplier/ vendor	Date of purchase order/ quotation	Quantity	Cost per unit	Estimated cost
1.	2000KVA 11 /0.433KV Ritech Make Transformer	Shreeji Electricals Limited	Quotation dated March 12, 2025, with a validity up to 6 months from Date of Quotation	1 Set	34.16	34.16
2.	Bhagat Make Draw Texturising Machine Model 11 -Bn Non Split Having 360 Spindles Complete	Bhagat Textile Engineers	Proforma Invoice dated March 12, 2025, with a validity up to 6 months from Date of Proforma Invoice	5 Qty	147.50	737.50
3.	Hydraulic Loading Platform System	Cromwell Industries	Quotation dated March 12, 2025, with a validity up to 6 months from Date of Quotation	4 Qty	7.29	29.17
4.	Anjney Make PPCH FR Pneumatic pipe & Joining 5 machine of Airtex including complete bracketing, all hardware items like ball valve, pressure gauge, with Aluminium butterfly with labour Installation cost	S D Corporation	Quotation dated March 12, 2025, with a validity up to 6 months	5 Machine	4.43	22.68
5.	Air Cooling System	Mechplus Solutions Private Limited	Quotation dated March 12, 2025, with a validity up to 6 months	14 Qty	0.71	9.91
6.	Air Cooling System installation charges	Mechplus Solutions Private Limited	Quotation dated March 12, 2025, with a validity up to 6 months	1 Job	22.38	22.38
7.	Water Treatment system	Shri Sai Enterprise	Quotation dated March 12, 2025, with a validity up to 6 months from Date of Quotation	2 Qty	17.52	35.05
8.	Wilo maker fixed speed MPH System	Sunline Energy Corporation	Quotation dated March 13, 2025, with a validity up to 6 months	1 Qty	16.73	16.73
Total						**907.57**

Cost is inclusive of taxes and duties and exclusive of freight and insurance which will be on actual basis. Any variation in the mentioned cost will be utilised from the provision of contingency created or general corporate purposes or from existing internal accruals of the Company.

III. Electrical Expenses

Electrification mainly includes electrical panel for Main LT Panel, Water jet, and Texturising machines; aluminium and copper armoured / flexible cables, and other materials. Further it includes Labor Charges for fitting for above materials.

(₹ in Lakhs)

Sr. No.	Particulars	Name of supplier/ vendor	Date of Quotation	Estimated cost*
1.	11 KV PCE System Make SF6 Type LBS	Shreeji Electricals Limited	Quotation dated March 12, 2025 valid up to 6 months	1.73
2.	11 KV PCE System Make VCB Panel	Shreeji Electricals Limited		4.70
3.	Electrical panel HT and LT material	Shreeji Electricals Limited		206.51
Total				**212.94**

**Estimated cost is inclusive of taxes and exclusive of freight and insurance which will be on actual basis. Any variation in the mentioned cost will be utilised from the provision of contingency created or general corporate purposes or from existing internal accruals of the Company.*

IV. Membership Fees

The Company's membership with Sachin Udyog Nagar Sahakari Mandali Limited and Hojiwala Infrastructure Limited offers strategic benefits for its operations. Through Sachin Udyog Nagar Sahakari Mandali Limited, Company gains access to Common Effluent Treatment Plant (CETP), enabling compliant wastewater treatment and support for regulatory standards in environmentally responsible manufacturing. The membership also connects the Company with local textile industry members, potentially facilitating partnership and resource sharing.

Meanwhile, membership with Hojiwala Infrastructure Limited provides access to industrial infrastructure, ensuring operational stability, streamlined logistics and access to essential resources. Together, these membership supports Company's compliance, sustainability efforts and growth within the competitive textile industry in Surat.

(₹ in Lakhs)

Sr. No.	Particulars	Name of supplier/ vendor	Date of Proforma Invoice	Estimated cost*#
1	HIL CETP Membership Contribution	Sachin Udhyognagar Sahakari Mandali Ltd.	Proforma Invoice dated March 15, 2025, with a validity up to 6 months from Date of Proforma Invoice	451.70
2	New Membership Fees and Membership Transfer Fees	Hojiwala Infrastructure Limited	Proforma Invoice dated March 12, 2025, with a validity up to 6 months from Date of Proforma Invoice	61.66
Total				**513.36**

**Estimated cost is inclusive of taxes.*
#One-time membership fees to be paid to Sachin Udhyognagar Sahakari Mandali Ltd. and Hojiwala Infrastructure Limited.

V. Contingencies

We have created a provision for contingency of ₹ 61.71 lakhs, which is approximately 0.93% of total estimated cost excluding Membership fees, to absorb the fluctuation in hard cost arsing due to exchange rate variation or incidence of any unforeseen cost.

Government Approvals

In relation to the Proposed Facility, we are required to obtain certain approvals, which are routine in nature, from certain governmental or local authorities, the status of which is provided below as per Project Cost Vetting Report dated April 11, 2025, issued by D & B., Research Analyst.

Sr. No.	Particulars	Stage when it is required	Status
1.	Temporary Electric Permission	Pre-Construction stage	Yet to Apply
2.	Consent to establish	Pre-Construction stage	Provisional consent to establish obtained
3.	Consolidated Consent and Authorisation	During Construction stage	Yet to Apply

Sr. No.	Particulars	Stage when it is required	Status
4.	Permission for erection boiler	During Construction stage	Yet to Apply (Once the consent to establish is received then only the Company can apply for it.)
5.	Approval for usage of power	Post-Construction stage	To be applied at relevant stage
6.	Fire NOC	Post-Construction stage	To be applied at relevant stage

Other confirmations

All quotations mentioned in this section are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the machinery / equipment at the same costs. We are yet to place orders for any of the machinery / components of the Proposed Unit 4. Further, for risk arising out of the Objects, see "*Risk Factors - 39. We have not yet placed orders in relation to the capital expenditure to be incurred for the project we intend to fund through our Net Proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected*" on page 67 of this Prospectus. This includes financing the cost of establishing the Proposed Unit 4 which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties.

Further, the Objects of the Issue includes orders for purchase of machinery which have not yet been placed. There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the services may differ from the current estimates. Some of the quotations mentioned above do not include cost of freight, insurance (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

None of the vendors from whom we have procured quotations of Building, civil work and electrification and Plant & Machineries are related or connected to our Company, Promoters, Directors, Key Managerial Personnel, Senior Management and Group Companies. Our Promoters, Directors, Key Managerial Personnel, Senior Management Personnel and Group Companies do not have any interest in the proposed construction of building, civil works & electrification and Purchase of Plant & machineries.

2. Funding incremental working capital requirements:

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition, the Company is also manufacturing of Polyester Textured Yarn ("PTY") which is a part of manufacturing grey fabric.

Our Company commenced its operations in 2020, and the production from our first unit, Unit 1 located at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Surat, Gujarat, was subsequently started in 2021. As on date, our Company operates three manufacturing units in Surat, Gujarat, equipped with textile manufacturing technologies for, inter alia, texturizing, warping, water jet looms, and textile folding.

We fund majority of our working capital requirements in the ordinary course of business from banks, and through our internal accruals. With the increase in actual production in meters, company would require additional working capital to maintain inventory levels, consequently resulting in higher revenue from operations and in achieving the proposed targets as per our business plan. In addition to above, actual production in meters will further increase with commencement of New Unit i.e. Proposed Unit 4 based at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat *(Refer Objects of the Issue – 1 given above)*, Our Company will requires additional working capital for funding its incremental working capital requirements in the Financial Years ended March 31, 2026 and March 31, 2027

Cost of holding trade receivables and inventory mainly includes opportunity / financing cost which is adjusted against credit period offered by the suppliers i.e. trade payable. Company finances the working capital requirement through a combination of credit facility availed from banks and Internal accruals. Interest on credit facilities availed by the company as at December 31, 2024 ranges between 7.99%-9.50% per annum. For further details, Refer Note 12 and 31 of Annexure-VI - Notes to the restated financial information under chapter titled "*Restated Financial Information*" on page no. 232 of this Prospectus.

Details of Installed Capacity and Actual Production in meters

Unit 1					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	4,66,56,000	3,49,92,000	3,44,26,322	98.38
2023-24	12	4,66,56,000	4,66,56,000	4,61,28,664	98.86
2022-23	12	4,66,56,000	4,66,56,000	4,48,16,051	96.05
2021-22	7*	4,66,56,000	2,13,84,000	1,54,94,341	72.45

Since the unit was set-up in the Financial Year 2021-22, it was operational for a period of 7 months.

Unit 2					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	8,94,24,000	6,70,68,000	4,34,56,232	64.79
2023-24	12	8,94,24,000	8,29,44,000	6,24,41,246	75.28
2022-23	5*	8,94,24,000	3,21,30,000	2,54,87,739	79.32
2021-22	-	-	-	-	-

Since the unit was set-up in the Financial Year 2022-23, it was operational for a period of 5 months.

Unit 3					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis (in meter)**	**Actual production (in meter)**	**Utilization (in %)**
Nine months period ended December 31, 2024	9	9,72,00,000	7,29,00,000	6,14,26,035	84.26
2023-24	3*	9,72,00,000	2,43,00,000	1,89,45,524	77.96
2022-23	-	-	-	-	-
2021-22	-	-	-	-	-

Since the unit was set-up in the Financial Year 2023-24, it was operational for a period of 3 months.

Net working capital requirements of our Company as on March 31, 2024 on restated standalone basis was ₹ 3,523.14 Lakhs as against that of ₹ 2,491.03 Lakhs, and ₹ 1,179.30 Lakhs as on March 31, 2023, and March 31, 2022 respectively and ₹ 5,299.15 lakhs as on December 31, 2024. The Net working capital requirements for the financial year ended March 31, 2025 is estimated to be ₹ 7,764.63 Lakhs, ₹ 11,312.05 Lakhs for the financial year ended March 31, 2026 and ₹ 16,131.97 Lakhs for the financial year ended March 31, 2027. Our Company will meet the requirement to the extent of ₹ 2,650.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital requirement

The details of our Company's working capital as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, derived from and the source of funding, on the basis of Restated Standalone Financial Statements on standalone basis as certified by M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), our Statutory Auditors, through their certificate dated May 14, 2025 are set out in the table below:

(₹ in lakhs)

Particulars	For the period/ Financial Year ended on			
	Nine months ended December 31, 2024	**March 31, 2024**	**March 31,2023**	**March 31,2022**
Inventories				
• Raw Material	2,580.10	2,242.29	1,947.35	361.46
• Finished Goods and Stores & Spares	254.44	134.48	80.37	12.05
Trade receivables	2,164.20	1,104.34	741.44	705.75
Cash and cash equivalents	14.99	1.16	8.66	1.70
Other financial assets and current Assets	1,919.76	1,802.74	714.02	295.78
Total Current Assets (A)	**6,933.49**	**5,285.02**	**3,491.84**	**1,376.75**
Trade payables	472.67	1,331.42	495.65	34.39
Other Financial and Current Liabilities	901.55	27.97	175.76	101.21
Short-term provisions	260.13	402.49	329.40	61.84
Total Current Liabilities (B)	**1,634.35**	**1,761.88**	**1,000.81**	**197.45**
Net working capital requirements (A-B)	**5,299.15**	**3,523.14**	**2,491.03**	**1,179.30**
Funding Pattern				
Working capital funding from banks^	549.95	1,331.79	1,509.59	671.24
Internal Accruals	4,749.20	2,191.35	981.44	508.06

^ *Excluding current maturities of long-term debt and unsecured borrowings*

Estimated working capital requirements:

We propose to utilize ₹ 2,650.00 lakhs of the Net Proceeds till the financial year ended March 31, 2027, out of which ₹ 800.00 lakhs will be utilized in the Financial Year ended March 31, 2026 and the remaining amount i.e. ₹ 1,850.00 lakhs in financial year ended on March 31, 2027, towards our Company's working capital requirements. On the basis of our existing working capital requirements, management estimates and estimated working capital requirements, our Board of Directors pursuant to a resolution dated April 22, 2025 has approved the projected working capital requirements for the Financial Years ended March 31, 2025, March 31, 2026 and March 31, 2027. The proposed funding of such working capital requirements is set forth below:

(₹ in lakhs)

Particulars	Projected		
	Fiscal 2025	**Fiscal 2026**	**Fiscal 2027**
Inventories			
• Raw Material	3,493.34	4,934.24	7,981.64
• Finished Goods and Stores & Spares	277.95	356.61	535.35
Trade receivables	2,457.66	4,159.35	5,343.61
Cash and cash equivalents	12.51	14.21	20.21
Other current assets	2,134.56	2,690.15	3,309.92
Total Current Assets (A)	**8,376.02**	**12,154.56**	**17,190.73**
Trade payables	197.72	272.06	383.33
Other Financial and Current Liabilities	157.50	214.63	301.82
Short-term provisions	256.16	355.82	373.61
Total Current Liabilities (B)	**611.39**	**842.51**	**1,058.76**
Net working capital requirements (A-B)	**7,764.63**	**11,312.05**	**16,131.97**
Funding Pattern			
(a) Internal accruals / Borrowings^	7,764.63	10,512.04	13,481.96
(**b) Working capital gap**	**-**	**800.00**	**2,650.00**
Net Working Capital Requirement to be utilised from Net Proceeds	-	800.00	1,850.00

^ As on December 31, 2024, Company has ₹ 2550.00 lakhs of Cash credit/Working capital demand sanction loan
Source: Based on certificate by our statutory Auditor, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide its certificate dated May 14, 2025.

Assumptions for working capital requirements:

The table below sets forth the details of holding levels (with days rounded to the nearest whole number) for the period ended December 31, 2024, for the Financial Years ended March 31, 2024 and March 31, 2023 and March 31, 2022 as well as projections for the Financial Year ended March 31, 2025, March 31, 2026 and March 31, 2027.

(₹ in lakhs)

Particulars	Holding Period (In Months/Days)						
	(Projected)			(Restated)			
	31-Mar-27	31-Mar-26	31-Mar-25	31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22
Trade Receivables							
Number of months of Trade Receivables	1.17	1.11	0.77	0.92	0.56	0.64	1.00
Number of Days of Trade Receivables	35.00	33.00	23.00	28.00	17.00	19.00	30.00
Raw Material							
Number of months for Raw Material	2.31	2.14	1.98	1.74	2.00	1.35	0.63
Number of Days for Raw Material	69.00	64.00	60.00	52.00	60.00	40.00	19.00
Finished Goods and Stores & Spares							
Number of months for Finished Goods and Stores & Spares	0.18	0.17	0.15	0.18	0.11	0.06	0.02
Number of Days for Finished Goods and Stores & Spares	5.00	5.00	4.00	5.00	3.00	2.00	1.00
Current Liabilities							
Number of months of Trade Payable	0.12	0.12	0.50	0.32	0.87	0.31	0.06
Number of days of Trade Payable	4.00	4.00	15.00	10.00	26.00	9.00	2.00

Note:

1. *Holding period level (in months/days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of months/days in the year/period. (Assuming 360 days in a year)*
2. *Holding period level (in months/days) of stock of Raw-material is calculated by dividing average stock of Raw-material by Raw material purchased/Direct expenses multiplied by number of months/days in the year/period. (Assuming 360 days in a year)*
3. *Holding period level (in months/days) of stock of Finished goods, and stores & spares is calculated by dividing average stock of Finished goods, and stores & spares by Cost of goods sold multiplied by number of months/days in the year/period. (Assuming 360 days in a year)*
4. *Holding period level (in months/days) of Trade Payables is calculated by dividing average trade payables by Raw-material purchased/Direct expenses multiplied by number of months/days in the year/period. (Assuming 360 days in a year)*
5. *For the nine months period ended December 31, 2024, the amount has been taken on actual basis and not on average basis from the previous period as the comparative data for the same is not applicable.*

Source: Based on certificate by our statutory Auditor, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide its certificate dated May 14, 2025.

Our Company's estimated working capital requirements on a restated basis are based on the following key assumptions:

Sr No	Particulars	Details
Current Assets		
1.	Trade Receivables	Over the past three fiscal years, we have observed variations in our trade receivables holding days which represent credit period given by the Company to customers for settling their dues. In Fiscal 2022, our trade receivables days were 30 days, which significantly decreased to 19 days in Fiscal 2023, and then further decreased to 17 days in Fiscal 2024. While, Trade receivable holding days for the period ended December 31, 2024 stood at 28 days. Looking ahead, we anticipate gradual increase in our trade receivable holding days from 23 days in Fiscal 2025 to 33 days in Fiscal 2026 and to 35 days in Fiscal 2027. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships. While extending credit periods may lead to a slight increase in trade receivables days and it will ultimately contribute to our overall growth and market expansion.
2.	Raw Material	Our Raw material holding days, which represent the number of days our Raw material i.e. polyester yarn is held, have shown a gradual increase over the past three fiscal years. In Fiscal 2022, our inventory days stood at 19 days, followed by 40 days in Fiscal 2023, and 60 days in Fiscal 2024. Raw material holding days for the period ended December 31, 2024 stood at 52 days respectively. Looking ahead, we anticipate maintaining a consistent level of 60-70 days for Fiscal 2025,2026 and Fiscal 2027 based on historical trend of last fiscal year i.e. Fiscal 2024. Reason for high raw material days is Company need to store an adequate supply of raw material to ensure uninterrupted production. By having a sufficient inventory of these raw materials, we can meet the demand for our products and avoid any potential disruptions caused by any delay.
3.	Finished Goods and Stores & spares	Finished Goods and Stores & spares mainly includes grey fabric, Polyester Textured Yarn ("PTY") and stores & spares. Historically, average finished goods holding days has been 1 day, 2 days and 3 days of cost of goods sold for Fiscals 2022, 2023 and 2024 respectively. Finished goods holding days for the period ended December 31, 2024 stood at 5 days. Accordingly, the Company has assumed average finished goods holding days in the range of 4-5 days of its cost of goods sold for the Fiscals 2025,2026 and Fiscal 2027 respectively.
Current Liabilities		
4.	Trade Payables	Trade payable holding days, which represent the number of days taken to settle outstanding balance of trade payables, have shown a gradual increase over the past three fiscal years. In Fiscal 2022, our holding days stood at 2 days, followed by 9 days in Fiscal 2023, and 26 days in Fiscal 2024. Trade payable holding days for the period ended December 31, 2024 stood at 10 days. Company expects trade payable days to decrease to 15 days in Fiscal 2025 to 4 days in Fiscal 2026 and Fiscal 2027. The projected decrease in trade payables days is a strategic decision driven by our objectives to secure timely delivery and foster strong relationships with our large suppliers. By reducing the time it takes to settle our payables, we aim to negotiate more favorable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods and uninterrupted supply of Raw material.

Apart from above there are other working capital requirements such as Cash and cash equivalents, Other current assets, short term provisions and Other Financial and Current Liabilities. Details of which are given below.

Cash and Cash Equivalents	Cash and cash equivalents include cash in hand and balance in current account with Bank. Cash and Cash Equivalent balance is estimated based on amount required for day-to-day Business operation and for expected Business requirement of company.

Other current assets	Other current assets mainly includes balance with government authority, advances recoverable in cash, prepaid expenses, Interest subsidy receivable and electricity subsidy receivable are linked with interest expense and electricity expense incurred by the company. Projected Other Assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
Other Financial and Current Liabilities	Other Financial and Current Liabilities mainly includes creditor for expenses, Statutory dues payable, Advance received from Customers, creditor for capital goods. Other current liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include provision for employee benefit and Provision for expenses. Short-term provisions are estimated based on previous year outstanding amount and for expected Business requirement of company.

3. General Corporate Purposes:

Our management, will have flexibility in utilizing the balance Net Proceeds, aggregating to ₹3,287.78 towards general corporate purposes, subject to such utilisation not exceeding 25% of the aggregate of the gross proceeds from the Issue, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, including but not restricted to, the following:

- acquisition/hiring of land/property for building up corporate house,
- to enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceeds.

4. Issue Related Expenses

The Issue expenses are estimated to be approximately ₹ 1,416.73 lakhs. The Issue expenses comprises of, among other things, listing fee, underwriting fee, selling commission and brokerage, fee payable to the BRLM, legal counsels, Registrar to the Issue, Escrow Collection Bank, 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 Registered Brokers, RTAs and CDPs, fees payable to the Sponsor Bank for Bids made by UPI Bidders, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

All costs, charges, fees and expenses associated with and incurred in connection with the Issue, including corporate advertisements, issue advertising, printing, road show expenses, accommodation and travel expenses, stamp, transfer, issuance, documentary, registration, costs for execution and enforcement of the Issue Agreement, Registrar's fees, fees to be paid to the BRLM, fees and expenses of legal counsel to our Company and the BRLM, fees and expenses of the auditors, fees to be paid to Sponsor Bank, SCSBs (processing fees and selling commission), brokerage for Syndicate Members, commission to Registered Brokers, Collecting DPs and Collecting RTAs, and payments to consultants, and advisors, listing fees shall be borne by our Company. The fees of the BRLM shall be paid directly from the Public Issue Account where the proceeds of the Issue have been received, and immediately upon receipt of final listing and trading approvals from the Stock Exchanges, in the manner as may be set out in the Cash Escrow and Sponsor Bank Agreement. In the event that the Issue is postponed or withdrawn or abandoned for any reason or the Issue is not successful or consummated in terms of the Issue Agreement, all costs and expenses with respect to the Issue shall be borne by our Company, in accordance with Applicable Laws.

The estimated Issue related expenses are as follows:

Particulars	**Estimated Expenses (₹ in Lakhs)**	**Expenses (% of Total Issue expenses)**	**Expenses (% of Gross Proceeds)**
Fees payable to Book Running Lead Manager (inclusive of underwriting commission, brokerage and selling commission)	824.46	58.19	5.69
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs	69.03	4.87	0.48
Fees payable to the Registrar to the Issue	34.44	2.43	0.24
Others including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses;	208.16	14.69	1.44
Printing and distribution of stationery;	10.00	0.71	0.07
Advertising and marketing expenses;	135.88	9.59	0.94
Fees payable to legal counsel;	100.00	7.06	0.69
Fees payable to the auditors and independent chartered accountant	3.00	0.21	0.02
Fees payable to other advisors to the Issue, including but not limited to professional service provider, industry service provider and Monitoring Agency; and	16.75	1.18	0.12
Miscellaneous expenses	15.00	1.06	0.10
Total Estimated Issue Expenses	**1,416.73**	**100.00**	**9.78**

Notes:

1. *Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:*

Portion for Retail Individual Investors*	0.15% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	0.10% of the Amount Allotted (plus applicable taxes)

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE. No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

2. *Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹ 5.00 lakhs would be ₹ 10 plus applicable taxes, per valid application.*

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 5.00 lakhs (plus applicable taxes) and in case if the total processing fees exceeds ₹ 5.00 lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Non-Institutional Bidders and (ii) Qualified Institutional Bidders, as applicable.

3. *Selling commission of Retail Individual Bidders using the UPI mechanism and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:*

Portion for RIBs*	0.15% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% of the Amount Allotted (plus applicable taxes)

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

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined:

(i) For Retail Individual Bidders and Non-Institutional Bidders, on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

(ii) For Non-Institutional Bidders (above ₹ 5.00 lakhs), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

4. *Uploading Charges:*

(i) payable to Members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate members);

(ii) payable to SCSBs on the QIB Portion and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10 per valid application (plus applicable taxes).

The selling commission and bidding charges payable to Syndicate (including their sub-Syndicate Members) will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Notwithstanding anything contained above the total uploading charges payable under this clause will not exceed overall maximum cap of ₹ 5.00 lakhs (plus applicable taxes) and in case if the total uploading charges exceeds ₹ 5.00 lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Bidders and (ii) Non-Institutional Bidders, as applicable.

5. *Selling commission/ uploading charges payable to the Registered Brokers on the portion for Retail Individual Bidders (up to ₹ 200,000) procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

Portion for RIBs*	₹ 10 per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹ 10 per valid application (plus applicable taxes)

** Based on valid applications*

Notwithstanding anything contained above the total Selling commission/ uploading charges payable to the Registered Brokers under this clause will not exceed overall maximum cap of ₹ 5.00 lakhs (plus applicable taxes) and in case if the total Selling commission/ uploading charges exceeds ₹ 5.00 lakhs (plus applicable taxes) then

Selling commission/ uploading charges will be paid on pro-rata basis for portion of (i) Retail Individual Bidders and (ii) Non-Institutional Bidders, as applicable.

6. *Uploading charges/ Processing fees for applications made by RIBs (up to ₹ 200,000) and Non-Institutional Bidders (for an amount more than ₹ 200,000 and up to ₹ 500,000) using the UPI Mechanism would be as under:*

Members of the Syndicate / RTAs / CDPs/ Registered Brokers (uploading charges)*	₹ 10 per valid application (plus applicable taxes)
Sponsor Bank / Escrow Bank	HDFC Bank Limited -Up to 5.00 lakhs Valid UPI Applications ₹ Nil /-per valid application -Above 5.00 lakhs UPI valid applications ₹ 5.50 plus applicable taxes per UPI Valid Application The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement.
** The total uploading charges/ processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹5.00 lakhs (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹5.00 lakhs, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹5.00 lakhs.*

Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers will not exceed ₹ 20.00 lakhs (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 20.00 lakhs (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

Appraisal Report

None of the objects for which the Net Proceeds will be utilised have been financially appraised by any financial institutions / banks.

Bridge Financing

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

Interim Use of Funds

Pending utilization of the Net Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

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

Monitoring Utilization of Funds

Since this is entirely a fresh Issue and Issue size is in excess of ₹ 10,000 lakhs, our Company has appointed Acuite Ratings & Research Limited, a credit rating agency registered with SEBI for monitoring the utilization of the Gross Proceeds, in terms of Regulation 41 of the SEBI ICDR Regulations. Our audit committee and the monitoring agency will monitor the utilization of the Gross Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilized in full.

Our Company will disclose the utilization of the Gross Proceeds, including interim, use under a separate head in our balance sheet for such financial year as required under applicable law, specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilized.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the audit committee the uses and applications of the Gross Proceeds. The audit committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the audit committee.

Variation in Objects of the Issue

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our 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, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Price Band and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the following quantitative and qualitative factors as described below. The financial data presented in this section are based on the Restated Financial Information. The face value of the Equity Shares is ₹ 10 each and the Issue Price is 20.50 times the face value at the lower end of the Price Band and 21.60 times the face value at the higher end of the Price Band.

Investors should also refer to the sections/chapters titled *"Risk Factors", "Business Overview"* and *"Restated Financial Information"* on page no. 40, 288 and 232 respectively, of this Prospectus to have an informed view before making an investment decision.

QUALITATIVE FACTORS

- Market position in grey fabric and Polyester Textured Yarn ("PTY") manufacturing
- Investment in highly efficient water jet looms capable of producing flawless fabric in both quality and quantity; fully integrated manufacturing units established in strategic location
- Delivering strong financial and operating metrics
- Experienced Promoters with execution capabilities

For details of qualitative factors, please refer to the paragraph "*Our Competitive Strengths*" in the chapter titled "*Business Overview*" beginning on page no. 288 of this Prospectus.

QUANTITATIVE FACTORS

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

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

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Profit After Tax for the respective period/year}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Profit After Tax for the respective period/year}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

Weighted Average

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2024	11.83	3
Financial Year ended March 31, 2023	10.88	2
Financial Year ended March 31, 2022	3.59	1
Weighted Average	**10.14**	
Nine months period ended on December 31, 2024*	14.70	

** Not Annualized*

Notes:

1. *The shareholders passed special resolution at an Extra-Ordinary General Meeting held on June 21, 2024 to issue Bonus Equity Shares in the ratio of 500:01 i.e. 500 (Five hundred) new equity shares of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 1,98,97,500 Bonus Equity Shares on June 22, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.*
2. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year/ Total of weights.*
3. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
4. *Basic and diluted EPS are based on the Restated Financial Information.*

Simple Average

Financial Year/Period	Basic and Diluted EPS (in ₹)
Financial Year ended March 31, 2024	11.83
Financial Year ended March 31, 2023	10.88
Financial Year ended March 31, 2022	3.59
Simple Average	**8.77**
Nine months period ended on December 31, 2024*	14.70

** Not Annualized*

Notes:

1. *The shareholders passed special resolution at an Extra-Ordinary General Meeting held on June 21, 2024 to issue Bonus Equity Shares in the ratio of 500:01 i.e. 500 (Five hundred) new equity shares of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 1,98,97,500 Bonus Equity Shares on June 22, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.*
2. *Simple average = Aggregate of year-wise EPS divided by the total weights.*
3. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
4. *Basic and diluted EPS are based on the Restated Financial Information.*

2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ 205 to ₹ 216 per Equity Share:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Floor Price / Cap Price}}{\text{Restated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Floor Price (No. of times)	P/E at the Cap Price (No. of times)
Based on Basic and Diluted EPS as per the Restated Financial Information for the Financial Year ended March 31, 2024	11.83	17.33	18.26
Based on Weighted Average EPS	10.14	20.22	21.30
Based on Simple Average EPS	8.77	23.38	24.63

Industry PE:

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures polyester textured yarn ("**PTY Yarn**"), which is produced by heating polyester-oriented yarn ("**POY Yarn**"), our raw material used in the production of grey fabric.

Given the business model and its product portfolio, there are no direct listed companies, whose business portfolio is comparable with that of the Company business and comparable to our scale of operations. Hence, it is not possible to provide an industry comparison in relation to the Company. The Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other companies that operate in the same industry as that of Company.

3. Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax for the respective period/year}}{\text{Closing Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2024	49.77%	3
Financial Year ended March 31, 2023	67.61%	2
Financial Year ended March 31, 2022	99.45%	1
Weighted Average	**64.00%**	
Nine months period ended on December 31, 2024*	38.28%	

** Not Annualized*

Note:

1. *Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.*
2. *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 per Equity Share:

Restated Net Asset Value per equity share (₹) = Restated Net Worth as at the end of the year/ period ended / Number of Equity Shares outstanding

Particular	Amount (in ₹)
Nine months period ended on December 31, 2024	38.40
Financial Year ended March 31, 2024	23.77
Financial Year ended March 31, 2023	16.09
Financial Year ended March 31, 2022	3.61
After the Issue	
- At Floor Price	80.34
- At Cap Price	83.11
Issue Price	216.00

Notes:

1. *The shareholders passed special resolution at an Extra-Ordinary General Meeting held on June 21, 2024 to issue Bonus Equity Shares in the ratio of 500:01 i.e. 500 (Five hundred) new equity shares of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 1,98,97,500 Bonus Equity Shares on June 22, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.*
2. *Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profit, securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated financial information, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.*
3. *Issue Price per equity share has been determined by our Company, in consultation with the Book Running Book Running Lead Manager.*

5. Comparison of Accounting Ratios with Peer Group Companies:

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures polyester textured yarn ("**PTY Yarn**"), which is produced by heating polyester-oriented yarn ("**POY Yarn**"), our raw material used in the production of grey fabric.

Given the business model and its product portfolio, there are no direct listed companies, whose business portfolio is comparable with that of the Company business and comparable to our scale of operations. Hence, it is not possible to provide an industry comparison in relation to the Company. The Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other companies that operate in the same industry as that of Company.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS ("KPIs")

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated May 14, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the 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 the Red Herring Prospectus. Additionally, the KPIs have been subjected to verification and certification by M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), Statutory Auditors by their certificate dated May 14, 2025.

The KPIs of our Company have been disclosed in the sections *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* starting on pages 173 and 288, respectively. We have described and defined the KPIs, as applicable, in *"Definitions and Abbreviations"* beginning on page 6.

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 utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Period / Financial Year ended on			
	Nine months ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs) (1)	21,161.52	19,905.56	13,539.90	4,233.40
Growth in Revenue from Operations (%) (2)	-	47.01%	219.84%	-
Gross Profit (₹ in Lakhs) (3)	8,265.36	7,657.64	4,911.91	1,183.07
Gross Profit Margin (%) (4)	39.06%	38.47%	36.28%	27.95%
EBITDA (₹ in Lakhs) (5)	4,603.16	4,117.31	2,606.41	517.46
EBITDA Margin (%) (6)	21.75%	20.68%	19.25%	12.22%
Profit After Tax (₹ in Lakhs) (7)	2,930.63	2,358.64	1,630.09	179.86
PAT Margin (%) (8)	13.85%	11.85%	12.04%	4.25%
RoCE (%) (9)	27.11%*	27.42%	34.93%	12.23%
RoE (%) (10)	38.16%*	49.45%	67.61%	99.45%
Net Fixed Assets Turnover Ratio (In times) (11)	3.02*	2.68	3.86	2.67
Net Working Capital days (In days) (12)	67.00	61.00	66.00	98.00
Operating Cash Flows (₹ in Lakhs) (13)	2,577.01	2,213.26	689.60	(832.62)

** Not Annualized*

Notes:

1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Information.
2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
3) Gross Profit is calculated from the revenue from operations as reduced by Cost of materials consumed and Changes in inventories of finished goods and work-in-progress.
4) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.
5) EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.
6) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
7) Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.
8) PAT Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.
9) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Shareholder Equity.
10) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before tax plus Interest Expense/finance costs less Other Income) divided by capital employed. Capital Employed includes Total equity, Long-Term Borrowing & Short-Term Borrowing reduced by Cash and Cash equivalent.
11) Net Fixed Asset Turnover is calculated as Revenue from Operation divided by Fixed Assets which consists of Tangible assets, Right of use assets, capital work-in-progress and Intangible assets.

12) *Net Working Capital Days is calculated as Net working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding short term borrowing).*
13) *Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Information.*

Source: The Figure has been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025

OPERATIONAL KPIs OF OUR COMPANY

Particulars	For the period/ Financial Year ended on			
	Nine months ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Average Capacity Utilization (%)	79.62	79.51	83.78	56.93
Employee Count	666	793	568	193

Notes:
1) *Average capacity utilization has been calculated by dividing actual production divided by pro-rata based installed capacity for respective period. (% is calculated for the period ending December 31, 2024 is as per Chartered Engineer's Certificate).*
2) *Employee count has been calculated as number of employees in respective period.*

Source: The Figure has been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the profits from manufacturing of products by the Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sale of products manufactured by the Company.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Net Working Capital Days (in days)	Net working capital days indicates the working capital requirements of our Company in relation to revenue generated from operations.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities.
Capacity Utilization	This metric enables us to link Actual Production with Installed Production Capacity.
Employee Count	Employee count shows Employees strength of our Company.

Comparison of KPIs of the Company with Company's listed industry peers

Given the business model and its product portfolio, there are no direct listed companies, whose business portfolio is comparable with that of the Company business and comparable to our scale of operations. Hence, it is not possible to provide an industry comparison in relation to the Company. The Company does not have any listed industry peers in India or abroad and it may be difficult to benchmark and evaluate our financial performance against other companies that operate in the same industry as that of Company.

WEIGHTED AVERAGE COST OF ACQUISITION:

a) The Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).

The details of issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days, are as follows:

There has been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

The details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoter, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue 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, are as follows:

S. No	Name of Transferee	Name of Transferor	Date of Transfer	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face Value (₹)	Total Consideration (₹ in Lakhs)
1	Amee Dhiren Shah	Ankur Mangilal Borana HUF	01-Aug-24	195000	27.00	10.00	52.65
2	Shah Dhiren Mahendrakumar HUF	Ankur Mangilal Borana HUF	01-Aug-24	195000	27.00	10.00	52.65
3	Dhiren Mahendrakumar Shah	Ankur Mangilal Borana HUF	01-Aug-24	195000	27.00	10.00	52.65
4	Deven Mahendrakumar Shah	Ankur Mangilal Borana HUF	01-Aug-24	107765	27.00	10.00	29.10
5	Snehil Hemant Borana	Ankur Mangilal Borana HUF	01-Aug-24	290000	27.00	10.00	78.30
6	Sonu Snehil Borana	Ankur Mangilal Borana HUF	01-Aug-24	290000	27.00	10.00	78.30
7	Ankit Pramod Dalmia	Ankur Mangilal Borana HUF	01-Aug-24	57500	27.00	10.00	15.53
8	Kamalvijay Ramchandra Tulsian	Ankur Mangilal Borana HUF	01-Aug-24	15000	27.00	10.00	4.05

S. No	Name of Transferee	Name of Transferor	Date of Transfer	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face Value (₹)	Total Consideration (₹ in Lakhs)
9	Amit Bharatkumar Tulsian	Ankur Mangilal Borana HUF	01-Aug-24	15000	27.00	10.00	4.05
10	Ankur Shyamsunder Tulsian	Ankur Mangilal Borana HUF	01-Aug-24	15000	27.00	10.00	4.05
11	Pooja Prayank Agarwal	Ankur Mangilal Borana HUF	01-Aug-24	37000	27.00	10.00	9.99
12	Pradeep Gupta	Ankur Mangilal Borana HUF	01-Aug-24	22500	27.00	10.00	6.08
Total				**1434765**			**387.39**
Weighted average price of transfer (WAPT)							**₹27.00**

c) Price per share based on the last five primary or secondary transactions;

Since there are transactions to report under (b) above therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Prospectus irrespective of the size of transactions is not required to disclosed.

d) Weighted average cost of acquisition, floor price and cap price:

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (i.e. ₹ 205)	Cap Price (i.e. ₹ 216)
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-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.	27.00	7.59 times	8.00 times
Since there were secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Prospectus, which are equal to or more than 5% of the fully	N.A.	N.A.	N.A.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (i.e. ₹ 205)	Cap Price (i.e. ₹ 216)
diluted paid-up share capital of our Company, the information has not been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Prospectus irrespective of the size of the transaction.			

Source: The Figure has been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 22, 2025.

Justification for Basis of Issue price: -

(i) The following provides an explanation to the Cap Price being 8.00 times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions (as disclosed above) in the last three full Financial Years preceding the date of this Prospectus compared to our Company's KPIs and financial ratios for the Financial Years 2024, 2023 and 2022 and) in view of external factors, if any, which may have influenced the pricing of the Issue:

- *Our revenue from operations on Restated basis has been ₹ 4,233.40 lakhs in FY 2021-22, ₹ 13,539.90 lakhs in the FY 2022-23, ₹ 19,905.56 lakhs in the FY 2023-24 showing a compounded growth of 116.84% per annum. Revenue from operation for the period ended December 31, 2024 was ₹ 21,161.52 lakhs on restated basis;*
- *Our Gross Profit on Restated basis has been ₹ 1,183.07 lakhs in FY 2021-22, ₹ 4,911.91 lakhs in the FY 2022-23, ₹ 7,657.64 lakhs in the FY 2023-24 showing a compounded growth of 154.41% per annum. Revenue from operation for the period ended December 31, 2024 was ₹ 8,265.36 lakhs on restated basis;*
- *Our EBITDA on Restated basis has been ₹ 517.46 lakhs in FY 2021-22, ₹ 2,606.41 lakhs in the FY 2022-23, ₹ 4,117.31 lakhs in the FY 2023-24 showing a compounded growth of 182.08% per annum. EBITDA for the period ended December 31, 2024 was ₹ 4,603.16 lakhs on restated basis;*
- *Our Profit after tax on Restated basis has been ₹ 179.86 lakhs in FY 2021-22, ₹ 1,630.09 lakhs in the FY 2022-23, ₹ 2,358.64 lakhs in the FY 2023-24 showing a compounded growth of 262.13% per annum. Profit after tax for the period ended December 31, 2024 was ₹ 2,930.63 lakhs on restated basis;*
- *Our Net worth on Restated basis has been ₹ 180.86 lakhs in FY 2021-22, ₹ 2,411.02 lakhs in the FY 2022-23, ₹ 4,739.02 lakhs in the FY 2023-24 showing a compounded growth of 411.89% per annum. Net worth for the period ended December 31, 2024 was ₹ 7,655.11 lakhs on restated basis.*

The Issue Price of ₹ 216 has been determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Restated Financial Information*" beginning on pages 40, 173 and 232, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" on page 40 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors,
Borana Weaves Limited
Plot No AA/34, B 16/16, Hojiwala Industrial Estate,
Susml, Sachin, Surat,
Gujarat – 394230, India.
(The **"Company")**

Beeline Capital Advisors Private Limited
B/1311-1314, Thirteenth Floor,
Shilp Corporate Park, Rajpath Rangoli Road,
Thaltej, Ahmedabad,
Gujarat, India- 380054

(*Beeline Capital Advisors Private Limited is being appointed as book running lead manager in connection with the Issue, the "**BRLM**".*)

Re: Proposed initial public offering of equity shares of face value of Rs. 10/- each (the "Equity Shares" and such offering, the "Issue") of 'Borana Weaves Limited' (the "Company")

Dear Sir/Madam,

We, **KSA & Co.,** Chartered Accountant, Statutory Auditor of the Company, have received a request from the Company to certify the possible special tax benefits, available to the Company, and its shareholders under the direct and indirect tax laws presently in force in India and under the applicable tax laws, as on the date of this certificate.

Management responsibility

The preparation of the statement attached to this certificate is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

The Company is responsible for preparation of the restated financial information of the Company for the nine months period ended December 31, 2024 and for the Financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and, in accordance with the Companies Act, 2013, as amended and Indian Accounting Standards prescribed under the Companies Act (Indian Accounting Standards) Rules, 2015 and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Auditor's Responsibility

This report is issued in accordance with the Engagement Letter dated September 06, 2024.

We hereby report that the enclosed Annexure I prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India and as on the signing date, which are defined in **Annexure I**. These possible special tax benefits are dependent on the Company, and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed **Annexure I** cover the possible special tax benefits available to the Company and its shareholders but does not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure I and its contents is the responsibility of the management of the Company and is not exhaustive. We were informed that the 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 offering of equity shares of the Company comprising of Issue of the Equity Shares by the Company 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 possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

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

Conclusion

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

i) the Company, and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

The contents of enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

Restriction on Use

This certificate is for information and for inclusion (in part or full) in the the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") to be filed in relation to the Issue (collectively, the "**Offer Documents**") or any other Issue - related material, and may be relied upon by the Company, the Book Running Lead Manager and the legal advisors to the Issue. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Ahmedabad ("**RoC**"), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to update you in writing of any changes in the abovementioned position until the date the Equity Shares issued pursuant to the Issue commence trading on the stock exchanges, provided that our engagement with the Company is ongoing and we have been informed in writing by the Company on the changes in the contents/facts provided to us earlier and which are relating to the content of this certificate. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For **KSA & Co.**
Chartered Accountants
Firm Registration No. 003822C

Arun Kanodiya
Partner
Membership No.: 077131
Place: Surat
Date: April 22, 2025
UDIN: 25077131BMGYFQ9459

Encl: As above

ANNEXURE I

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS UNDER INCOME TAX ACT, 1961 (ACT), THE CENTRAL GOODS AND SERVICES TAX ACT, 2017, THE INTEGRATED GOODS AND SERVICES TAX ACT, 2017 AND THE APPLICABLE STATES' GOODS AND SERVICES TAX ACTS AND OTHER APPLICABLE TAX LAWS.

The information provided below sets out the possible special direct tax benefits available to Borana Weaves Limited ("**Company**") and its Shareholders, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership, and disposal of equity shares of the Company, under the Income-tax Act, 1961 ('Act') presently in force in India viz. the Income-tax Act, 1961, ('Act'), the Income-tax Rules, 1962, ('Rules'), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2026-27 relevant to the financial year 2025-26, possible special tax benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Bill 2025 applicable for the Financial Year 2025-26 including the rules, regulations, circulars and notifications issued there under (collectively referred as "**Taxation Laws**") presently force in India.

Several of these benefits are dependent on fulfilling the conditions prescribed under the relevant Taxation Laws. Hence, the ability of the Company, its Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business / commercial imperatives any of them face, may or may not choose to fulfill. We do not express any opinion or provide any assurance as to whether the Company, its Shareholders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing Taxation Laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Investors are advised to consult their own tax consultant with respect to the tax implications of an investment and consequences of purchasing, owning and disposing of equity shares in the securities, 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 in their particular situation.

I. Special tax benefits available to the Company

A. Direct Tax

- Lower corporate tax rates on income of domestic companies - Section 115BAB of the Act

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAB wherein new manufacturing companies incorporated on or after the 1st day of October 2019 are entitled to avail a concessional tax rate of 15% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from FY 2019-20 relevant to AY 2020-21 and the option once exercised shall apply to subsequent assessment years. The concessional rate of 15% is subject to the company not availing any of the following specified tax exemptions/incentives under the Act:

i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone.

ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation).

iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund).

iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research).

v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project).

vi. Deduction under section 35CCD (Expenditure on skill development).

vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M.

viii. No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above.

ix. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

The option under Section 115BAB of the Act once exercised cannot be subsequently withdrawn for the same or any future financial year.

Note: The Company has opted the lower rate benefit for the financial year 2021-22 relevant to the assessment year 2022-23 as mentioned in the Section 115BAB for which declaration for the same has already been filed with the tax authority

B. Indirect Tax

There are no special indirect tax benefits available to the equity shareholders of Company under the Indirect tax laws.

II. Special tax benefits available to the Shareholders

There are no special tax benefits available to the shareholders of the Company for investing in the shares of the Company.

Notes:

1. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our 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. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on this statement.

2. The above Statement of possible special tax benefits sets out the provisions of Indian tax laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

3. All the above benefits are as per the current tax law and any change or amendment in the laws/regulation, which when implemented would impact the same.

4. The above Statement covers only certain possible special tax benefits under the Taxation Laws, read with the relevant rules, circulars and notifications applicable as on date and does not cover any benefit under any other law in force in India. This Statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

5. 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, the changing taxation laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed issue.

6. This statement has been prepared solely in connection with the proposed issue under the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

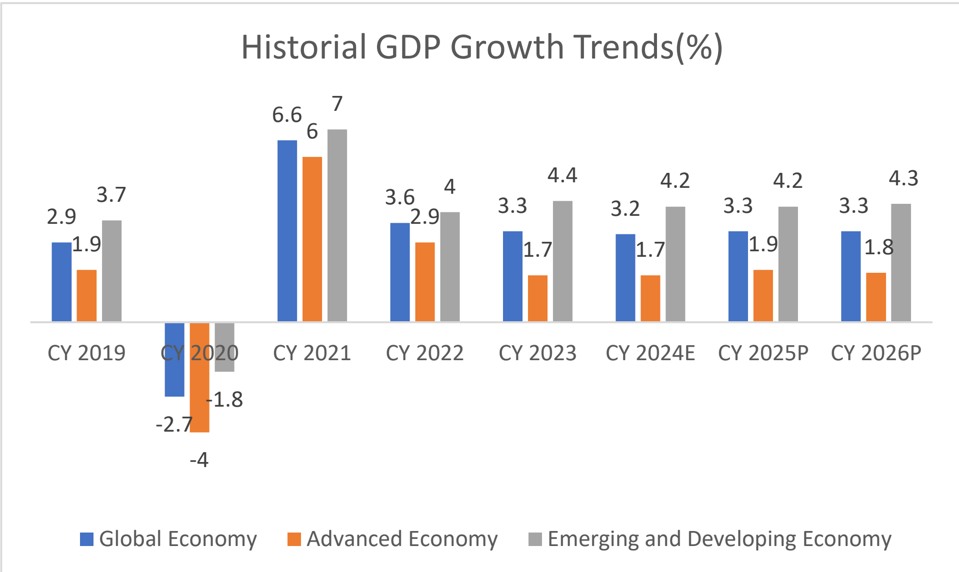
Global Macroeconomic Landscape

Global Economic Overview

The global economy, which grew by 3.3% in 2023, is expected to record a sluggish growth of 3.2% in 2024 before rising modestly to 3.3% in 2025. Between 2021 – 2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

While China, the largest manufacturing hub of world, was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese Government took several steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

The year 2024 continued to remain a challenging year marked by uncertainties and transformative shifts. Numerous factors such as high inflation in many economies despite central bank effort to curb inflation, continuing energy market volatility driven by geopolitical tensions particularly in Ukraine and Middle East, and the re-election of Donald Trump as US President extended uncertainty around the trade policies as well as overall global economic growth. High inflation and rising borrowing costs affected the private consumption on one hand while fiscal consolidation impacted the government consumption on the other hand. As a result, global GDP growth is estimated to grow by 3.2% in CY 2024 as compared to 3.3% in CY 2023.

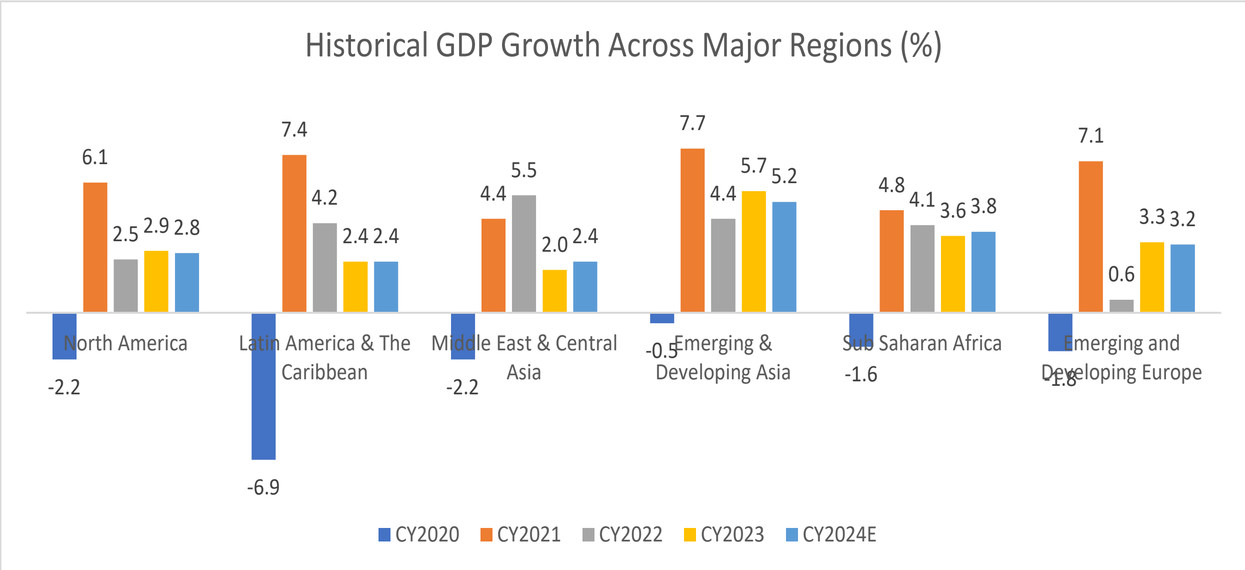


Source – IMF Global GDP Forecast Release January 2025

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

GDP Growth Across Major Regions

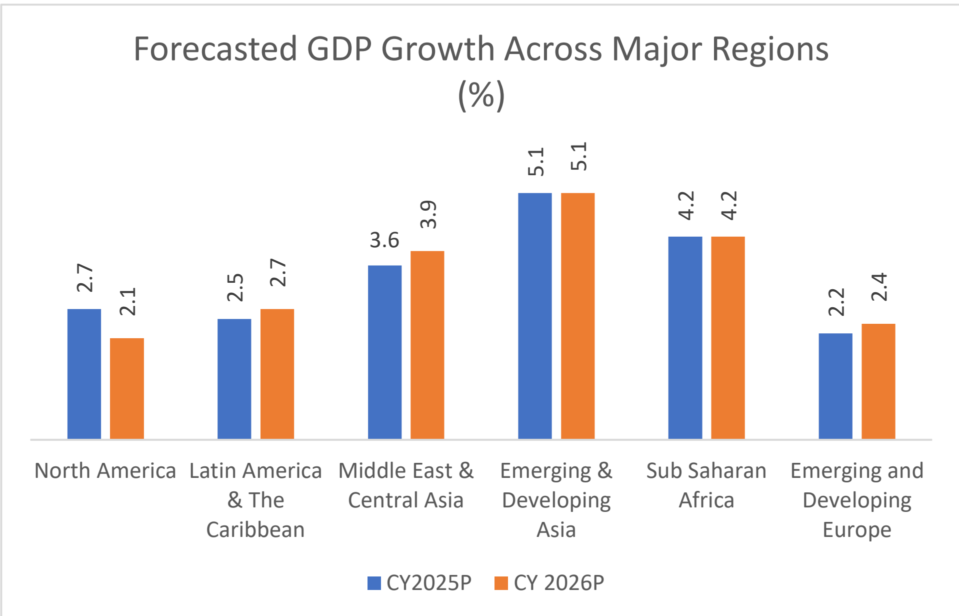
GDP growth of major regions including Emerging and Developing Europe, Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia etc.) is expected to decrease from 5. 2% in CY 2024 to 5.1% in CY 2025, while in the North America, it is expected to decrease from 2.8% in CY 2024 to 2.7% in CY 2025.



Source-IMF World Economic Outlook January 2025 update

Except for Emerging and Developing Asia, Emerging and Developing Europe and North America, all other regions are expected to record an increase in GDP growth rate in CY 2025 as compared to CY 2024. Further, growth in the United States is expected to come down at 2.7% in CY 2025 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.



Source-IMF, OECD, and World Bank, D&B Estimates

Global Economic Outlook

As 2025 begins, there is some uncertainty due to the likely shift in policy following numerous elections around the world. New policies could lead to new trajectories for inflation, borrowing costs, and currency values, as well as trade flows, capital flows, and costs of production. Meanwhile, governments and central banks continue to navigate a balance between a desire to suppress inflation and a goal to boost growth.

Real GDP in advanced economies is projected to grow 1.9% in 2025, up from 1.7% in 2024. In the US, economic activity is expected to remain robust, supported by solid income and productivity, even as real GDP growth slips from 2.8% in 2024 to 2.1% in 2025. In Europe, steady income growth and falling interest rates should drive stronger consumer spending growth and a modest recovery in investment. Real GDP growth in Japan is likely to rebound toward 1.1% driven by a gradual acceleration in real wages and consumer spending. Additionally, real GDP growth in mainland China slowing to 4.6% in 2025 as structural property sector and demographic challenges will restrain economic activity despite fiscal and monetary policy support. India should remain a bright spot, with real GDP growth expected at 6.5%, driven by public investment and strong domestic demand. Latin America is expected to see a mildly stronger expansion, despite a notable slowdown in growth in Brazil.

The emerging markets that have advantageous locations and preferential trade agreements across major blocs will grow. India, Saudi Arabia, Mexico, Brazil, the United Arab Emirates and Southeast Asian economies will benefit from maintaining or developing strong trade and investment relations across geopolitical blocs. India will continue to foster trade and investment ties across geopolitical divides while being a critical driver of South-South trade. Southeast Asia is likely to remain the top destination for foreign investment among emerging markets. In the US, protectionist measures will be used in a transactional manner to extract trade, immigration, drug traffic control, defense spending and other political concessions from trading partners. We anticipate targeted tariffs on trading partners. However, we note that a scenario factoring 60% tariffs on Chinese imports and a 10% universal tariff on all imports from other US trading partners (assuming proportional retaliation against US exports) would reduce global GDP by 1.4% after two years, with GDP in the US, mainland China, Mexico and Canada reduced by 2.0% to 3.0%.

In Europe, the European Commission will also make increasing use of trade-defensive tools such as tariffs and step up scrutiny of foreign direct investments in strategic sectors. And, in emerging countries, this trend will increasingly manifest in resource nationalism, as governments from Mexico to Indonesia seek greater state involvement in the resources sector or higher value-added process to occur domestically.

Global inflation is expected to decline steadily, to 4.2% in 2025 and to 3.5% in 2026 still somewhat higher than the 3.1% pace in 2019. In advanced economies, where inflation surged to multidecade highs following the pandemic, price pressures are expected to moderate but remain uneven. Wage cost pressures, potential tariffs and limited innovation undermining global competitiveness in some sectors are likely to persist across European economies and the UK. In the US, we expect the moderating trend in inflation will remain in place through early 2025, though it could then change as deregulation, potential immigration restrictions and tariffs lead to a renewed inflation impulse. In contrast to President-elect Trump's first term, these inflationary pressures would come in a new paradigm defined by fragile supply conditions, elevated geopolitical tensions and structural upside risks to inflation. Geopolitical tensions such as the wars in Ukraine and the Middle East could further exacerbate inflation volatility, particularly in energy and agricultural commodities.

Mainland China will face a different macroeconomic challenge: the risk of deflation due to subdued consumer spending trends, cautious business investment and ongoing deleveraging in the property sector. This has prompted authorities to announce stimulus measures to prevent exacerbating deflationary pressures. Indeed, deflation could slow the economic recovery by delaying consumer purchases, eroding corporate revenues and worsening real debt burdens, particularly if property sector weakness and slowing exports continue to weigh on private sector confidence. Emerging markets will grapple with the challenge of curbing inflation while contending with fragile supply chains, volatile commodity prices and foreign exchange fluctuations. Several Asian emerging economies, including India and Indonesia, are better positioned to maintain price stability due to proactive fiscal measures and monetary prudence. The combination of a diversified supply base that mitigates reliance on external inputs and importing deflation from China should further support disinflation.

India Macroeconomic Analysis

In India, growth is expected to decelerate to 6.5% in FY 2024 from 8.2% in FY 2023, reflecting a slowdown in investment and weak manufacturing growth. However, services activity has been steady, while growth in the agricultural sector has recovered. Private consumption growth has remained resilient, primarily driven by improved rural incomes accompanied by a recovery of agricultural output. In contrast, higher inflation and slower credit growth have curbed consumption in urban areas.

Country	Real GDP Growth (CY 2023)	Estimated GDP Growth (CY 2024)	Projected GDP Growth (CY 2025)	Projected GDP Growth (CY 2026)
India	8.2%	6.5%	6.5%	6.5%
China	5.2%	4.8%	4.6%	4.5%
Russia	3.6%	3.8%	1.4%	1.2%
Brazil	3.2%	3.7%	2.2%	2.2%
United States	2.9%	2.8%	2.7%	2.1%
Japan	1.5%	-0.2%	1.1%	0.8%
Canada	1.5%	1.3%	2.0%	2.0%
France	1.1%	1.1%	0.8%	1.1%
Italy	0.7%	0.6%	0.7%	0.9%
South Africa	0.7%	0.8%	1.5%	1.6%
United Kingdom	0.3%	0.9%	1.6%	1.5%
Germany	-0.3%	-0.2%	0.3%	1.1%

Source: IMF World Economic Outlook, January 2025 update

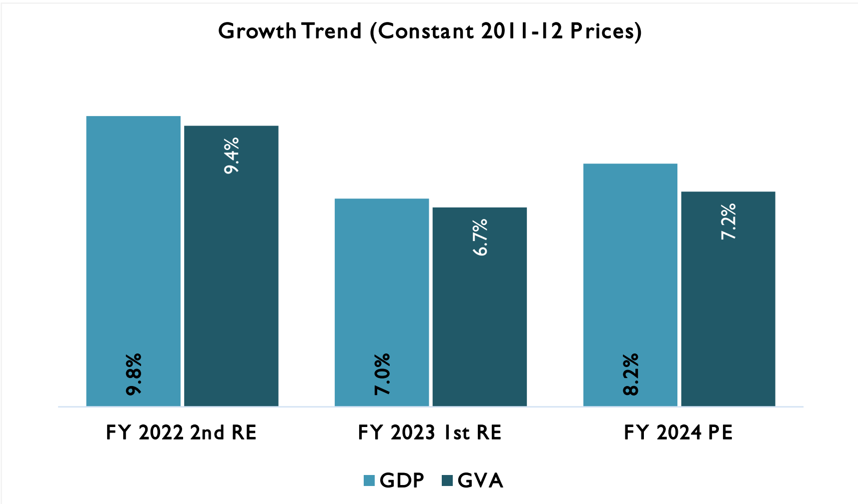
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South) Countries have been arranged in descending order of GDP growth in 2023).

There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of the central government increased by 11.1% increase in capital expenditure (budget estimates), to the tune of INR 11.11 trillion in the Union Budget 2024-2025 constituting 3.4% of the GDP. The improvement was accentuated further as the Budget 2025-2026 announced an 10% increase in capital expenditure , coupled with INR 1.5 trillion in interest-free loans to states. This has provided much-needed confidence to the private sector, and in turn, expected to attract the private investment.

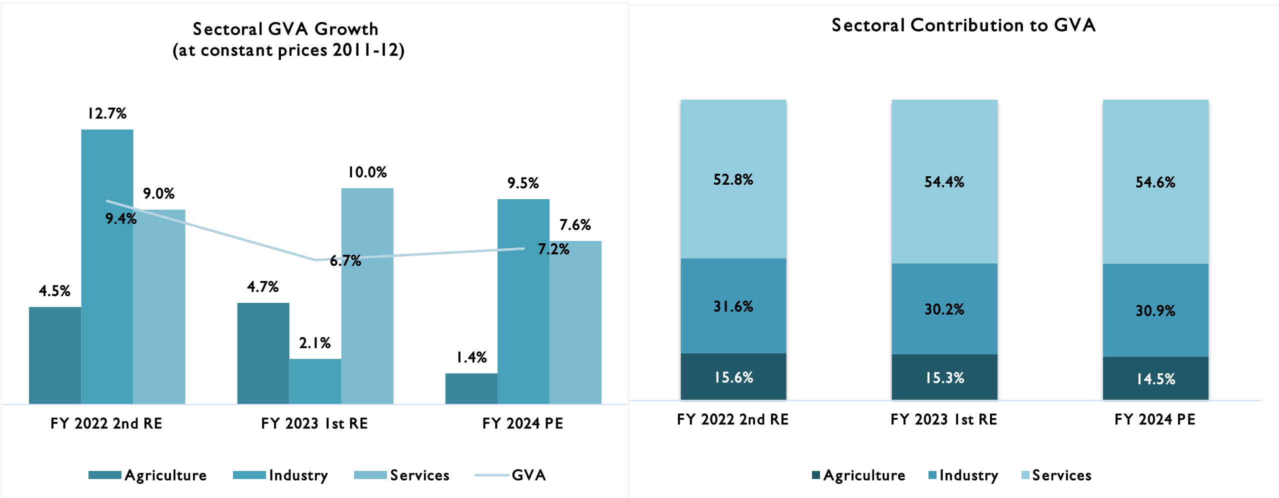
Historical GDP and GVA Growth trend

As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24

Sectoral Contribution to GVA and annual growth trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

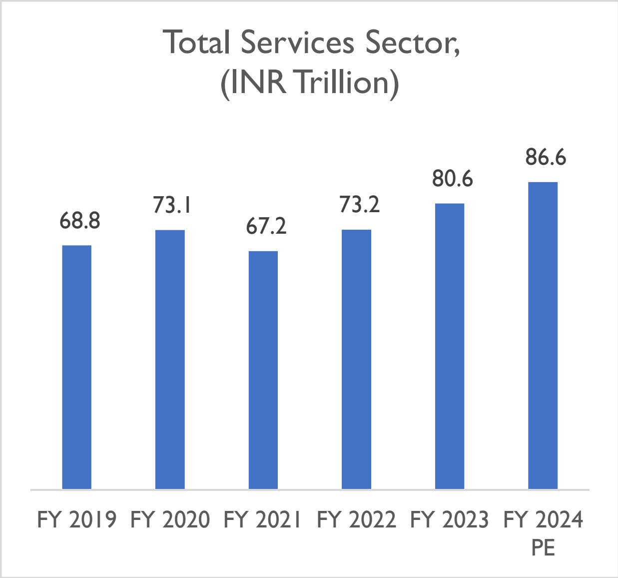
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9.5% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing and construction sector rose significantly and it registered a growth of 7.1%, 9.9% and 9.9% in FY 2024 against a y-o-y change of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against 9.44% in the previous years.

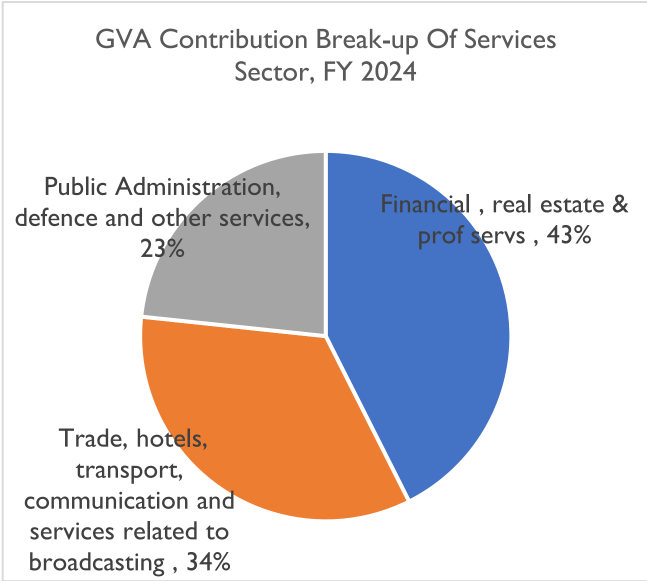
Talking about the services sector's performance, with major relaxation in covid restriction, progress on COVID-19 vaccination and living with virus attitude, business in the service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to the pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen in FY 2023 and grow in FY 2024, although the growth hasn't shown substantial increases. In FY 2024, services sector grew by 7.6% against 10% y-o-y growth in the previous year.

Expansion in Service Sector

Services sector is a major contributor to the country's overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services- the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services[1] observed 4.5% CAGR and Trade, hotels, transport, communication, and services related to broadcasting witnessed 3.1% CAGR between FY 2019-24.

[1] Other services include Education, Health, Recreation, and other personal services.



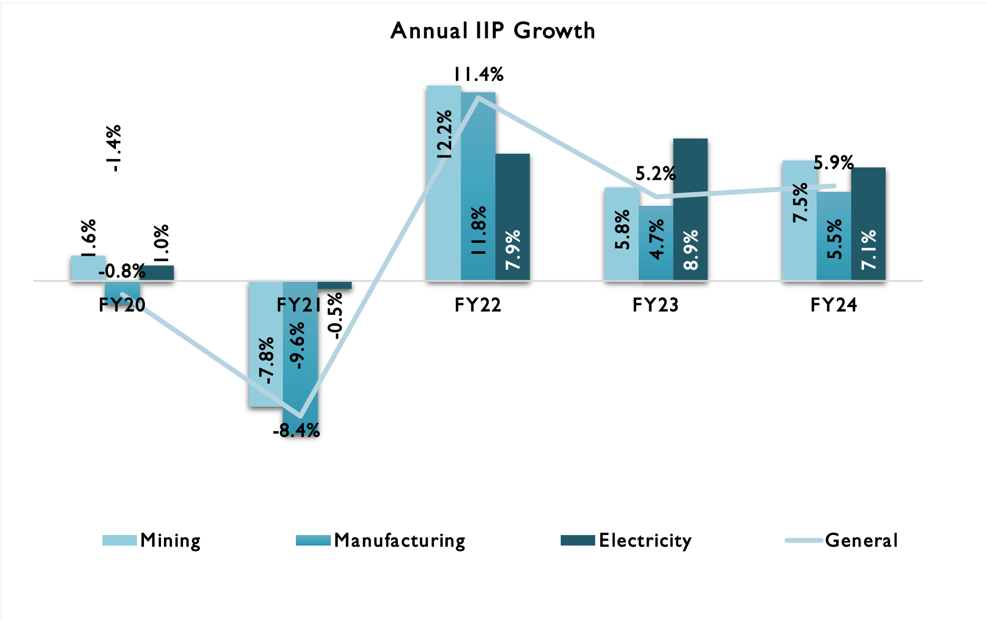


Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates2F[2]

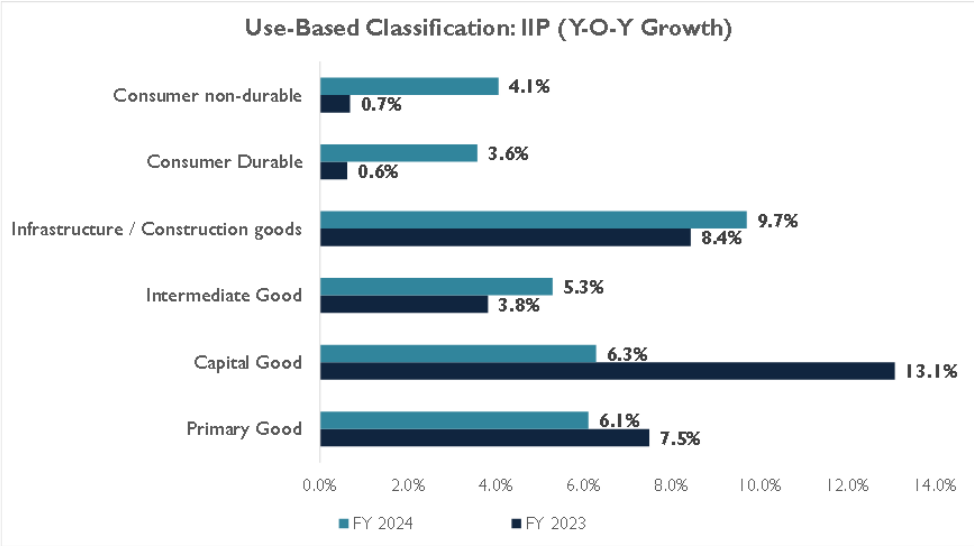
India's HSBC Services Purchasing Managers' Index**,** an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

IIP Growth

Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2024 against 4.7% y-o-y growth in FY 2023 while mining sector index too grew by 7.5% in FY 2024 against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% in FY 2024 against 8.9% in the previous year.



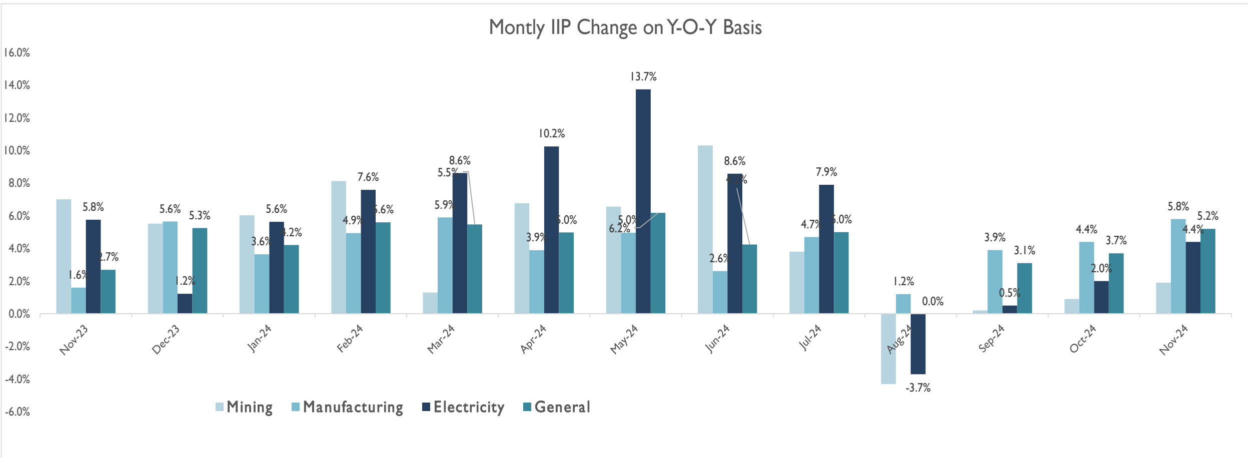
2 Projection as Based on CMIE Growth rate till FY 2029 and FY 2030 is based on Dun & Bradstreet assumption.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

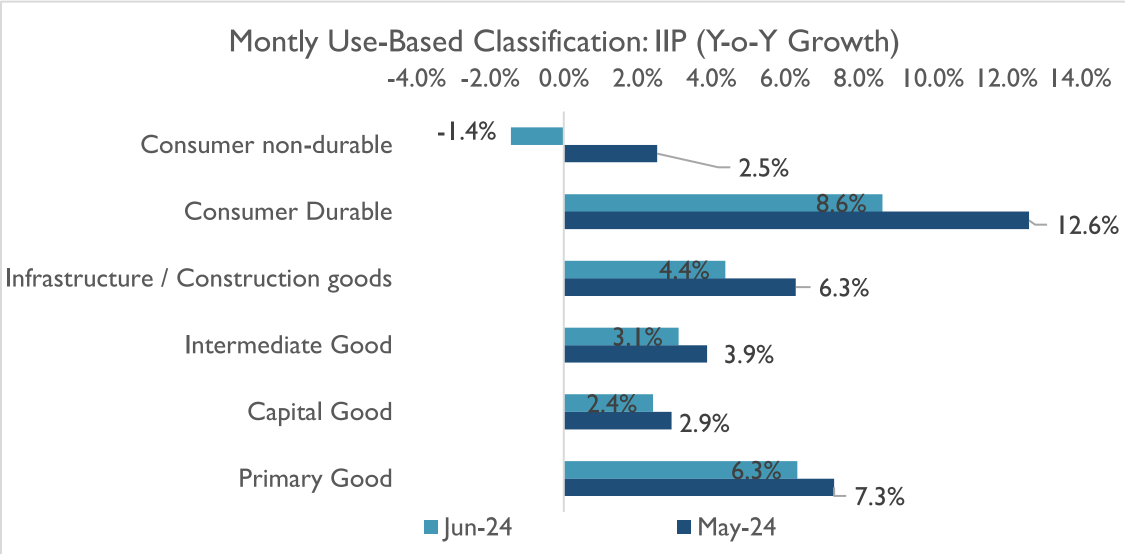
As per the use-based classification, most segments have shown growth for FY 2024 compared to FY 2023. Capital good and primary goods were segments which faced less growth as compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

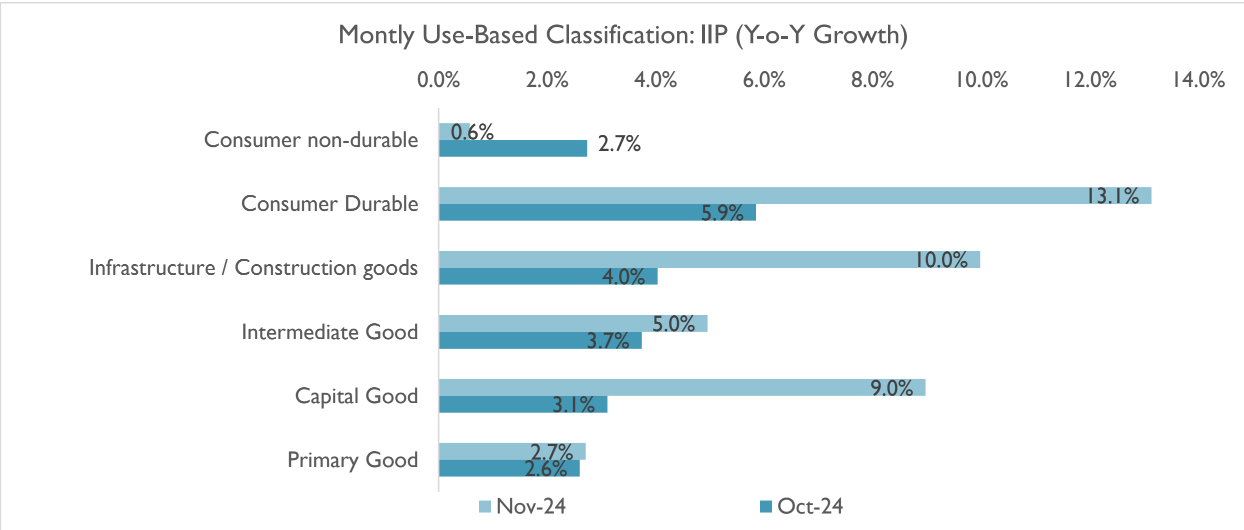
Monthly IIP Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last fiscal. Overall IIP index grew by 5.2% in November 2024 against 2.3% y-o-y growth observed in November 2023. However, the mining sector index growth slowed to 1.9% in November 2024, against 7.0% y-o-y growth in November 2023 while the manufacturing sector index exhibited substantial improvement and they grew by 5.8% in November 2024 against 1.6% in November 2023, respectively.





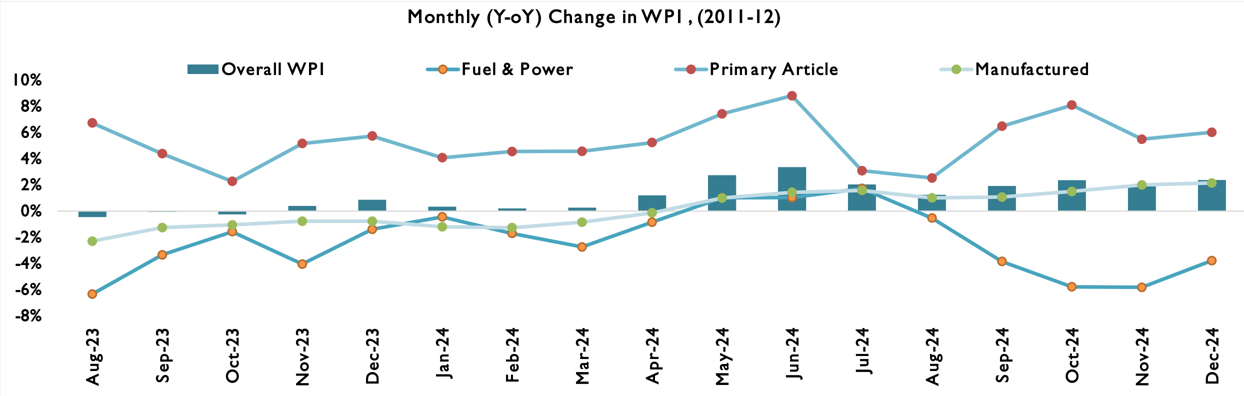
Sources: MOSPI

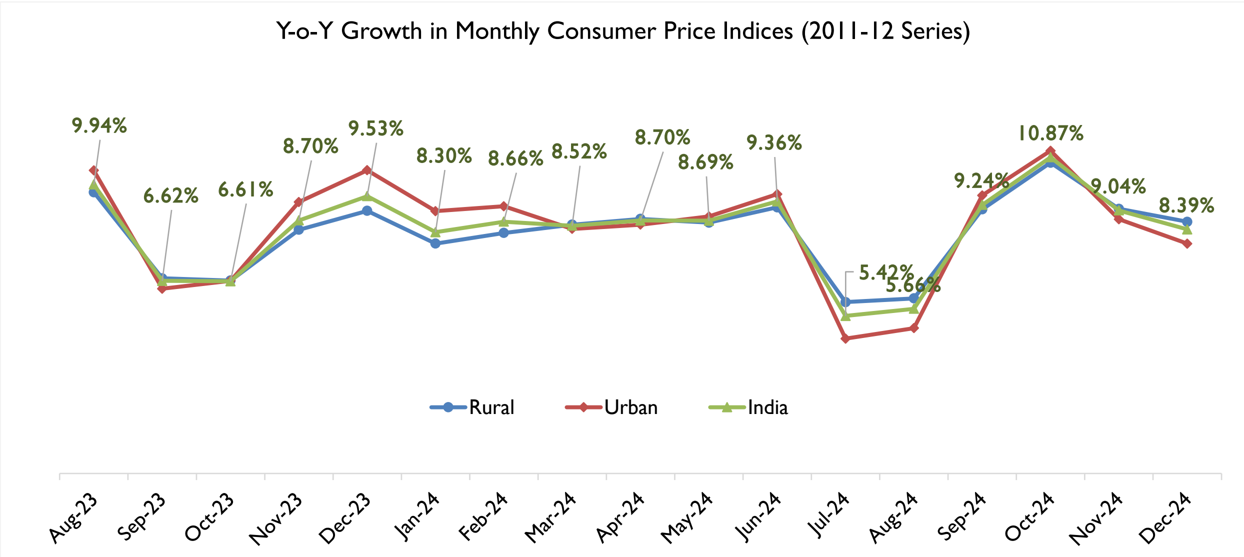
As per the use-based classification, growth in all segments excluding consumer non- durable increased in November 2024 as compared to the previous month. Growth in consumer non-durable segment slowed in November 2024 to 0.6% as against 2.7% October 2024.

Inflation Scenario

The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from August 2023 to December 2024. Overall WPI number measured 2.4% in December 2024. Positive rate of inflation in December 2024 is primarily due to increase in prices of food articles, manufacture of food products, other manufacturing, manufacture of textiles and non-food articles etc. By December 2024, Primary Articles WPI inflation moderated compared to October prices level but increase marginally compared to the previous month and measured 6.0%. The Price of food articles (-3.08%) and crude petroleum & natural gas (- 2.87%) decreased in December 2024 compared to the previous month i.e. November 2024. However, the Price of non-food articles grew by 2.53% and minerals by 0.48% in December 2024 as compared to November 2024.

Moreover, power & fuel, the index for this major group increased by 1.90% to 149.9 in December 2024 from 147.1 in the month of November 2024. Price of electricity (8.81%) and coal (0.07%) increased in December 2024. The price of mineral oils (-0.06%) decreased in December 2024 as compared to November 2024.





Source: MOSPI, Office of Economic Advisor

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between August 2023 and December 2024. Rural CPI inflation peaked at 9.67% in August 2023, declining to 8.65% in December 2024. Urban CPI inflation followed a similar trend, rising to 10.42% in August 2023 and then dropping to 7.90% in December 2024. Overall, the national CPI inflation rate increased to 9.94% in August 2023 but moderated to 8.39% by December 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas. CPI measured above 6% tolerance limit of the central bank since July 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

Growth Outlook

India's H1 FY2024-25 GDP slowdown is cyclical, driven by credit tightening and delayed fiscal spending, but strong fundamentals should support growth in the second half of the fiscal year. Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. Retail inflation eased to 5.2% y/y in December, down from 5.5% in November as vegetable prices moderated following a bumper summer harvest and favorable monsoon. Still-high food prices and geopolitical tensions continue to pose risks to inflation and growth. High retail credit and rising unsecured loans signal consumption-driven borrowing, yet urban demand remains under pressure. Rural demand has shown resilience, benefitting from favorable monsoons, robust agricultural output and elevated food prices. The RBI's September economic review highlighted a contrasting trend in rural and urban consumption demand in H1 FY2024- 25, with rural demand remaining robust, while urban demand showed weakness.
On external front, the global business environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability. In mid-January 2025, the Indian rupee dropped below INR 86.6 USD, due to strong dollar demand from foreign banks, likely due to outflows from equities and the weakness in regional peers as the dollar strengthened. Rupee continued to face pressure due to sustained foreign fund outflows and the broad strength of the American currency in the overseas markets due to unabated dollar demand from oil importers and weak risk appetite

Looking ahead to 2025, India's projected GDP growth of 6.5% stands out as the fastest among major emerging markets, significantly outpacing China's 4.6%, and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5%

annually from 2025 to 2026, reflecting strong economic fundamentals and continued momentum.

This decent growth momentum in near term CY 2025 is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on1st Feb 2024. The Union Budget for FY26, which takes a balanced approach to sustaining economic momentum. With a focus on stimulating demand, driving investment and ensuring inclusive development, the budget introduces measures such as tax relief, increased infrastructure spending and incentives for manufacturing and clean energy. These initiatives aim to accelerate growth while maintaining fiscal discipline, reinforcing India’s long-term economic resilience. The expansion of tax relief i.e zero tax liability for individuals earning up to INR 12 lacs annually under the new tax regime is expected to strengthen household finances and, consequently, boost consumption.

Textile Industry in India

India is currently one of the largest manufacturers of readymade garments and amongst the largest exporters as well. Domestic market for readymade garments too has grown at a fast pace helping India emerge as one of the fastest growing and lucrative readymade garment markets in the world. Apparel manufacturing alone provides employment to a population of 12.3 Mn.

Domestic demand in the last years witnessed a slowed down as consumers paired down their discretionary spending on the wake of economic uncertainty. Exports too suffered the same fate as recessionary scenario in key export markets – US and EU – dampened demand for readymade garments in those markets.

Domestically, due to the current market slowdown, clothing manufacturers are projected to experience a decline of 25-30 percent in order bookings for the upcoming festive season. This decrease in demand can be attributed to inflation and the fluctuating costs of inputs such as cotton, polyester yarn, and man-made fibers, which have led to higher prices for customers. As a result, there is a slowdown in demand for clothing products.

However, according to Confederation of Indian Industry (CII), the Indian textile and apparel industry is expected to grow at a 10% CAGR from 2019-20 to reach USD 190 billion by 2025-26 Whereas, domestic apparel market in India stood at USD 40 billion in 2020 and is expected to reach USD 135 billion by 2025.

Value Chain Overview

The Indian textile industry is a vital and complex sector that significantly contributes to the nation's economy. Spanning the entire spectrum from raw material production to the final product, this industry integrates several stages, including yarn production, weaving, and fabric manufacturing. Below is a detailed analysis of the key attributes of this value chain. The textile value chain in India can be segmented into the following primary activities:

- **Raw Material Production**

  – **Natural Fibers**: India is one of the world's largest producers of cotton and jute, which are fundamental to the textile industry. The cultivation practices of these fibers directly impact the quality and sustainability of the raw materials.

  – **Synthetic Fibers**: Man-made fibers, supplied by the petrochemical industry, have gained prominence since the mid-20th century. These fibers are crucial for producing a wide range of textile products, including easy-care clothing and furnishings.

- **Spinning**

  The spinning stage involves converting raw fibers into yarn. This process is pivotal as it determines the quality and characteristics of the yarn, influencing the final textile product. India boasts a robust spinning sector that integrates both natural and synthetic fibers, catering to a wide array of market demands.

- **Weaving and Knitting**

– **Weaving:** This process involves interlacing yarns to create fabric. India has a significant number of weaving units, although challenges related to quality and cost often result in the importation of woven fabrics.

– **Knitting:** The knitting sector in India is more integrated, with many facilities capable of producing finished garments directly from yarn. This segment has experienced substantial growth, with local production meeting a significant portion of domestic demand.

- **Fabric Processing**

  After fabric creation, it undergoes various treatments such as dyeing, printing, and finishing to enhance its properties. This stage is crucial for adding value to the fabric, making it suitable for the final product market. The processing sector plays an essential role in ensuring the fabric meets consumer expectations in terms of quality and aesthetics.

- **Apparel Manufacturing**

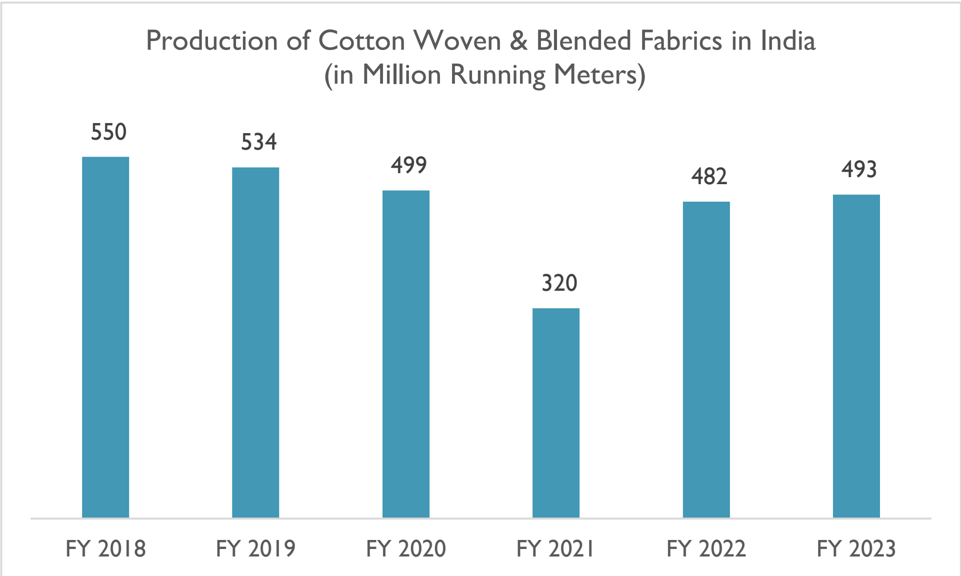
  The final stage of the value chain involves converting fabric into finished garments. India's apparel manufacturing sector is diverse, ranging from traditional handloom products to modern, mass-produced clothing. This segment is labour-intensive, employing millions and serving as a vital component of the economy.

- **Marketing and Distribution**

  Effective marketing and distribution are critical for the success of textile products. This includes branding, sales strategies, and logistics to ensure products reach consumers efficiently. The Indian textile industry is increasingly focused on enhancing its marketing capabilities to compete effectively in global markets.

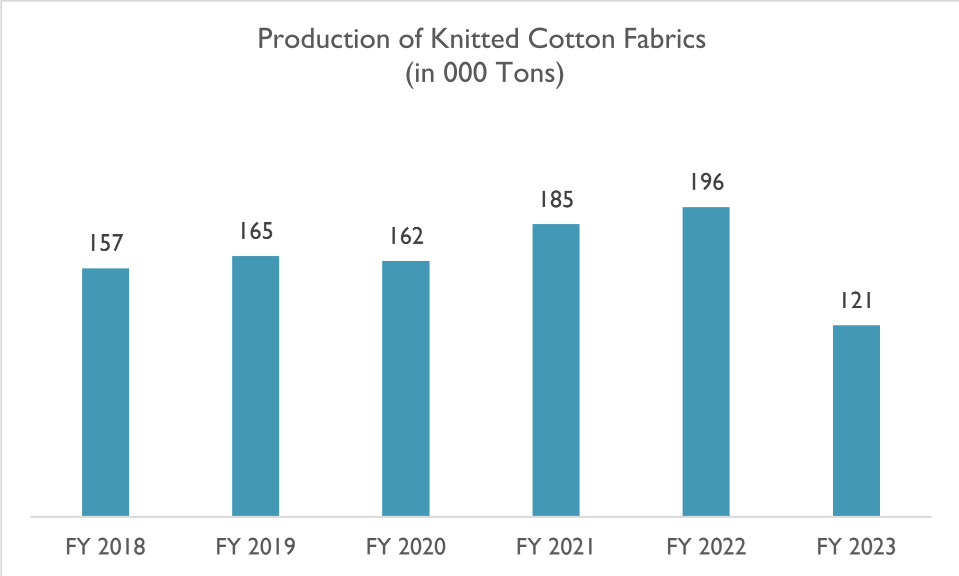
Textile production scenario in India

The total annual production of fabric (comprising of cotton woven fabrics and polyester/viscose blended fabric) in India is estimated to be nearly 493 million running meters[3] in FY 2023. Meanwhile the annual production of knitted cotton fabric is estimated to be nearly 121 thousand tons in FY 2023.



Source: CMIE Industry Outlook (sourced from Central Statistics Office Data)

3 Specialized unit of measurement used in textile industry. It refers to the length of continuous material or fabric that is typically uncut or unaltered.



Source: CMIE Industry Outlook (sourced from Central Statistics Office Data)

The Indian textile and apparel industry, contributing 2% to the nation's GDP and 7% of industrial output, is currently navigating a challenging period. Despite a 4% share in global trade and over 10% contribution to India's export basket in 2021-22, the industry is facing a downturn. Domestic sales have lagged, with consumer spending shifting towards food, electronics, and vehicles, reducing demand for garments. The spinning sector is particularly affected by under-utilization due to decreased yarn imports from China and weak domestic demand from weavers and knitters.

In response to these challenges, initiatives like the Production Linked Incentive (PLI) and PM Mitra schemes have been introduced to attract investments in man-made fibers and technical textiles, aiming to reduce import dependence. However, the industry remains reliant on imported man-made fibers, particularly from China, Vietnam, and Taiwan. The struggles of Bangladesh's garment industry, marked by labor unrest, political instability, and declining exports, are creating significant opportunities for the Indian textile sector. As global brands seek to diversify their supply chains and mitigate risks, India stands to benefit from increased demand for its textile products, provided it can maintain quality and sustainability in its offerings. Additionally, a 40% rise in freight costs due to disruptions in the Red Sea region is further straining operational costs and impacting product pricing.

Key components

The textile industry comprises various key components, primarily categorized into different types of fibers and their blends. Here’s an overview of the main components:

Cotton

Cotton is a natural fiber renowned for its softness, breathability, and absorbency. It is a popular choice in both apparel and home textiles due to its inherent comfort and versatility. Cotton's ability to absorb moisture makes it ideal for a wide range of uses, from casual wear to bedding. Cotton is often blended with synthetic fibers to enhance the durability of the fabric and reduce production costs. One of the most common blends is cotton-polyester, which combines cotton's absorbency with polyester's strength and wrinkle resistance. This blend not only extends the fabric's lifespan but also improves its ease of care.

Synthetic Fibers

Synthetic fibers, such as polyester, nylon, and acrylic, play a significant role in the textile industry. Polyester is valued for its durability, resistance to shrinking and stretching, and quick-drying properties. These characteristics make polyester an excellent choice for activewear, outerwear, and various home textiles. Synthetic fibers are frequently used in combination with natural fibers to enhance performance characteristics. For instance, blends can offer improved moisture-wicking properties and greater elasticity, addressing specific needs in sportswear and functional garments. Their strength and ease of care further contribute to their widespread use in the industry.

Blended Textiles

Blended textiles are created by mixing two or more different types of fibers to achieve desired properties. This can enhance the functionality, comfort, and aesthetic appeal of the fabric.

Types of Blends

- **Cotton-Polyester Blends**: These are among the most common, providing a balance of comfort and durability. For example, a 65/35 polyester-cotton blend is often used for everyday apparel, while a 50/50 blend is preferred for softer fabrics.

- **Cotton-Viscose Blends**: Used in formal wear and sportswear, these blends offer a soft feel and good drape while maintaining breathability.

- **Wool-Acrylic Blends**: Commonly used in knitwear, these blends combine the warmth of wool with the affordability and ease of care of acrylic.

Functional Fibers

Functional fibers, such as bicomponent fibers and core spun yarns, are designed to offer unique properties by combining different materials. Bicomponent fibers are produced by blending two distinct polymers, resulting in fabrics that leverage the strengths of both components. For example, a polyester-nylon blend can enhance both durability and performance. Core spun yarns feature a filament core wrapped with staple fibers, such as spandex wrapped with cotton. This construction provides garments with added stretch and comfort, making them suitable for applications where flexibility and a comfortable fit are essential.

Environmental Considerations

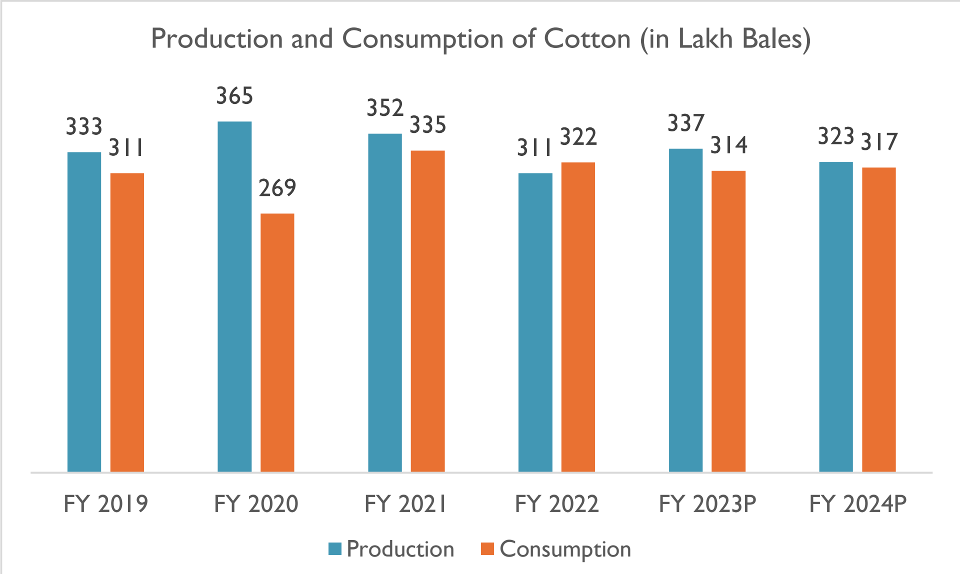
Blended textiles present challenges for recycling, particularly when combining natural and synthetic fibers. The different properties of these fibers make separation difficult, complicating the recycling process. However, efforts are ongoing to develop advanced technologies capable of separating and reusing these fibers to improve sustainability in the textile industry.

In summary, the textile industry is characterized by a diverse range of components, including natural fibers like cotton, various synthetic fibers, and blended textiles that leverage the strengths of multiple materials. Understanding these elements is crucial for manufacturers to produce fabrics that meet consumer demands for comfort, durability, and sustainability.

Market Segmentation

Cotton

India is unique in its ability to cultivate all four species of cotton: *Gossypium arboreum* and *Gossypium herbaceum* (Asian cotton), *Gossypium barbadense* (Egyptian cotton), and *Gossypium hirsutum* (American Upland cotton). Notably, *Gossypium hirsutum* represents 90% of the hybrid cotton production in the country, with all current Bt cotton hybrids belonging to this species. Cotton production in India is largely concentrated in nine major states, categorized into three agro-ecological zones: the Northern Zone, which includes Punjab, Haryana, and Rajasthan; the Central Zone, comprising Gujarat, Maharashtra, and Madhya Pradesh; and the Southern Zone, which includes Telangana, Andhra Pradesh, and Karnataka. Additionally, cotton is cultivated in Odisha and Tamil Nadu.



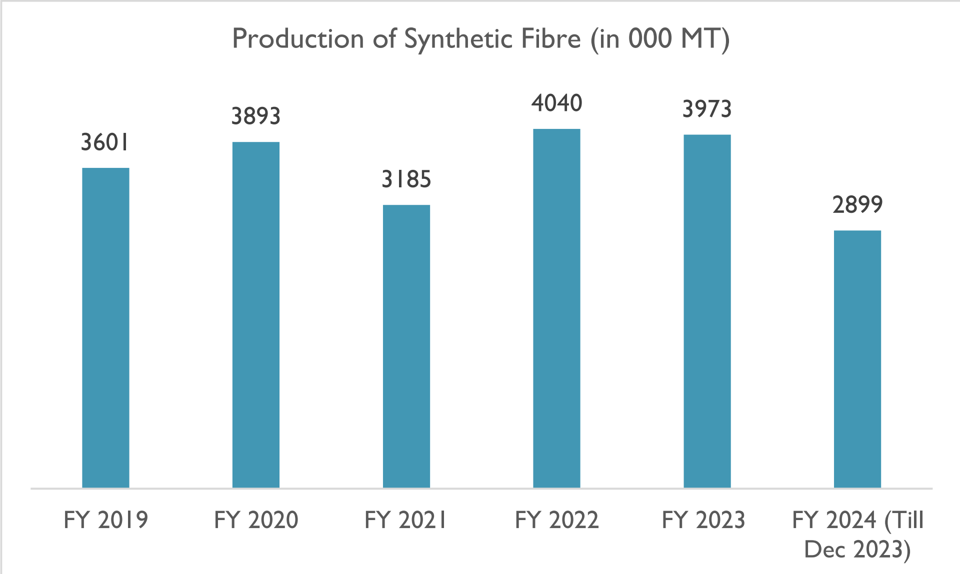
Sources: Ministry of Textile, COCPC

For the 2023-24 cotton season, India ranks second globally in cotton production, with an estimated output of 323.11 lakh bales (5.50 million metric tonnes), accounting for 23.83% of the world's total production of 1,429 lakh bales (24.31 million metric tonnes). Furthermore, India is the second-largest consumer of cotton worldwide, with an estimated consumption of 317 lakh bales (5.39 million metric tonnes), representing 22.69% of the global total consumption of 1,397 lakh bales (23.75 million metric tonnes). Cotton constitutes around 60% of the raw material consumption in India's textile industry, with annual usage reaching approximately 316 lakh bales (170 kg each).

Cotton stands as one of the most significant commercial crops in India, contributing approximately 24% to total global cotton production. It plays a vital role in the livelihoods of around 6 million cotton farmers, along with an additional 40 to 50 million individuals involved in related sectors such as cotton processing and trade. In the Indian textile industry, the consumption ratio of cotton to non-cotton fibres is notably around 60:40, contrasting with the global average of 30:70. Beyond its fundamental role in providing clothing, which ranks just after food as a basic necessity, cotton significantly contributes to India's net foreign exchange earnings. The country exports a variety of cotton products, including raw cotton, intermediate goods such as yarn and fabrics, and finished items like garments, made ups, and knitwear. Given its substantial economic importance, cotton is often referred to as "White Gold" in India.

Synthetic Fibre

The Indian textile industry is witnessing a remarkable shift towards synthetic fibres, which have become a cornerstone of this vibrant sector. As the world's second-largest producer of man-made fibres, India produces approximately 2,899 thousand MT of synthetic fibres. These fibres, which include popular varieties like polyester and viscose, account for nearly 100% of non-cotton and blended fabrics in the country. The versatility, durability, and cost-efficiency of synthetic fibres are key factors driving their increasing prominence in the textile market.



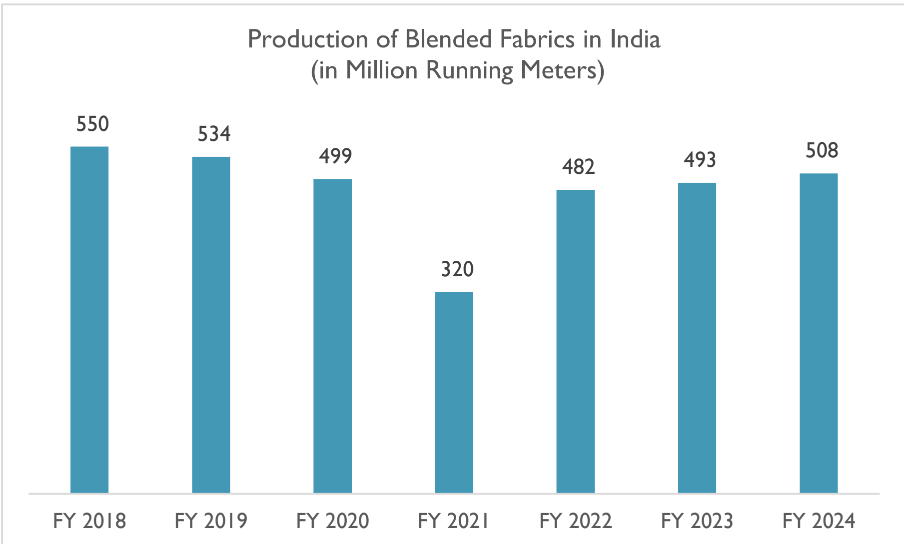
Source: Ministry of Chemical & Fertilizer Annual Report 2024

In recent years, the demand for synthetic fibres has surged due to their adaptability and unique properties. With applications spanning various industries, including fashion, sports, and industrial textiles, synthetic fibres are valued for their lightweight nature, hydrophobic characteristics, and resilience in high-speed machinery. This versatility not only enhances the functionality of textile products but also aligns with the evolving preferences of consumers who seek both style and performance. As a result, synthetic fibres are emerging as a vital pillar in the Indian textile landscape, facilitating the sector's agility in responding to changing market dynamics.

Looking ahead, the synthetic fibres market in India is poised for significant growth. With projections indicating a robust expansion in the demand for man-made fibres, the industry is expected to continue investing in innovation and technology to enhance production capabilities. This trend aligns with the global shift towards sustainable practices, as manufacturers increasingly focus on developing eco-friendly synthetic options. By embracing this evolution, the Indian textile industry is set to not only meet domestic and international demand but also establish itself as a leader in the global synthetic fibres market.

Blended Yarn

Blended yarns are gaining prominence in the textile industry due to their versatility and enhanced performance. India, a major producer and exporter of yarns, has seen significant growth in the production of blended yarns, particularly polyester/cotton and polyester/viscose varieties. These blends offer a combination of strength, durability, and comfort, which are ideal for apparel and home textiles. With the share of blended fabrics growing steadily, this market segment is expected to outpace the traditional 100% cotton yarn demand in the coming years. The compound annual growth rate (CAGR) of blended yarns from 2021 to 2024 was 16.6%, indicating a positive trend.



Source: CMIE

The use of blended yarns extends across a wide range of applications. Poly/cotton blends, for instance, are commonly used in shirting, suiting, uniforms, and casual wear, while poly/viscose blends are favoured for pants, skirts, and suiting. Other blends, such as cotton/acrylic and poly/wool, are used for sweaters, blankets, and suiting, offering different properties like warmth, resilience, and softness. As the market for technical textiles grows in India, blended yarns are being used for specialized applications, such as sewing threads, filter cloths, and medical textiles, with poly/cotton blends remaining highly popular in this space.

Research and development efforts continue to focus on enhancing the functionality of blended yarns. Institutes like the Central Institute for Research on Cotton Technology (CIRCOT) have been involved in creating new blends, including cotton-rich blends with fibres like PLA and bamboo viscose, which target sportswear and medical applications. The continued innovation in this field is expected to further boost the demand for blended yarns, both in the domestic and export markets, as they offer improved performance characteristics over traditional cotton yarns.

[4]To conclude, the Indian textile market is segmented into cotton, synthetic fibres, and blended fibres, each with significant contributions to fabric consumption, particularly in the household sector. As of 2018, cotton accounted for 42.56% of the total fabric consumption, driven by its traditional importance in the textile sector. Man-made fibres (MMF), including synthetic fibres like polyester and viscose, made up the largest share at 56.17%, reflecting their increasing prominence due to versatility, durability, and cost-efficiency. Blended fabrics, which include both cotton and synthetic fibres, have also witnessed steady growth, with demand shifting towards synthetic blends, especially in rural areas, where the compound annual growth rate (CAGR) for man-made and blended fibres reached 13.1% between 2006 and 2016, compared to 11.2% in urban areas. The overall CAGR for blended fabrics between 2014 and 2018 was 6%, slightly higher than that of cotton (5.59%). Synthetic and blended fabrics together form a critical part of the Indian textile landscape, responding to evolving consumer preferences and facilitating the growth of the sector, especially in rural regions where consumption is on the rise.

Growth forecast

Despite the recessionary scenarios in the global economy, the industry has an optimistic outlook where the demand for textile production from domestic as well as export markets is expected to grow strong in the coming years. Higher disposable income and shift in consumption pattern is driving the domestic market. In addition, growing importance of India as a major textile manufacturing hub has helped in the growth of Indian textile sector would continue to fuel its growth.

Buoyed by favourable demographics, shift in lifestyle choices and structural shift in industry structure, the demand for readymade garments is likely to continue growing at healthy rate. Government initiatives such as the Make in India campaign and the implementation of Goods and Services Tax (GST) are expected to create a conducive environment for fabric manufacturers and exporters, fostering their growth and competitiveness.

Technological advancements, such as automation and digitalization, enhance manufacturing processes and product quality, while a skilled workforce adds to the industry's competitive advantage. With the right strategies and adaptation to market dynamics, the Indian fabric textile industry is well-positioned to experience sustained growth and make significant contributions to the country's economy.

According to estimates, 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. This would ensure that the growth in cloth production in the country would continue to grow at a healthy rate, on par or higher than the historical growth.

However, this growth is dependent on revival of domestic demand as well as subsiding recessionary factors on a global scale to increase the export demand. With economic growth expected to rebound in the coming quarters, domestic demand is likely to improve.

Synthetic Textile Industry in India

Synthetic fabrics are man-made textiles produced from chemical processes. These fabrics are derived from synthetic fibers such as polyester, nylon, acrylic, and spandex, which are made by polymerizing small molecules into long chains. Synthetic fabrics are widely used in various industries, including fashion, home furnishings, and industrial applications, due to their durability, versatility, and cost-effectiveness.

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4 *Ministry of Textile, To Promote Growth of Man-Made Fibre Textile Industry in India*

Synthetic fabrics are prized for their durability, wrinkle resistance, and quick-drying properties. These textiles, made from fibers like polyester, nylon, and acrylic, are strong, resistant to wear and tear, and maintain their shape and appearance even with extensive use. They also offer moisture-wicking and low absorbency features, making them ideal for activewear and easy-to-clean home textiles. Additionally, synthetic fabrics like spandex are known for their exceptional elasticity, providing comfort and flexibility in various garments.

Common Types:

- **Polyester:** Widely used in clothing, home textiles, and industrial applications due to its strength, durability, and resistance to shrinking and stretching.

- **Nylon:** Known for its high strength, elasticity, and resistance to abrasion. Commonly used in hosiery, outerwear, and upholstery.

- **Acrylic:** Often used as a wool substitute, acrylic is lightweight, soft, and warm, making it ideal for knitwear and home textiles.

- **Spandex (Lycra):** Famous for its exceptional elasticity, spandex is used in activewear, swimwear, and form-fitting garments.

- **Rayon:** Although semi-synthetic, rayon is often grouped with synthetic fabrics due to its chemical processing. It is soft, breathable, and used in clothing and home furnishings.

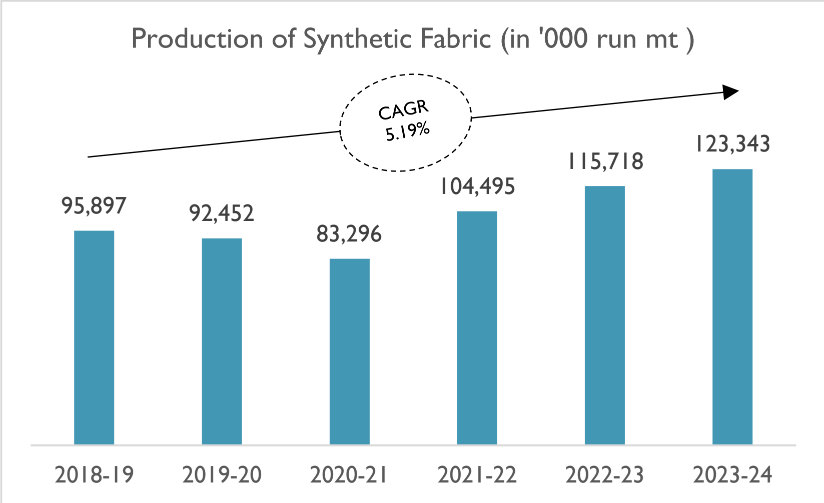
The market for synthetic fabrics is driven by the growing demand for affordable, durable, and high-performance textiles. A significant trend is the increasing focus on sustainability, with manufacturers exploring the use of recycled materials and eco-friendly production processes. The popularity of activewear and athleisure continues to boost demand for synthetic fabrics, particularly those offering moisture-wicking and quick-drying capabilities. Additionally, there is a rising interest in blending synthetic and natural fibers to create fabrics that combine performance with environmental consciousness.

While synthetic fabrics offer numerous advantages, their environmental impact is a significant concern. The production of synthetic fibers is energy-intensive and heavily reliant on petrochemicals, contributing to carbon emissions. Moreover, synthetic fabrics are non-biodegradable, leading to long-term pollution as they persist in the environment. The shedding of microplastics from synthetic textiles during washing is another growing environmental issue, as these tiny particles pollute waterways and pose risks to marine life.

Synthetic fabrics have a wide range of end-use applications across various industries due to their versatility and performance characteristics. In the apparel industry, they are extensively used in sportswear, activewear, and outdoor clothing because of their durability, moisture-wicking properties, and ease of maintenance. In the home textiles sector, synthetic fabrics are popular for items like curtains, upholstery, and bed linens, where stain resistance and longevity are key. Additionally, these fabrics are used in the production of industrial textiles, including automotive interiors, geotextiles, and protective clothing, owing to their strength and resistance to environmental factors.

Production Scenario

The synthetic fabric industry in India has demonstrated significant variability in production over the past few years, reflecting the sector's adaptability to changing market conditions. As a pivotal segment of the textile industry, synthetic fabric plays an essential role in meeting diverse consumer demands and contributing to economic growth. The industry's performance is indicative of broader market trends, technological advancements, and shifts in consumer preferences.



Source: CMIE

In the fiscal year 2018-19, production was robust at 95,897 thousand metric tons. However, this was followed by a slight decline in 2019-20 to 92,452 thousand metric tons. The downturn continued into 2020-21, with production dropping to 83,296 thousand metric tons, a trend attributed to the global disruptions caused by the COVID-19 pandemic. Despite these challenges, the industry showed resilience, with a Compound Annual Growth Rate (CAGR) of approximately 5.19% over the period from 2018-19 to 2023-24, reflecting a steady recovery and growth trajectory.

Despite the setbacks, the industry rebounded in 2021-22, with production rising to 104,495 thousand metric tons. This recovery was further bolstered in 2022-23, reaching 115,718 thousand metric tons. The upward trend continued into 2023-24, with production escalating to 123,343 thousand metric tons. This growth reflects the sector's resilience and optimistic outlook, driven by increased demand and a resurgence in industrial activities.

Demand Scenario

The demand for readymade garments, including synthetic options, is rising steadily in India, driven by several key factors

Changing Consumer Preferences: The Indian market is experiencing a notable shift towards synthetic textiles, driven by their affordability, durability, and ease of maintenance. Current demand for polyester in India stands at approximately 4 million tonnes and is projected to rise to 6.7 million tonnes by 2025, indicating a growing consumer preference for synthetic materials. As of 2023, approximately 35% of India's population lives in urban areas, and this is expected to increase to 40% by 2030, driving the demand for urban-friendly, easy-to-maintain textiles, many of which are synthetic.

Growing Apparel Industry: India's apparel market is projected to grow from USD 74.5 billion in 2022 to USD102.2 billion by 2026, with synthetic textiles playing a significant role in this growth due to their affordability and versatility. The athleisure trend is significantly influencing demand for synthetic fabrics, owing to their versatility and performance benefits. As lifestyles shift and focus on fitness and active living increases, the demand for polyester filament yarn (PFY) is expected to grow by 15-20% in fiscal year 2022.

Rising Disposable Income: India's per capita income was estimated at INR 172,000 (USD 2,100) in FY 2023, marking an increase of around 7.5% from the previous year. This rising income level is contributing to higher spending on clothing, including synthetic textiles.

Technological Advancements: Advances in synthetic fiber production technology have enhanced the performance characteristics of these materials. The Indian textile industry invested over INR 2,000 crores (USD 240 million) in R&D in 2022, with a significant portion focused on synthetic textiles, including the development of eco-friendly and recycled fibers. Ongoing investments in research and development are anticipated to drive further innovations in synthetic textiles.

Export Potential: India's exports of man-made fiber (MMF) textiles are poised for significant growth. The Indian textile industry anticipates that these exports will rise to USD 11.4 billion by 2030, up from previous levels. In fiscal year 2022-23, exports reached USD 5.78 billion, despite a decline from the previous year, underscoring both the challenges and opportunities within the MMF sector.

Market Trends Driven by Fashion: Evolving fashion trends, particularly the rise in brand consciousness and rapidly changing styles, are increasing the appeal of synthetic textiles. With the global end-use market for man-made fibers expected to expand by 3.7% by 2025, the Indian synthetic textile industry is well-positioned to benefit, with growth opportunities in both domestic consumption and exports.

Growth in the Retail Sector: India's organized retail market, including e-commerce, is rapidly expanding. This growth is enhancing the accessibility and availability of synthetic textiles across the country, contributing significantly to the increasing demand for these products.

Increase in Popularity of Synthetic Garments

Synthetic fibers, such as polyester, are typically 30-40% more affordable than natural fibers like cotton, making them more accessible to a broader segment of the population. This cost advantage extends across various synthetic fabrics, including nylon and acrylic, enhancing their appeal in price-sensitive markets. The affordability of synthetic textiles makes them a popular choice for a wide range of consumers, particularly in economically diverse regions.

Synthetic garments are valued for their durability, resistance to wear and tear, and low maintenance requirements. They are often wrinkle-resistant, quick-drying, and less prone to shrinking, which makes them ideal for everyday use. Additionally, the versatility of synthetic fabrics allows them to mimic the texture and appearance of natural fibers while offering additional benefits like stretch and stain resistance. The rise of fast fashion has further amplified the popularity of synthetic garments, as they enable fashion brands to quickly produce trendy, affordable clothing.

Recent advancements in fabric technology have enhanced the quality and performance of synthetic textiles. Innovations such as moisture-wicking, breathability, and eco-friendly production processes have increased the appeal of synthetic garments to consumers. Despite historical criticisms regarding environmental impact, there is a growing interest in sustainable synthetic textiles, such as recycled polyester, which aligns with the rising consumer demand for eco-friendly fashion options. The influence of global fashion trends, particularly from Western markets, has also played a significant role in shaping the popularity of synthetic garments in India.

Demand From Other Applications

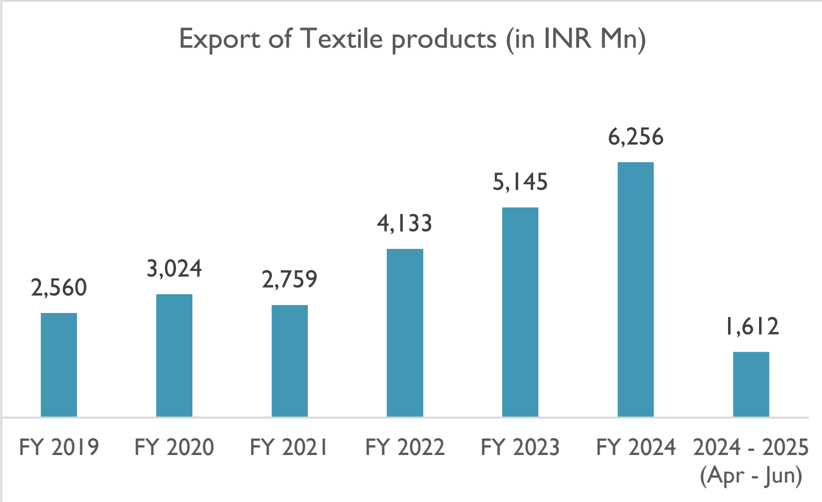
The demand for synthetic textiles has been expanding into various non-apparel applications due to their distinct properties and benefits. In outdoor applications, synthetic fabrics like polyester and spandex are favoured for sportswear and activewear because of their moisture-wicking, stretchability, and durability, making them ideal for activities such as running and hiking. Additionally, their lightweight, water-resistant, and tear-resistant qualities make them increasingly popular in outdoor gear and equipment, including tents and backpacks.

In the realm of innerwear, synthetic fabrics like nylon and elastane are preferred for their softness, elasticity, and ability to retain shape, providing comfort and a good fit for lingerie and shapewear. Their moisture-wicking properties also enhance comfort by keeping the skin dry, particularly in warmer climates. In home textiles, synthetic materials are used extensively for upholstery, curtains, and carpets due to their durability, stain resistance, and ease of maintenance. Microfiber is popular in bedding for its softness, hypoallergenic properties, and affordability.

The versatility of synthetic textiles extends to technical and medical applications as well. In industrial settings, they are employed in filtration systems, conveyor belts, and protective clothing due to their strength and resistance to chemicals. The automotive industry utilizes synthetic fabrics for seat covers, airbags, and interior linings, enhancing durability and comfort in vehicles. In medical textiles, synthetic materials are crucial for hygiene products like surgical gowns and masks, and for compression wear used in medical treatments. This broad applicability underscores the growing importance of synthetic textiles beyond traditional apparel.

Export Demand

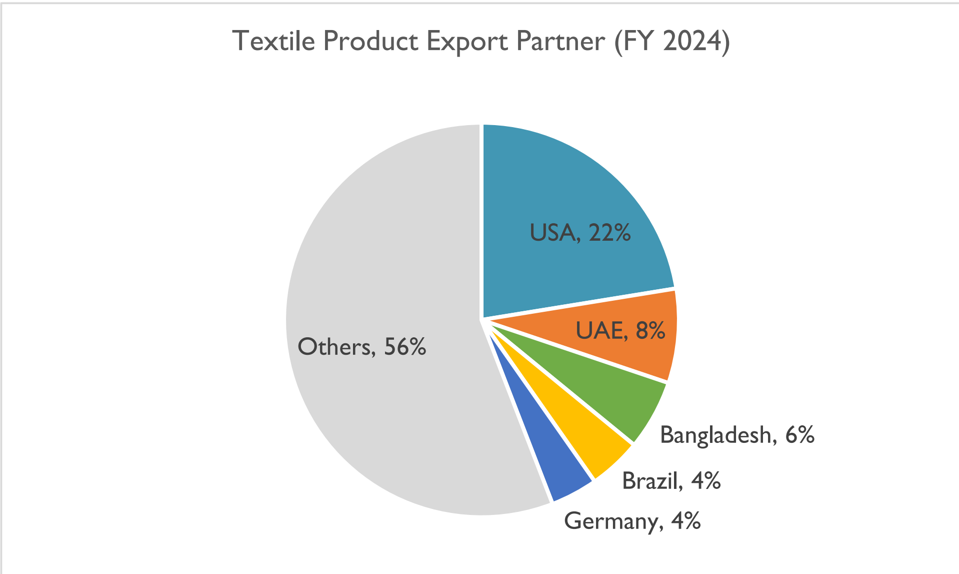
India's textile industry, a key player in the global market, saw its textile exports reach over USD 44 billion in FY 2022, representing about 15% of the country's total export earnings and 4.6% of global textile trade. The sector's exports are led by ready-made garments, cotton textiles, and increasingly by man-made fibers. Major markets include the United States, the European Union, Bangladesh, the UK, and the UAE. Growth is driven by rising global demand, supportive government initiatives like the Production Linked Incentive (PLI) scheme, and India's diverse product range. However, challenges such as competition from lower-cost producers, quality control issues, environmental concerns, and market volatility persist. Looking ahead, India's textile exports are projected to grow to USD 65 billion by FY 2026, with emphasis on man-made fibers and technical textiles, supported by innovation and sustainability efforts. Addressing these challenges will be crucial for maintaining and enhancing India's global position in the textile market.



Source: Ministry of Commerce[5]

In the fiscal year 2024, the export of textile products experienced a notable increase, reaching INR 6,256 million compared to INR 5,145 million in FY 2023. This upward trend has been consistent since FY 2019, reflecting robust growth in the sector. The first quarter of FY 2024-25, covering April to June, also saw significant export activity amounting to INR 1,612 million.

The composition of textile exports in FY 2023-24 reveals that 'Other Technical Textile Products[6]' dominated the sector, contributing 71% of the total export value at INR 44,171.63 million. This category's prominence highlights the growing demand for specialized textiles. Other notable segments include 'Filtering Cloths,' accounting for 8% of the total exports, and 'Endless Fabrics for Paper Machines' (both <650 g/m² and ≥650 g/m²), contributing 5% each. The diversification in textile exports underscores a trend towards technical textiles and specialized applications, driving the growth observed in 2024.



Source: Ministry of Commerce

India's textile export landscape reveals a broad and diverse global footprint, with significant trade relationships across various regions. The United States is the largest export destination, accounting for 22% of total textile exports, highlighting its critical role in India's textile trade. The UAE follows as the second-largest partner with 8%, serving as both a key market and a re-export hub for the Middle East. Bangladesh accounts for 6% of exports, likely reflecting support for its garment industry, while Germany and Brazil represent 4% each, indicating India's presence in the European

[5] HS code: 5911

[6] Note: Other Technical Textile Products are specialized textiles designed for specific applications in industries such as automotive, construction, and healthcare. These products include materials used in protective clothing, industrial filters, and medical textiles, reflecting their growing importance and demand in the global market.

and South American markets. The "Others" category, comprising 56% of exports, underscores India's extensive market diversification. This distribution suggests opportunities for reducing reliance on primary markets, expanding into emerging economies, and leveraging regional connections to enhance global competitiveness.

Export of Synthetic Textiles

India's synthetic textile export sector faces both opportunities and challenges. While global demand fluctuates and competition intensifies, there is significant growth potential driven by evolving consumer preferences and expanding domestic production. Key segments like apparel, fabric, and filament show varied performance, reflecting shifts in global demand towards synthetic fibers such as polyester. Despite facing stiff competition from lower-cost producers, India's market can benefit from increasing global demand for synthetic textiles by focusing on high-value products and strategic investments.

Sources: Ministry of Commerce

In terms of overall synthetic textile exports, the sector saw fluctuations from FY 2019 to FY 2024. The export value peaked at INR 116.1 billion in FY 2020 but then experienced a decline to INR 74.8 billion in FY 2021. The sector rebounded to INR 96.4 billion in FY 2022, followed by a slight increase to INR 111.6 billion in FY 2023. For FY 2024, exports were recorded at INR 108.5 billion. This trend indicates a recovery and a steady growth trajectory, driven by both domestic and international market dynamics.

The export performance of synthetic textiles from India has shown fluctuations over recent years, reflecting a mix of growth and challenges within the sector. Despite experiencing variations in export values, there has been a general upward trend in recent years, indicating resilience and adaptation within the market. This growth can be attributed to factors such as increasing global demand for synthetic textiles, evolving consumer preferences towards synthetic materials, and enhanced domestic production capabilities. The sector's ability to recover and achieve higher export values in subsequent years suggests a positive outlook and the potential for sustained growth, driven by strategic investments and market adaptations.

India’s major export partners in the synthetic textile sector include the United Arab Emirates (UAE), Bangladesh, and Sri Lanka. The UAE is the leading partner, accounting for approximately 12% of India's synthetic textile exports, reflecting its significant demand for Indian products and strategic trade connections. Bangladesh follows with a 10% share, benefiting from its proximity and established trade relations with India. Sri Lanka holds a 4% share, underscoring its role as a key regional partner in the synthetic textile trade. These partnerships are pivotal for India’s export strategy, highlighting the importance of maintaining strong trade relations with these countries to leverage market opportunities and drive growth.

Regulatory Landscape

The regulatory environment for the textile and fabric manufacturing industry in India is governed by a robust framework designed to support sustainable growth, ensure quality, and enhance competitiveness. This comprehensive set of policies and initiatives at both national and state levels plays a critical role in driving compliance, fostering innovation, and expanding market access for Indian textile manufacturers.

National Textile Policy (2000)

The National Textile Policy, originally established in 2000 and subsequently updated, outlines a strategic vision for the textile sector's development. This policy aims to improve industry competitiveness, attract investment, and promote technological advancements. It addresses reforms across various segments, focusing on both traditional and technical textiles, with the goal of positioning India as a leading global textile hub.

Production-Linked Incentive (PLI) Scheme (2020)

The Production-Linked Incentive (PLI) Scheme represents a major policy initiative aimed at enhancing domestic manufacturing within the textile sector. With an allocation of approximately INR 10,683 crore (around USD1.44 billion), this scheme provides incentives for the production of man-made fiber (MMF) apparel, fabrics, and technical textiles. The PLI Scheme supports manufacturers by encouraging innovation and promoting sustainability in textile production.

Technical Textiles Mission

The Technical Textiles Mission is focused on advancing the development and application of specialized textile products across various sectors, including healthcare, automotive, and geo-textiles. This initiative seeks to boost research and development, attract investment in advanced machinery, and integrate innovative textiles into mainstream manufacturing, thereby enhancing the competitiveness of the Indian textile industry.

Mega Integrated Textile Regions and Parks (MITRA) Scheme (2022)

The MITRA scheme was announced in the budget for 2021-22. It aims to attract significant investments and create world-class infrastructure within the textile sector. Under this initiative, seven Mega Textile Parks were to be established over three years

Environmental Regulations

The textile industry in India is governed by stringent environmental regulations aimed at promoting sustainable manufacturing practices. Compliance with waste management, effluent treatment, and pollution control measures is mandated under the Environment Protection Act. These regulations are designed to reduce the environmental impact of textile production and encourage eco-friendly practices, such as water conservation and energy efficiency.

Product Safety and Quality Standards

The Textiles Regulation Act of 1988 enforces standards for safety and quality in textile products. This includes regulations on labelling, safety testing, and the materials used in manufacturing textiles. These standards are crucial for maintaining consumer trust and ensuring high-quality products in both domestic and international markets.

Export Promotion and Trade Policies

The Indian government has implemented various export promotion policies, offering financial support and incentives for textile manufacturers targeting international markets. These policies focus on improving quality, providing market intelligence, and establishing trade agreements to facilitate exports. The objective is to enhance India's share in global textile and apparel trade, which is projected to reach USD 65 billion by FY26.

In summary, India's regulatory framework for the textile and fabric manufacturing industry is designed to foster growth, sustainability, and global competitiveness. Key initiatives such as the National Textile Policy, the PLI Scheme, the Technical Textiles Mission, and stringent environmental regulations collectively shape the industry landscape, providing a supportive environment for innovation and regulatory compliance.

Growth Forecast

The Indian synthetic textile market is projected to see substantial growth, with exports of man-made fibers (MMF) expected to increase by 75% by 2030, rising from USD 6.5 billion to approximately USD 11.4 billion. This surge reflects the broader global trend of rising synthetic fiber consumption, which currently dominates the market at 72%. As consumer preferences shift towards synthetic materials due to their cost-effectiveness and versatility, India is well-positioned to enhance its role in the global textile supply chain. Government initiatives, including the Production-Linked Incentive (PLI) scheme, are anticipated to further drive growth by attracting investments and boosting domestic production capabilities.

The production of synthetic fabric in India is also set for significant expansion, driven by growing domestic and export demands. The demand for polyester, a key synthetic material, is forecasted to grow from about 4 million tonnes to 6.7 million tonnes by 2025, reflecting a compound annual growth rate (CAGR) of approximately 15%. The government's goal to increase overall textile production to USD 250 billion by 2030 emphasizes the importance of scaling up synthetic fabric production. Investments in technological advancements and manufacturing capacity will be essential to achieving these targets and enhancing India's global competitiveness in the synthetic textile sector.

Competitive Landscape

Major Players

Company Name	Description
SAAM Textiles	**Founded Year:** 2001 **Headquarters:** Mumbai, India **Products & Capabilities:** Synthetic fabrics, including polyester, viscose, wool, and organic cotton. Specializes in weaving, processing, and fabric development. SAAM Textiles stands out for its vertically integrated operations, which means 90% of its mill capacity is directed to its own factories. The company is committed to sustainability, with 100% of its power needs met by renewable sources like solar and wind energy. SAAM is recognized for its adherence to international quality standards and certifications, including those from SGS and ITS.
Paramount Textile Mills	**Founded Year:** 1979 **Headquarters:** Thirali, near Madurai, India **Products & Capabilities:** High-quality fabrics, including fine cotton, Micro Modal, Tencel, Bamboo, and specialty yarns. Also supplies high-end bedding products. Paramount is known for its vertical integration and global reach, supplying premium fabrics to European and US markets. The company has been recognized for its commitment to quality and innovation, with a strong focus on high-end bedding products. Their extensive certifications include Global Organic Textile Standards (GOTS) and Fair Trade, highlighting their dedication to ethical practices and sustainability.
Madhav Fashion	**Founded Year:** 2005 **Headquarters:** Surat, Gujarat, India **Products & Capabilities:** Embroidery, printed, and plain fabrics. Offers customization services and produces a wide range of fabrics including viscose, nylon, and various embroidered designs. With over two decades in the textile industry, Madhav Fashion is known for its high-quality embroidery fabrics and innovative designs. The company is committed to customer satisfaction and quality, employing state-of-the-art technology and skilled professionals. Their expansion into global markets and focus on sustainability make them a notable player in the textile sector.
JAINCOTEX MILLS	**Founded Year:** 30+ years ago (exact year not specified) **Headquarters:** Surat, Gujarat, India **Products & Capabilities:** Embroidery yarns, including spun polyester, staple viscose, acrylic yarn, and various counts. Utilizes advanced machinery for production. JAINCOTEX MILLS is a significant player in the embroidery yarn market with a reputation for high tenacity and durability in their products. The company boasts one of the largest fleets of Schiffli cocoon machines in Asia and employs advanced machinery for efficient production. With a strong domestic and international presence, they export to several countries and maintain a high growth rate in the industry. The company's commitment to technological advancement and customer satisfaction underpins its longstanding success.

Financial Snapshot

Expense Snapshot

The financial performance of textile companies has been marked by shifts in expense allocation across various categories over recent fiscal years. Analyzing the proportion of expenses dedicated to raw materials, power and fuel, salaries and wages, selling, general, and administrative (SGA) expenses, and interest provides insights into cost management and operational efficiency in the textile sector.

	Raw Material Expenses	Power & Fuel Expenses	Salaries and Wages	SGA Expenses	Interest Expenses
FY 2019	50%	6%	9%	4%	2%
FY 2020	50%	5%	9%	5%	2%
FY 2021	49%	4%	8%	4%	2%
FY 2022	43%	5%	8%	6%	2%
FY 2023	45%	7%	9%	6%	2%

In recent years, the percentage of expenses allocated to raw materials has remained consistently high, averaging around 50%. This stable allocation underscores the critical role that raw materials play in textile production, reflecting the industry's ongoing reliance on high-quality inputs to maintain product standards and meet market demands. However, there was a slight decrease from 50% in FY 2019 to 43% in FY 2022, with a partial recovery to 45% in FY 2023, indicating some fluctuation in raw material costs and sourcing strategies.

Power and fuel expenses have shown a gradual reduction from 6% in FY 2019 to 4% in FY 2021, with a slight increase to 7% in FY 2023. This variation suggests that while there have been efforts to manage and potentially reduce energy costs through efficiency measures, fluctuations in energy prices or consumption may have impacted the overall expenditure in recent years.

Salaries and wages have remained relatively stable, fluctuating between 8% and 9% of total expenses over the period. This consistency indicates stable labor costs, which are critical for maintaining operational stability. SGA expenses have increased from 4% in FY 2019 to 6% in FY 2022, reflecting potentially higher spending on administrative and sales activities. Interest expenses have remained low and stable at around 2%, suggesting effective debt management and minimal impact from financing costs on overall profitability.

Profitability Margins

The profitability metrics of textile companies over recent fiscal years reveal insights into financial performance and operational efficiency. By analysing operating profit and net profit margins, we can assess how well companies have managed their core operations and overall financial health amidst evolving market conditions.

•	Operating Profit	Net Profit
FY 2019	10%	5%
FY 2020	8%	6%
FY 2021	15%	16%
FY 2022	17%	22%
FY 2023	14%	15%

Operating profit margins have shown notable variations across the fiscal years, starting at 10% in FY 2019 and experiencing a dip to 8% in FY 2020. This decrease reflects a period of potential operational challenges or increased costs. However, the sector demonstrated a significant rebound in FY 2021 with an operating profit margin of 15%, and further improvement to 17% in FY 2022. This upward trend indicates enhanced operational efficiency and better cost management. Although there was a slight decline to 14% in FY 2023, the overall performance remains strong, suggesting sustained operational effectiveness despite minor fluctuations.

Net profit margins have displayed a more consistent upward trajectory. Starting at 5% in FY 2019, net profit margins increased to 6% in FY 2020 and then saw a substantial rise to 16% in FY 2021. The trend continued positively in FY 2022, reaching 22%, reflecting a significant improvement in profitability, possibly due to better cost control, increased revenue, or effective strategic initiatives. In FY 2023, the net profit margin was 15%, indicating a slight retreat but still maintaining a strong profitability position compared to earlier years.

Overall, the data indicates that textile companies have improved their profitability over the years, with stronger operational and net profit margins. These trends highlight successful management of core operations and effective strategies to enhance financial performance, even amidst market challenges and fluctuations.

Threats and Challenges

Fluctuating Raw Material Prices

The volatility in raw material prices, particularly for petroleum-based synthetic fibers like polyester, poses a major challenge. Global oil price fluctuations directly affect the cost of production, impacting profit margins and operational efficiency for manufacturers.

Rising Labor Costs

Increasing wages in India are pressuring synthetic textile manufacturers to manage higher production costs. This trend affects competitiveness, especially against countries with lower labour costs, and is particularly impactful in regions with high operational expenses.

Increased Competition from Low-Cost Imports

The influx of low-cost textile imports from countries such as Bangladesh and Vietnam present a significant threat. These countries benefit from lower production costs and tariffs, challenging Indian manufacturers to innovate and reduce costs to remain competitive.

Stringent Environmental Regulations

The industry faces growing pressure from environmental regulations aimed at reducing pollution and promoting sustainable practices. Compliance with these regulations often requires substantial investments in cleaner technologies and processes, which can strain financial resources, especially for smaller enterprises. The synthetic textile industry contributes to the growing textile waste problem in India, with a significant portion of synthetic textiles not being biodegradable. The production processes also lead to pollution, including air and water contamination, necessitating improved waste management practices and cleaner production technologies.

Outdated Technology

Many manufacturers operate with outdated machinery, resulting in inefficiencies and lower productivity. The lack of investment in modern equipment hinders competitiveness against more technologically advanced counterparts.

Market Demand Fluctuations

The synthetic textile sector experiences fluctuating consumer demand influenced by changing fashion trends and economic conditions. While there is increasing interest in sustainable textiles, price sensitivity remains a challenge, complicating inventory management and production planning.

Regulatory Challenges

Fragmented regulations and compliance costs further complicate the industry’s ability to manage textile waste effectively. Existing regulations often do not address the complexities of synthetic textile waste, leading to inadequate environmental responses.

Technological Limitations

Recycling challenges arise from the presence of blended fabrics and the lack of advanced sorting and recycling technologies. There is also a need for greater innovation in manufacturing processes to develop more sustainable materials and practices.

Consumer Awareness and Preferences

Shifting consumer preferences towards sustainable and ethically produced textiles pose a challenge for the synthetic textile industry. Increasing awareness of environmental impacts may shift demand away from synthetic options, affecting brand loyalty and sales.

Economic Factors

Rising input costs and global economic uncertainty can strain profitability. The fluctuating prices of raw materials and energy, combined with reduced consumer spending during economic downturns, impact demand and operational costs.

Company Profiling – Borana Weaves

Overview

Borana Weaves Limited is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain.

Operating in a competitive landscape with relatively few players of comparable scale in the grey fabric sector, Borana Weaves has established a significant market presence. The company has developed strong relationships with its customers, facilitating consistent demand for its products. The strategic use of advanced automation in its manufacturing processes enhances operational efficiency. By utilizing water jet looms, the company can minimize the reliance on extensive manual labour, thereby reducing labour costs and mitigating risks associated with labour disputes or inspections. This technological advantage also improves productivity and contributes to the overall quality of the fabric produced.

Situated in Surat, a major textile and apparel manufacturing hub in South Gujarat, Borana Weaves benefits from its strategic location, which provides easy access to raw materials, particularly POY Yarn. The concentration of the company's registered office, corporate offices, manufacturing units, and suppliers within the region enables effective responses to regional market dynamics and challenges.

The adoption of water jet looms presents significant benefits in the production of synthetic grey fabric. These machines offer greater precision in the weaving process, resulting in fabric that exhibits uniform texture and consistent quality. Unlike traditional power looms, which may require more mechanical components and labour-intensive setups, water jet looms can operate at higher speeds with reduced downtime. This efficiency enhances the ability to meet larger production demands without compromising on quality. Additionally, the water jet technology places less tension on the polyester textured yarn, decreasing the likelihood of breakage during weaving. This results in fewer interruptions in the production cycle, lower waste generation, and a more streamlined manufacturing process compared to traditional methods. Furthermore, the reliance on water as a propulsion method lessens energy consumption, and the absence of harmful chemicals associated with conventional fabric treatments promotes a more sustainable approach to textile manufacturing.

Capacity Utilization[7]

Borana Weaves Limited has demonstrated steady growth in production capacity and utilization across its units in recent years, highlighting the company’s effective production management and operational scaling. Unit 1’s utilization rate increased from 96.05% in FY 2022-23 to 98.86% in FY 2023-24, and as of 31 December 2024, it has maintained a high utilization of 98.38% for the three quarters of FY 2024-25. In FY 2021-22, Unit 1’s utilization was lower at 72.45% due to a shorter operational period. The upward trend in utilization rates underscores Borana Weaves' capability to optimize production in response to demand. Unit 2 has also performed robustly, operating at 75.28% utilization in FY 2023-24, with a decline to 64.79% in the first three quarters of FY 2024-25, potentially reflecting shifts in market demand or strategic production adjustments

Further demonstrating the company’s growth, Unit 3, which commenced operations in FY 2023-24, achieved an initial utilization of 77.96% and improved to 84.26% by the first three quarters of FY 2024-25, showcasing Borana Weaves' ability to effectively ramp up new facilities. Looking ahead, the proposed Unit 4 is expected to begin operations in FY 2025-26, with an installed capacity projected at 84.56 million meters. This expansion is anticipated to significantly

[7] As per the information provided by the company.

enhance the company’s production capabilities, reinforcing Borana Weaves' commitment to capturing rising market demand while improving efficiency across its production units.

Financial Year	Unit No.	Period of Utilization (Months)	Installed Capacity (Meters)	Actual Production (Meters)	Utilization (%)
FY 2024-25 (As on 31/12/2024)	Unit 1	09	34,992,000	34,426,322	98.38%
FY 2023-24	Unit 1	12	46,656,000	46,128,664	98.86%
FY 2022-23	Unit 1	12	46,656,000	44,816,051	96.05%
FY 2021-22	Unit 1	07	21,384,000	15,494,341	72.45%
FY 2024-25 (As on 31/12/2024)	Unit 2	09	67,068,000	43,456,232	64.79%
FY 2023-24	Unit 2	12	82,944,000	62,441,246	75.28%
FY 2022-23	Unit 2	05	32,130,000	25,487,739	79.32%
FY 2024-25 (As on 31/12/2024)	Unit 3	09	72,900,000	61,426,035	84.26%
FY 2023-24	Unit 3	03	24,300,000	18,945,524	77.96%
FY 2025-26	Unit 4 (Proposed)	-	84,564,000	--	--

The consistent growth in production capacity utilization across Borana Weaves’ operational units, showcasing their strong performance and capacity to expand further in the coming years.

Borana Weaves Limited has outlined an ambitious plan for its production capacity over the next five years, reflecting its commitment to meeting growing market demand. In FY 2024-25, the company intends to operate with 700 machines, resulting in an installed capacity of 226.8 million meters for the full year. As it transitions into FY 2025-26, the number of machines is set to increase to 1,048, with an expected installed capacity of 311.36 million meters. Notably, production from the additional 348 machines will commence in December 2025, allowing for a significant ramp-up in output.

From FY 2026-27 onwards, Borana Weaves plans to maintain the 1,048 machine count, projecting an installed capacity of 339.55 million meters each year through FY 2029-30. This stable capacity suggests a strategic approach to sustaining high production levels while optimizing operational efficiency. Each machine is designed to deliver a capacity of 900 meters per day for specific denier, enabling the company to effectively scale its operations to meet increasing demand. This proactive capacity expansion reflects Borana Weaves' intention to enhance its competitive edge in the textile market while ensuring it can swiftly adapt to fluctuations in customer needs.

SWOT Analysis

Strengths

Technological Advancements

Borana Weaves has invested significantly in state-of-the-art textile manufacturing technologies, including 700 high-tech water jet looms. This enables high production efficiency and superior quality, positioning the company as a technological leader in the industry.

Diverse Product Portfolio

The company primarily focuses on a single product line, offering grey fabric exclusively. This specialization enables the company to concentrate its efforts within a specific market segment, catering to niche customer needs with a focused approach.

Strong Market Reputation

Borana Weaves has built a solid reputation for quality and reliability in the textile industry. Its commitment to high-quality craftsmanship and sustainable practices is well-regarded by domestic customers.

Vertical Integration

Borana Weaves has integrated key operations, such as spinning and texturizing, within its manufacturing process. This vertical integration improves control over the supply chain and enhances production efficiencies.

Weaknesses

Higher Operating Costs

While the investment in advanced machinery increases production efficiency, it also adds to the company's operational costs, which could impact profitability, especially during periods of fluctuating demand.

No Global Presence

Borana Weaves operates exclusively in the domestic market, with no presence internationally. Expanding into global markets could open up significant growth opportunities.

Dependence on Technological Upgrades

The company's heavy reliance on machinery means it must continuously invest in the latest technology to stay competitive. This can strain financial resources, especially in the face of rapid technological changes.

Opportunities

Growing Demand for Sustainable Textiles

With increasing awareness of environmental concerns, there is a growing demand for sustainable and eco-friendly textiles. Borana Weaves' commitment to high-quality, grey fabric positions it well to capitalize on this trend.

International Expansion

Exploring export opportunities and expanding its presence in international markets could provide Borana Weaves with access to larger consumer bases and new revenue streams, particularly in regions where Indian textiles are in high demand.

Threats and Challenges

Intense Competition

The Indian textile industry is highly competitive, with both established players and new entrants vying for market share. The competition from both domestic and international textile manufacturers could exert pressure on pricing and market positioning.

Volatile Raw Material Prices

Fluctuations in the prices of raw materials, such as cotton and synthetic fibres, could impact production costs and margins, especially in times of economic uncertainty.

Regulatory Challenges

Changing government regulations related to labour, environmental standards, and trade policies could impose additional compliance costs, which may affect operational flexibility.

Economic Slowdown

Any slowdown in the global or domestic economy could reduce consumer spending on textiles, this could directly impact revenue growth.

Financial Performance

Key Indicators (INR Million)	FY 2024	FY 2023	FY 2022
Revenue from Operations	1,991	1,354	423
EBITDA	414	260	52
PAT	21%	19%	12%
EBITDA Margin (%)	23.6	16.4	18
PAT Margin (%)	12%	12%	4%

Borana Weaves has demonstrated significant growth over the past three fiscal years. In FY 2024, the company reported revenue of INR 1,991 million, marking a substantial increase from INR 1,354 million in FY 2023 and INR 423 million in FY 2022. The EBITDA also rose notably, reaching INR 414 million in FY 2024, compared to INR 260 million in FY 2023 and INR 52 million in FY 2022. This upward trend is reflected in the EBITDA margin, which improved from 12% in FY 2022 to 19% in FY 2023 and further to 21% in FY 2024. The company's PAT also followed a similar growth pattern, increasing to INR 236 million in FY 2024 from INR 164 million in FY 2023 and just INR 18 million in FY 2022. PAT margins remained steady at 12% for FY 2024 and FY 2023, a significant improvement from 4% in FY 2022. This reflect Borana Weaves' steady expansion and profitability improvements, driven by strong revenue growth and efficient cost management.

Peer Benchmarking

	Key Indicators (INR Million)				
Major Textile Players	**Revenue from Operations**	**EBITDA**	**PAT**	**EBITDA Margin (%)**	**PAT Margin (%)**
Jindal Worldwide Limited	1,861,424	148,712	67,486	8%	4%
Vardhman Textiles Ltd.	92,990	12,919	6,076	14%	7%
Arvind Ltd.	71,005	7,676	3,049	11%	4%
KPR Mill Ltd.	40,537	7,992	5,549	20%	14%
Gokaldas Exports Ltd	23,789	2,841	1,310	12%	6%
Shahlon Group	3,109	287	40	9%	1%
Borana Weaves	1,991	414	236	21%	12%

Source: Companies Annual Report, D&B analysis

The performance of major players in the textile industry, including Jindal Worldwide Limited, Vardhman Textiles Ltd., Arvind Ltd., KPR Mill Ltd., Gokaldas Exports Ltd., Shahlon Group, and Borana Weaves, reflects a diverse range of financial outcomes in FY 2024. With revenue figures varying from ₹1,861,424 million for Jindal Worldwide to ₹1,991 million for Borana Weaves, the industry showcases the scale at which these companies operate, each with its unique market positioning and profitability.

The industry trend highlights varying levels of operational efficiency, as seen in the EBITDA margins. Companies like KPR Mill Ltd. (20%) and Borana Weaves (21%) demonstrate strong operational efficiency, significantly outperforming peers in terms of EBITDA margin, reflecting their ability to manage costs effectively while driving profitability. In comparison, larger firms like Jindal Worldwide Limited (8%) and Arvind Ltd. (11%) operate on thinner margins, possibly due to higher costs associated with their extensive operations.

Profitability, as measured by PAT margins, shows a similar trend. KPR Mill Ltd. (14%) and Borana Weaves (12%) lead in terms of net profitability, benefiting from their focus on operational excellence and market positioning. In contrast, companies such as Shahlon Group (1%) and Jindal Worldwide Limited (4%) report much lower PAT margins, indicating challenges in maintaining cost efficiency or dealing with market volatility.

Overall, the data suggests that while larger players command greater market share, smaller and mid-sized companies like KPR Mill Ltd. and Borana Weaves are achieving superior profitability due to their focus on sustainability, cost management, and niche markets. The industry is marked by varying performance, with profitability heavily influenced by operational efficiency and market positioning.

Glossary

Term	Definition
Global Economy	The interconnected economic activities of countries worldwide, including trade, investment, and finance.
GDP (Gross Domestic Product)	The total monetary value of all goods and services produced within a country in a specific period.
Inflation	The rate at which the general level of prices for goods and services rises, eroding purchasing power.
Central Banks	National financial institutions that oversee monetary policy, regulate banks, and provide financial stability.
Fiscal Policy	Government spending and tax policies used to influence economic conditions.
Emerging Markets	Economies that are in the process of rapid growth and industrialization, typically characterized by lower income.
Recession	A significant decline in economic activity across the economy lasting more than a few months.
Geopolitical Tensions	Political and economic conflicts or issues that arise between countries, affecting global stability and trade.
Consumer Demand	The desire of consumers to purchase goods and services, influencing production and economic growth.
Supply Chain	The network between a company and its suppliers to produce and distribute a specific product or service.
Interest Rates	The amount charged by lenders to borrowers for the use of money, usually expressed as a percentage.
Disinflation	A reduction in the rate of inflation – prices are still rising, but at a slower rate.
Economic Sanctions	Penalties applied by one or more countries against a targeted country, group, or individual to influence behavior.
Industrial Production	The output of the industrial sector, including manufacturing, mining, and utilities.
Household Consumption	The total expenditure by households on goods and services.
Fiscal Consolidation	Policies aimed at reducing government deficits and debt accumulation.
Labor Market	The supply of available workers in relation to the available work.
Core Inflation	A measure of inflation that excludes certain items that face volatile price movement, typically food and energy.
Debt Burden	The amount of debt that a government, corporation, or individual carries, which may affect financial stability.
Stimulus Measures	Actions taken by governments or central banks to encourage economic growth, typically through increased spending or tax cuts.
GVA (Gross Value Added)	A measure of the value of goods and services produced in an area, industry, or sector of the economy.
CAGR (Compound Annual Growth Rate)	The mean annual growth rate of an investment over a specified time period longer than one year.
IIP (Index of Industrial Production)	An index that measures the growth of various sectors in the industrial sector over time.
WPI (Wholesale Price Index)	An index that measures the changes in the price of goods sold and traded in bulk by wholesalers.
CPI (Consumer Price Index)	An index that measures changes in the price level of a basket of consumer goods and services purchased by households.
Private Final Expenditure (PFCE)	A measure of household consumption and expenditure on goods and services.
Gross Fixed Capital Formation (GFCF)	A measure of net increase in physical assets (investment) within a specified time frame.
Monetary Policy	The process by which a central bank manages the supply of money and interest rates to influence the economy.
Repo Rate	The rate at which the central bank lends money to commercial banks, influencing the cost of borrowing.

Term	Definition
Capital Expenditure (CapEx)	Funds used by a company to acquire or upgrade physical assets such as property, industrial buildings, or equipment.
Public Capital Expenditure	Government spending on projects intended to create future benefits, like infrastructure.
Emergency Credit Linked Guarantee Scheme (ECLGS)	A scheme by the Indian government providing guarantees to banks for loans extended to MSMEs to mitigate the impact of the pandemic.
CAGR (Compound Annual Growth Rate)	The mean annual growth rate of an investment over a specified period, used to measure growth in the textile industry.
Natural Fibers	Fibers derived from plants or animals, such as cotton and jute, used extensively in textile manufacturing.
Synthetic Fibers	Man-made fibers, including polyester and nylon, produced from chemical processes, used for their durability and versatility.
Spinning	The process of converting raw fibers into yarn, influencing the quality of the final textile products.
Weaving	A method of creating fabric by interlacing yarns at right angles, forming a textile structure.
Knitting	A process of creating fabric by interlocking loops of yarn, often used for producing garments directly from yarn.
Fabric Processing	The treatment of fabric through dyeing, printing, and finishing to enhance its properties and appearance.
Blended Textiles	Fabrics created by mixing two or more different types of fibers to achieve specific performance and aesthetic properties.
Functional Fibers	Specially designed fibers that combine materials to provide unique properties, such as stretchability or moisture-wicking.
Cotton-Polyester Blend	A common fabric blend that combines cotton’s softness and breathability with polyester’s durability and wrinkle resistance.
Gossypium arboreum	One of the four species of cotton cultivated in India, commonly known as Asian cotton.
Gossypium herbaceum	Another species of cotton cultivated in India, also known as Asian cotton.
Gossypium barbadense	A species of cotton known as Egyptian cotton, recognized for its superior quality and softness.
Gossypium hirsutum	The most widely cultivated species of cotton in India, representing 90% of the hybrid cotton production and includes all current Bt cotton hybrids.
Bt cotton	Genetically modified cotton that is resistant to certain pests, contributing to higher yields and reduced pesticide use.
Bales	A standard measure for cotton; one bale typically weighs 170 kg.
Synthetic fibers	Man-made fibers produced from chemical substances, which include popular varieties such as polyester and viscose.
Man-made fibers (MMF)	Fibers created through chemical processes, often used to produce a variety of textile products.
Blended yarn	Yarns produced from a combination of different fibers, such as polyester/cotton or polyester/viscose, offering enhanced properties like strength and comfort.
Technical textiles	Textiles designed for specific performance characteristics and applications beyond basic clothing, including industrial and medical uses.
Goods and Services Tax (GST)	A comprehensive indirect tax in India on the supply of goods and services, which aims to streamline the taxation process and improve compliance.
Eco-friendly synthetic options	Synthetic fibers that are produced using sustainable practices, reducing environmental impact.
Viscose	A semi-synthetic fiber made from regenerated cellulose, often used for its silk-like feel and drape in textiles.
PLA (Polylactic Acid)	A biodegradable and bioactive thermoplastic made from renewable resources like corn starch, often used in sustainable textiles.
Bamboo viscose	A fiber made from bamboo pulp, known for its softness and eco-friendliness, used in textiles and apparel.
Nylon	A synthetic fiber known for high strength, elasticity, and abrasion resistance, commonly used in hosiery, outerwear, and upholstery.
Acrylic	A lightweight and warm synthetic fiber often used as a substitute for wool in knitwear and home textiles.

Term	Definition
Spandex (Lycra)	A synthetic fiber famous for its exceptional elasticity, commonly used in activewear and form-fitting garments.
Rayon	A semi-synthetic fiber, often grouped with synthetic fabrics, made from regenerated cellulose; known for being soft and breathable.
Moisture-Wicking	A property of fabrics that allows them to draw moisture away from the body, keeping the skin dry and comfortable.
Microplastics	Tiny plastic particles that result from the degradation of synthetic fabrics, posing environmental risks, particularly to marine life.
Athleisure	A fashion trend combining athletic and leisure apparel, emphasizing comfort and performance.
Eco-Friendly Textiles	Fabrics produced through sustainable processes, often made from recycled materials, minimizing environmental impact.
Urban-Friendly Textiles	Fabrics designed for city dwellers, emphasizing ease of maintenance and adaptability to urban lifestyles.
Filament Yarn	Continuous strands of fibers used in various textile applications, known for strength and versatility.
Production Linked Incentive (PLI)	A government scheme aimed at boosting domestic manufacturing in various sectors, including textiles.
Export Earnings	The income generated from selling goods abroad, contributing to the overall economic performance of a country.
Disposable Income	The amount of money individuals have available to spend after necessary expenses, influencing consumer behavior and demand for goods.
Raw Material Expenses	The costs associated with acquiring the materials needed for production, which constitute a significant portion of total expenses in the textile industry.
Power and Fuel Expenses	The expenditures related to energy consumption required for manufacturing processes, including electricity and fuel costs.
Salaries and Wages	The costs incurred for compensating employees, which typically include direct wages, salaries, bonuses, and benefits.
Selling, General, and Administrative (SGA) Expenses	The costs associated with selling products and managing business operations, including marketing, administrative salaries, office supplies, and rent.
Interest Expenses	The costs incurred by a company for borrowed funds, usually expressed as a percentage of total expenses, reflecting the company's debt management strategy.
Operating Profit Margin	A profitability ratio that measures the percentage of revenue that remains after covering operating expenses, indicating operational efficiency.
Net Profit Margin	A profitability metric that shows the percentage of revenue that remains after all expenses, taxes, and costs have been deducted, reflecting the overall financial health of a company.
Fluctuation	Variations or changes in a specific measure, such as expenses or profit margins, often influenced by market conditions, operational changes, or external factors.
Cost Management	Strategies and practices aimed at controlling and optimizing expenses to enhance profitability and operational efficiency within a company.
Profitability Metrics	Financial indicators, such as operating profit and net profit margins, that assess a company's ability to generate profit relative to its revenue, expenses, or assets.
Operational Stability	A state in which a company's operations run smoothly without significant disruptions, often linked to consistent labor costs and effective resource management.
Revenue Growth	An increase in a company's sales over time, often a key driver of improved profitability and financial health.
Capacity Utilization	A measure of how much of a company's total production capacity is being used over a specific period, expressed as a percentage of the installed capacity.
Installed Capacity	The total production capability of a manufacturing unit or facility, typically expressed in meters for textile companies, representing the maximum output achievable under optimal conditions.
Actual Production	The quantity of goods produced within a given period, measured in meters, reflecting the real output of a manufacturing unit compared to its installed capacity.
Utilization Rate	The percentage of the actual production compared to the installed capacity, indicating how efficiently a company is using its production resources.
Operational Period	The duration for which a manufacturing unit operates during a fiscal year, typically measured in months.

Term	Definition
Production Management	The process of planning, organizing, directing, and controlling the production activities of a company to maximize efficiency and output.
Fiscal Year (FY)	A one-year period that companies use for financial reporting and budgeting, which may not necessarily align with the calendar year.
Calendar Year (CY)	The Calendar Year (CY) refers to the 12-month period from January 1 to December 31, commonly used for financial reporting, budgeting, and analysis across various industries.
Denier	A unit of measurement for the fineness of a fiber, representing the weight in grams of 9,000 meters of the fiber, commonly used in the textile industry to specify the thickness of yarn.
Revenue from Operations	The total income generated by a company from its primary business activities, excluding any income from investments or other non-operational sources.
EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization)	A financial metric used to assess a company's operating performance by measuring its profitability before accounting for financial deductions and non-cash expenses.
PAT (Profit After Tax)	The net profit of a company after all expenses, including taxes, have been deducted from total revenue, reflecting the company’s overall profitability.
EBITDA Margin (%)	A profitability ratio that indicates the percentage of revenue that exceeds the company's operating expenses, calculated as (EBITDA / Revenue from Operations) × 100.
PAT Margin (%)	A profitability ratio that shows the percentage of revenue that remains after all expenses have been paid, calculated as (PAT / Revenue from Operations) × 100.

OUR BUSINESS

We have included various operational and financial performance indicators in this Prospectus, some of which may not be derived from our Restated Financial Information or otherwise subjected to an examination, audit or review by any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Information and other information relating to our business and operations included in this Prospectus. Our fiscal 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.

The following discussion contains certain forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section titled "Forward-looking Statements", "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26,40 , 232 *and 288, respectively.*

Further, names of certain customers have not been included in this Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", or "our" refers to Borana Weaves Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report on "Synthetic Readymade Garments and Synthetic Grey Fabric" dated April 14, 2025 ("**D&B Report**") prepared and issued by Dun & Bradstreet, pursuant to an engagement contract dated August 22, 2024. The D&B Report is commissioned and paid for by our Company in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. A copy of the D&B Report is available on the website of our Company at www.boranagroup.in. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular Fiscal/ Calendar Year refers to such information for the relevant Fiscal/ Calendar Year. For further details and risks in relation to the commissioned report, see "Risk Factors 41. – Internal Risk Factors – Industry information included in this Prospectus has been derived from an industry report prepared by Dun & Bradstreet exclusively commissioned and paid for by us for such purpose" on page 68.*

OVERVIEW

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures polyester textured yarn ("**PTY Yarn**"), which is produced by heating polyester oriented yarn ("**POY Yarn**"), our raw material used in the production of grey fabric.

The details of our industry, sector, activity, and products are as follows:

Particulars	Details
Industry	Textile
Sector	Weaving
Activity	Manufacturing
Products	Unbleached synthetic grey fabric, PTY Yarn

Our Company commenced its operations in 2020, and the production from our first unit, Unit 1 located at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Surat, Gujarat, was subsequently started in 2021. As on date, our Company operates three manufacturing units in Surat, Gujarat, equipped with textile manufacturing technologies for, *inter alia*, texturizing, warping, water jet looms, and textile folding.

The manufacturing units of our Company are located at the following premises:

Unit 1: Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230 (admeasuring 3,180.46 sq. m.).

Unit 2: Plot No. AA/34 & B/16/16, Hojiwala Industrial Easte, SUSML, Sachin, Surat – 394230 (admeasuring 7,224.00 sq. m.).

Unit 3: Plot No. A 4/6, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230 (admeasuring 7,224.00 sq. m.).

The Registered and Corporate Office of our Company is situated at Plot No AA/34, B 16/16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India – 394230.

Most of the manufacturing and processing in our units are carried out using textile manufacturing technologies, pollution light machinery and tools which are supplied by domestic and global players in the synthetic fibre industry. As of December 31, 2024, our Company had a total of 15 texturizing machines, 6 warping machines, 700 water jet looms and 10 folding machines active at its three units.

The Indian market is experiencing a notable shift towards synthetic textiles, driven by their affordability, durability, and ease of maintenance. Current demand for polyester in India stands at approximately 4 million tonnes and is projected to rise to 6.7 million tonnes by 2025, indicating a growing consumer preference for synthetic materials. Further, evolving fashion trends, particularly the rise in brand consciousness and rapidly changing styles, are increasing the appeal of synthetic textiles. With the global end-use market for man-made fibers expected to expand by 3.7% by 2025, the Indian synthetic textile industry is well-positioned to benefit, with growth opportunities in both domestic consumption and exports (*Source: D&B Report*).

Our majority customer base (comprising of wholesalers) in Gujarat has contributed to our growth. With our office, manufacturing units, and operational activities also based in this state, we have endeavoured to foster strong connections with our customers. Our direct presence in the region has helped us deliver products to our customers. During the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, we catered to 170, 177, 65 and 204 customers, respectively, and our revenue from sales stood at ₹ 19,905.56 lakhs, ₹ 13,539.90 lakhs, ₹ 4,233.40 lakhs and ₹ 21,161.52 lakhs, respectively, translating to average compounded annual growth rate of 116.84% for the last three Financial Years.

The table below sets forth the contribution of grey fabric and PTY Yarn to our revenue from operations in the relevant periods, as per the Restated Financial Information:

Particulars	**For the period/ Financial Year ended on**							
	Nine months period ended December 31, 2024		**March 31, 2024**		**March 31, 2023**		**March 31, 2022**	
	Revenue from sale (₹ in lakh)	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**	**Revenue from sale (₹ in lakh)**	**% of revenue from operations**
Grey fabric	17,827.13	84.24	14,366.13	72.17	8,541.31	63.08	1,941.08	45.85
Yarn	3,032.02	14.33	5,260.17	26.43	4,572.53	33.77	2,149.76	50.78
Other Product	302.37	1.43	279.26	1.40	426.06	3.15	142.57	3.37
Total	**21,161.52**	**100.00**	**19,905.56**	**100.00**	**13,539.90**	**100.00**	**4,233.40**	**100.00**

**Other Products include sale of wastage, Beam Sales and Downgrade Sale.*
Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Set out in the table below is the share of our top one, top five and top ten customers of grey fabric in our revenue from operations for the Fiscals 2024, 2023and 2022 and nine months period ended December 31, 2024:

Customer concentration	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024 #		March 31, 2024 ##		March 31, 2023 ###		March 31, 2022 ####	
	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations
Top 1(1)	1,765.34	8.34%	1,635.09	8.21%	1,057.12	7.81%	234.48	5.54%
Top 5	5,424.15	25.63%	4,674.55	23.48%	3,237.98	23.92%	932.28	22.03%
Top 10	8,522.04	40.27%	7,340.09	36.87%	4,507.91	33.29%	1,304.79	30.82%

(1) In the nine months ended December 31, 2024, and Fiscals 2024, 2023 and 2022, our top customer was Borana Industries LLP, one of the members of our Promoter Group.

 # In the nine months ended December 31, 2024, our customers included Borana Industries LLP and Arham Weaves Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

In Fiscal 2024, our customers included Borana Industries LLP, Arham Weaves Private Limited and R&B Denims Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

In Fiscal 2023, our customers included Borana Industries LLP, Arham Weaves Private Limited and Borana Filaments Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

In Fiscal 2022, our customers included Borana Industries LLP and Borana Filaments Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Set out in the table below is the share of our top one, top five and top ten customers of PTY Yarn in our revenue from operations for the Fiscals 2024, 2023 and 2022- and nine-months period ended December 31, 2024:

Customer concentration	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations
Top 1	1,442.43	6.82%	3,282.93	16.49%	3,542.58	26.16%	1,472.63	34.79%
Top 5*	3,189.15	15.08%	5,448.90	27.37%	4,903.93	36.21%	2,274.33	53.72%
Top 10*#	3,268.78	15.45%	5,494.12	27.60%	4,959.66	36.63%	2,274.33	53.72%

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

**Our Company had only 4 customers of PTY Yarn in Fiscal 2022.*

 # Our Company had only 8 customers of PTY Yarn during the nine months period ended December 31, 2024

We have benefitted from the expertise of our Promoters and their robust background in the textiles industry has strengthened our relationships with various stakeholders, facilitating the expansion of our Company's operations. Our Promoter and Chairman and Managing Director, Mangilal Ambalal Borana has over 24 years of experience in textiles industry and our Promoters and Executive Directors, Ankur Mangilal Borana and Rajkumar Mangilal Borana both have over a decade of experience in the textile industry. For further details, please see "- *Competitive Strengths – Experienced Promoters with execution capabilities*" on page 177.

Financial Key Performance Indicators of Our Company

Particulars	For the period / Financial Year ended on			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs) (1)	21,161.52	19,905.56	13,539.90	4,233.40
Growth in Revenue from Operations (%) (2)	-	47.01%	219.84%	-
Gross Profit (₹ in Lakhs) (3)	8,265.36	7,657.64	4,911.91	1,183.07
Gross Profit Margin (%) (4)	39.06%	38.47%	36.28%	27.95%
EBITDA (₹ in Lakhs) (5)	4,603.16	4,117.31	2,606.41	517.46
EBITDA Margin (%) (6)	21.75%	20.68%	19.25%	12.22%
Profit After Tax (₹ in Lakhs) (7)	2,930.63	2,358.64	1,630.09	179.86
PAT Margin (%) (8)	13.85%	11.85%	12.04%	4.25%
RoCE (%) (9)	27.11%*	27.42%	34.93%	12.23%
RoE (%) (10)	38.16%*	49.45%	67.61%	99.45%
Fixed Assets Turnover Ratio (In times) (11)	3.02*	2.68	3.86	2.67
Net Working Capital days (In days) (12)	67.00	61.00	66.00	98.00
Operating Cash Flows (₹ in Lakhs) (13)	2,577.01	2,213.26	689.60	(832.62)

** Not Annualized*

Notes:

1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Information.*
2) *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*
3) *Gross Profit is calculated from the revenue from operations as reduced by Cost of materials consumed and Changes in inventories of finished goods and work-in-progress.*
4) *Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.*
5) *EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.*
6) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
7) *Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.*
8) *PAT Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.*
9) *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before tax plus Interest Expense/finance costs less Other Income) divided by capital employed. Capital Employed includes Total equity, Long-Term Borrowing & Short-Term Borrowing reduced by Cash and Cash equivalent*
10) *RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Shareholder Equity.*
11) *Net Fixed Asset Turnover is calculated as Revenue from Operation divided by Fixed Assets which consists of Tangible assets, Right of use assets, capital work-in-progress and Intangible assets.*
12) *Net Working Capital Days is calculated as Net working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding short term borrowing).*
13) *Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Information.*

Note: The figure above have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025

Operational Key Performance Indicators of Our Company

Particulars	For the period / Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Average Capacity Utilization (%)	79.62	79.51	83.78	56.93
Employee Count	666	793	568	193

Notes:

1) *Average capacity utilization has been calculated by dividing actual production divided by pro-rata based installed capacity for respective period. (% is calculated for the period ending 31st December, 2024 is as per Chartered Engineer's Certificate).*
2) *Employee count has been calculated as number of employees in respective period.*

Note: The figure above have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025

COMPETITIVE STRENGTHS

We are a textile manufacturer based in Surat, Gujarat specialised in manufacturing of unbleached synthetic grey fabric, well positioned to capitalize on the growing demand in this sector

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. *(Source: D&B Report).*

We believe we are well positioned to capitalize on the growing demand in this sector. Our presence in the industry allows us to leverage the expertise of our Promoters and manufacturing capabilities to meet the needs of our customers. For details in relation to installed capacity and actual production at our three units in the last three Fiscals and nine months period ended December 31, 2024, see "- *Manufacturing capabilities*" on page 182.

Our Company has shown steady growth in its production capacity and utilization across our units over the past three financial years (*Source: D&B Report*). Further, our relationships with suppliers ensure a supply of raw materials, which is essential for maintaining our production standards and meeting customer expectations. We use polyester oriented yarn as our raw material in production of synthetic grey fabric and PTY Yarn.

The below table sets forth the details of the total cost of POY Yarn procured from our suppliers in Fiscals 2024, 2023 and 2022 and the nine months period ended December 31, 2024:

Purchase cost	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31,2024		March 31,2023		March 31,2022	
	Purchase cost (₹ in lakh)	% of total purchase	Purchase cost (₹ in lakh)	% of total purchase	Purchas e cost (₹ in lakh)	Purchase cost (₹ in lakh)	% of total purchase	Purchas e cost (₹ in lakh)
Domestic purchase (A)	**13,353.93**	**100.00**	**6,456.74**	**52.82**	**7,042.41**	**69.51**	**3,425.69**	**100.00**
i. Gujarat	9,577.82	71.72	5,448.22	44.57	5,985.62	59.08	2,717.52	79.33
ii. Dadar Nagar Haveli	3,776.11	28.28	965.19	7.90	919.21	9.07	4.81	0.14
iii. Maharashtra	0.00	0.00	43.32	0.35	137.58	1.36	703.36	20.53
Import Purchase (B)	**0.00**	**0.00**	**5,768.20**	**47.18**	**3,089.63**	**30.49**	**0.00**	**0.00**
(a) China	0.00	0.00	5,237.58	42.84	2,458.64	24.27	0.00	0.00
(ii) Singapore	0.00	0.00	530.62	4.34	630.99	6.23	0.00	0.00
Total (A+B)	**13,353.93**	**100.00**	**12,224.94**	**100.00**	**10,132.04**	**100.00**	**3,425.69**	**100.00**

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Further, during the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, we catered to 170, 177, 65 and 204 customers, respectively The table below sets forth the contribution of grey fabric and PTY Yarn to our revenue from operations in the relevant periods, as per the Restated Financial Information:

Particulars	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue from sale (₹ in lakh)	% of revenue from operations	Revenue from sale (₹ in lakh)	% of revenue from operations	Revenue from sale (₹ in lakh)	% of revenue from operations	Revenue from sale (₹ in lakh)	% of revenue from operations
Grey fabric	17,827.13	84.24	14,366.13	72.17	8,541.31	63.08	1,941.08	45.85
Yarn	3,032.02	14.33	5,260.17	26.43	4,572.53	33.77	2,149.76	50.78
Other Product	302.37	1.43	279.26	1.40	426.06	3.15	142.57	3.37
Total	**21,161.52**	**100.00**	**19,905.56**	**100.00**	**13,539.90**	**100.00**	**4,233.40**	**100.00**

**Other Products include sale of wastage, Beam Sales and Downgrade Sale.*
Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

While our customers are pre-dominantly based in Gujarat, we also supply our products to our customers outside Gujarat, in states such as Rajasthan, Uttar Pradesh, West Bengal, Haryana and Delhi. While the revenue from the sale of our products from Gujarat was ₹ 19,885.75 lakhs, ₹ 13,539.14 lakhs, ₹ 4,233.40 lakhs, and ₹ 20,814.98 lakhs for the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, representing 99.89%, 99.99%, 100.00% and 98.36% of the revenue from operations revenue from outside Gujarat stood at ₹ 19.81 lakhs, ₹ 0.76 lakhs, nil, and ₹ 346.54 lakhs for the Fiscal Years 2024 2023, 2022 and nine months period ended December 31, 2024, representing 0.11%,0.01%, 0.00% and 1.64% of the revenue from operations, respectively.

As on date of this Prospectus, our Company has three manufacturing units situated in Surat, Gujarat. Further, to expand our production capabilities, we propose to set-up an additional manufacturing unit in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230, Gujarat, which will be also equipped with machineries such as texturizing machines, warping machines, water jet looms and folding machines. For further details, see "*Objects of the Issue – Proposing to finance the cost of establishing a new manufacturing unit to expand its production capabilities to produce grey fabric at Surat, Gujarat, India ("**Proposed Unit 4**")*" on page 110. We believe by leveraging our position in the evolving synthetic textile market, we stand to enhance our market share and drive growth in the coming years.

Investment in water jet looms capable of producing uniform textured fabric; fully integrated manufacturing units established in strategic location

Water jet looms offers significant advantages over traditional power looms in the manufacturing of synthetic grey fabric. The adoption of water jet looms presents significant benefits in the production of synthetic grey fabric. These machines offer greater precision in the weaving process, resulting in fabric that exhibits uniform texture and consistent quality. Unlike traditional power looms, which may require more mechanical components and labour-intensive setups, water jet looms can operate at higher speeds with reduced downtime. This efficiency enhances the ability to meet larger production demands without compromising on quality. Additionally, the water jet technology places less tension on the polyester textured yarn, decreasing the likelihood of breakage during weaving. This results in fewer interruptions in the production cycle, lower waste generation, and a more streamlined manufacturing process compared to traditional methods. Furthermore, the reliance on water as a propulsion method lessens energy consumption, and the absence of harmful chemicals associated with conventional fabric treatments promotes a more sustainable approach to textile manufacturing (*Source: D&B Report*).

Many manufacturers operate with outdated machinery, resulting in inefficiencies and lower productivity. The lack of investment in modern equipment hinders competitiveness against more technologically advanced counterparts (*Source: D&B Report*).

As of December 31, 2024, our Company had a total of 700 water jet looms active at its three units. A break-up of the active machines at our three units is also provided below as of December 31, 2024:

Unit	No. of active water jet looms as of December 31, 2024
Unit 1	144
Unit 2	256
Unit 3	300

Our manufacturing units are located in Surat, a major textile and apparel manufacturing hub in South Gujarat (*Source: D&B Report*). Most of the production and processing in our units are carried out using pollution light machinery and tools which are supplied by domestic and global players in the synthetic fibre industry. As of December 31, 2024, our Company had a total of 15 texturizing machines, 6 warping machines, 700 water jet looms and 10 folding machines active at its three units. For details in relation to installed capacity and actual production at our three units in the last three fiscal years and nine months period ended December 31, 2024, see "- *Manufacturing capabilities*" on page 182.

Our suppliers and customers are pre-dominantly based in South Gujarat. Since our office, units and operational activities are also based in this state, we believe we have been able to achieve and develop a deeper connect, reach and trust of our major suppliers and customers due to our direct presence in the region and by laying emphasis on our integrity, customer commitment and delivering product. In addition to our suppliers in Gujarat, we had also imported POY Yarn, our raw material, from China and Singapore in Fiscal Years 2024 and 2023. The cost of import of POY Yarn stood at ₹ 5,768.20 lakhs and ₹ 3,089.63 lakhs for Fiscal Years 2024 and 2023, respectively. We did not import POY Yarn in Fiscal Year 2022 and nine months period ended December 31, 2024. In addition to Surat, our manufacturing units have access and reach to the textile and apparel markets of Ahmedabad and Mumbai.

Further, to expand our production capabilities, we propose to set-up an additional manufacturing unit in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230, which will be also equipped with machineries such as texturizing machines, warping machines, water jet looms and folding machines. For further details, see "*Objects of the Issue – Estimated Cost – Purchase of plant and machinery*" on page 112. By harnessing our manufacturing capabilities and our regional presence, we believe we are poised to enhance production efficiency, ensure fabric quality, and meet customer demands.

Delivering strong financial and operating metrics

Our Company has organically grown its operations and has demonstrated an increase in revenues and profitability.

Our revenue from operations grew at a CAGR of 116.84% from ₹4,233.40 lakhs in Fiscal 2022 to ₹19,905.56 lakhs in Fiscal 2024, based on our Restated Financial Information. Our restated profit after tax margin was 13.85%, 11.85%, 12.04%, 4.25% in the nine months period ended December 31, 2024 and during Fiscals 2024, 2023 and 2022, respectively.

Set forth below are certain key financial and operational metrics demonstrating our strong financial performance over the last three Fiscals and nine months period ended December 31, 2024.

Financial Key Performance Indicators (KPIs) of our Company

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs) (1)	21,161.52	19,905.56	13,539.90	4,233.40
Growth in Revenue from Operations (%) (2)	-	47.01%	219.84%	-
Gross Profit (₹ in Lakhs) (3)	8,265.36	7,657.64	4,911.91	1,183.07
Gross Profit Margin (%) (4)	39.06%	38.47%	36.28%	27.95%
EBITDA (₹ in Lakhs) (5)	4,603.16	4,117.31	2,606.41	517.46
EBITDA Margin (%) (6)	21.75%	20.68%	19.25%	12.22%
Profit After Tax (₹ in Lakhs) (7)	2,930.63	2,358.64	1,630.09	179.86
PAT Margin (%) (8)	13.85%	11.85%	12.04%	4.25%

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
RoCE (%) [(9)]	27.11%*	27.42%	34.93%	12.23%
RoE (%) [(10)]	38.16%*	49.45%	67.61%	99.45%
Fixed Assets Turnover Ratio (In times) [(11)]	3.02*	2.68	3.86	2.67
Net Working Capital days (In days) [(12)]	67.00	61.00	66.00	98.00
Operating Cash Flows (₹ in Lakhs) [(13)]	2,577.01	2,213.26	689.60	(832.62)

** Not Annualized*

The above figures have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025 .

Notes:

1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Information.*
2) *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*
3) *Gross Profit is calculated from the revenue from operations as reduced by Cost of materials consumed and Changes in inventories of finished goods and work-in-progress.*
4) *Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.*
5) *EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.*
6) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
7) *Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.*
8) *PAT Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.*
9) *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before tax plus Interest Expense/finance costs less Other Income) divided by capital employed. Capital Employed includes Total equity, Long-Term Borrowing & Short-Term Borrowing reduced by Cash and Cash equivalent.*
10) *RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Shareholder Equity.*
11) *Net Fixed Asset Turnover is calculated as Revenue from Operation divided by Fixed Assets which consists of Tangible assets, Right to use assets, capital work-in-progress and Intangible assets.*
12) *Net Working Capital Days is calculated as Net working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding short term borrowing).*
13) *Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Information.*

Operational Key Performance Indicators (KPIs) of our Company

Particulars	For the Period / Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Capacity Utilization (%)	79.62	79.51	83.78	56.93
Employee Count	666	793	568	193

** Not Annualized*

Notes:

1) *Average capacity utilization has been calculated by dividing actual production divided by pro-rata based installed capacity for respective period. (% is calculated for the period ending 31st December, 2024 is as per Chartered Engineer's Certificate).*
2) *Employee count has been calculated as number of employees in respective period.*

The above figures have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025.

Experienced Promoters with execution capabilities

We attribute our growth to the experience of our Promoters. Our Promoter and Chairman and Managing Director, Mangilal Ambalal Borana has over 24 years of experience in textiles industry and has been responsible in augmenting relationships with various stakeholders which has helped our Company expand its operations. He is also currently associated as a director with Borana Filaments Private Limited which is involved in manufacturing and processing industrial and synthetic fabrics, yarns, including cotton, wool, silk, nylon, polyester, and other fibrous materials. It also undertakes services like twisting, texturizing, dyeing, bleaching, printing, and processing of man-made and natural fibres in various forms. Our Promoters and Executive Directors, Ankur Mangilal Borana and Rajkumar Mangilal Borana both have over a decade of experience in the textile industry, which has contributed to the growth trajectory of our Company. They are, amongst others, currently associated as directors with Borana Filaments Private Limited, R & B Denims Limited and Ricon Textile Private Limited.

As on the date of this Prospectus, our Promoters collectively hold 87.19 % of the pre-Issue issued, subscribed and paid-up equity share capital of our Company. For further details in relation to our Promoters and senior management team, see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 217 and 200. Leveraging the experience and industry connections of our Promoters, we are well-positioned to drive sustained growth and navigate the evolving challenges of the textile market.

OUR STRATEGIES

Capturing market opportunities in the growing synthetic fibre industry

The Indian market is experiencing a notable shift towards synthetic textiles, driven by their affordability, durability, and ease of maintenance. Current demand for polyester in India stands at approximately 4 million tonnes and is projected to rise to 6.7 million tonnes by 2025, indicating a growing consumer preference for synthetic materials. Further, evolving fashion trends, particularly the rise in brand consciousness and rapidly changing styles, are increasing the appeal of synthetic textiles. With the global end-use market for man-made fibers expected to expand by 3.7% by 2025, the Indian synthetic textile industry is well-positioned to benefit, with growth opportunities in both domestic consumption and exports (*Source: D&B Report*). The demand for synthetic textiles has been expanding into various non-apparel applications due to their distinct properties and benefits. (*Source: D&B Report*).

We believe we are well positioned to capitalize on the growing demand in this sector. The increasing preference for synthetic fabrics across various industries such as fashion, sportswear, home décor, and traditional textiles presents substantial growth opportunities (*Source: D&B Report*). The versatility of synthetic textiles extends to technical and medical applications as well (*Source: D&B Report*).

As of December 31, 2024, our actual production stood at 13,93,08,589 meters per annum. As part of our strategy, we are planning a capacity expansion by setting up a new manufacturing unit in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230, which will be equipped with machineries such as texturizing machines, warping machines, water jet looms and folding machines. The proposed unit will have an installed production capacity of 11,27,52,000 meter per annum, which will augment our currently existing installed production capacity to a total of 34,60,32,000 meter per annum. The construction of this unit will be carried out on a land admeasuring 10,836.00 square meter held on a leasehold basis. In relation to the proposed unit, we are required to obtain certain approvals that are routine in nature from governmental authorities. For further details, see "*Objects of the Issue – Government Approvals*" on page 116.

The market for synthetic fabrics is driven by the growing demand for affordable, durable, and high- performance textiles. Current demand for polyester in India stands at approximately 4 million tonnes and is projected to rise to 6.7 million tonnes by 2025, indicating a growing consumer preference for synthetic materials. As of 2023, approximately 35% of India's population lives in urban areas, and this is expected to increase to 40% by 2030, driving the demand for urban-friendly, easy-to-maintain textiles, many of which are synthetic (*Source: D&B Report*).

We aim to capitalize on the growth opportunities within the synthetic fabrics industry by leveraging our current scale of operations, network of suppliers, and customer base. Our experienced Promoters play a pivotal role in guiding our strategic initiatives and assisting us in capitalising on the evolving market landscape.

Increase wallet share with existing customers and continued focus to expand customer base

We believe that our position in the industry, as well as our relations with customers positions us well to increase wallet share with existing customers, and to continue focusing on expanding our customer base. As of 2023, approximately 35% of India's population lives in urban areas, and this is expected to increase to 40% by 2030, driving the demand for urban-friendly, easy-to-maintain textiles, many of which are synthetic (*Source: D&B Report*).

We also intend to tap into the domestic markets of Bharuch, Vapi and Valsad regions of Gujarat to capitalise on demand opportunities in these regions.

Further, we have recently introduced a new product designed for jacketing, leveraging reactive polyurethane ("**RPU**") technology. The grey fabric used in this product is woven on water-jet looms, then dyed and coated with RPU. The production of this product is currently outsourced, and we are in the process of exploring its future potential in the textile industry.

We believe that our customer relationships and innovative product offerings will enable us to both deepen our presence with existing clients and capture new growth opportunities in the markets.

Leveraging water jet loom technology for expanding into technical textiles

As part of our strategy to diversify our product offerings and expand our market reach, we plan to leverage our existing investment in water jet looms to manufacture technical textiles. Technical textiles are specialized fabrics designed for functions and applications, such as automotive, medical, and industrial uses (*Source: D&B Report*). Looking ahead, India's textile exports are projected to grow to USD 65 billion by FY 2026, with emphasis on man-made fibers and technical textiles, supported by innovation and sustainability efforts (*Source: D&B Report*). The diversification in textile exports underscores a trend towards technical textiles and specialized applications, driving the growth observed in 2024 (*Source: D&B Report*).

We believe our existing capabilities in producing grey fabrics and PTY Yarnserve as a foundation for the development of specialized fabrics such as technical textiles. Investment in water jet looms being one of our core strengths positions us well to venture into the growing market for technical textiles. By utilizing these existing machineries, we will endeavour to ensure that the technical textiles we manufacture meet the specifications required for the application of this product in sectors such as automotive, medical, and industrial sectors. The adoption of water jet looms presents significant benefits in the production of synthetic grey fabric. These machines offer greater precision in the weaving process, resulting in fabric that exhibits uniform texture and consistent quality (*Source: D&B Report*). For further benefits of water jet looms, see "- *Competitive Strengths - Investment in water jet looms capable of producing uniform textured fabric; fully integrated manufacturing units established in strategic location*" on page 177.

Manufacturing Units

The manufacturing units of our Company are located in Surat, Gujarat. As on the date of this Prospectus, our Company has three manufacturing units as follows:

Unit	Located at	Area (in sq. m.)
Unit 1	Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230	3,180.46
Unit 2	Plot No. & AA/34 and B/16/16, Hojiwala Industrial Easte, SUSML, Sachin, Surat	7,224.00
Unit 3	Plot No. A 4/6, Hojiwala Industrial Estate, SUSML, Sachin, Surat	7,224.00

As of December 31, 2024, the aggregate installed production capacity for the three manufacturing units was 17,49,60,000 meter, while the actual production stood at 13,93,08,589 meter.

Manufacturing capabilities

Over the years, our Company has scaled its production in its three manufacturing units.

The installed production capacity *vis-a-vis* actual production (in meter) at the three units of our Company as of the last three fiscal years and nine months period ended December 31, 2024 is set out below:

Unit 1					
Financial Year / Period	Period of utilisation (in months)	Installed capacity for 12 months (in meter)	Installed capacity Pro Rata Basis in Meter	Actual production (in meter)	Utilization (in %)
2023-24	12	4,66,56,000	4,66,56,000	4,61,28,664	98.86
2022-23	12	4,66,56,000	4,66,56,000	4,48,16,051	96.05

Unit 1					
2021-22	7*	4,66,56,000	2,13,84,000	1,54,94,341	72.45
Nine months period ended December 31, 2024	9	4,66,56,000	3,49,92,000	3,44,26,322	98.38

**Since the unit was set-up in the Financial Year 2021-22, it was operational for a period of 7 months.*

Unit 2					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
2023-24	12	8,94,24,000	8,29,44,000	6,24,41,246	75.28
2022-23	5*	8,94,24,000	3,21,30,000	2,54,87,739	79.32
2021-22	-	-	-	-	-
Nine months period ended December 31, 2024	9	8,94,24,000	6,70,68,000	4,34,56,232	64.79

**Since the unit was set-up in the Financial Year 2022-23, it was operational for a period of 5 months.*

Unit 3					
Financial Year / Period	**Period of utilisation (in months)**	**Installed capacity for 12 months (in meter)**	**Installed capacity Pro Rata Basis in Meter**	**Actual production (in meter)**	**Utilization (in %)**
2023-24	3*	9,72,00,000	2,43,00,000	18,945,524	77.96
2022-23	-	-	-	-	-
2021-22	-	-	-	-	-
Nine months period ended December 31, 2024	9	9,72,00,000	7,29,00,000	6,14,26,035	84.26

**Since the unit was set-up in the Financial Year 2023-24, it was operational for a period of 3 months.*

Since most of our production and processing are carried out using pollution light machinery and tools, our Company is not required to employ extensive skilled labour for its production needs or investing in pollution control equipment at our manufacturing units. As a result, the nature of our business allows us to be free from heavy employee cost, labour strikes, extensive labour-related inspections, and factory inspections related to discharge or treatment of pollutants. As of December 31, 2024, our Company had a total of 15 texturizing machines, 6 warping machines, 700 water jet looms and 10 folding machines active at its three units.

Set-out below are certain images of our manufacturing units and machines that we use in the manufacturing process:


BORANA
WEAVES LTD


BORANA
WEAVES LTD


3-A
3-B

Manufacturing / production process

Synthetic fabrics are man-made textiles produced from chemical processes. These fabrics are derived from synthetic fibers such as polyester, nylon, acrylic, and spandex, which are made by polymerizing small molecules into long chains. Synthetic fabrics are widely used in various industries, including fashion, home furnishings, and industrial applications, due to their durability, versatility, and cost-effectiveness (*Source: D&B Report*).

The production of the grey fabric and PTY Yarn at our units is carried out by following processes / steps as set out below:

(i) **Texturizing**, which involves heating the POY Yarn, our raw material, to enhance its strength, elasticity and overall texture and appearance to produce PTY Yarn,

(ii) **Warping or sectional warping**, which is used to convert separate PTY Yarn packages into a warp beam or yearn roll. This is crucial for preparing the yarn for weaving,

(iii) **Drawing**, which involves a series of steps to straighten the PTY Yarn by passing it through a series of guides and tensioning devices, ensuring uniformity for the next stages,

(iv) **Water jet weaving**, which involves water jet looms to propel the weft yarn through the warp yarns. These looms consist of a shuttle that is moved by high pressure water jets instead of traditional mechanical shuttle to interlace yarn to create the finished fabric,

(v) **Folding**, which process is carried out by automated machine, followed by a physical quality checking to ensure it meets the standards. This process results in neatly folded lots, and

(vi) **Computerised tagging of the folded lots** with important details such as lot number, date of production, length of the fabric and a QR scan code for ensuring efficient tracking and inventory management.

Customers and suppliers

Our suppliers and customers are pre-dominantly based in South Gujarat. Further, since our manufactured product portfolio comprises of the unprocessed and unbleached products, grey fabric and PTY Yarn, we are not required to substantially invest in marketing and adverting activities or campaigns, thereby decreasing the production cost and further contributing to our net profit margins. For Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024 our PAT Margin was 11.85%, 12.04%, 4.25% and 13.85%, respectively. Further, the cost of transportation of the produced lots is borne by our customers.

We use POY Yarn as our raw material in production of synthetic grey fabric and PTY Yarn. During the Fiscals 2024, 2023, 2022, and nine months period ended December 31, 2024, we had procured POY Yarn at a total cost of ₹ 12,224.93 lakhs, ₹ 10,105.47 lakhs, ₹ 3,425.69 lakhs, and ₹ 13,353.93 lakhs, respectively aggregating to 71.40%, 87.39%, 85.28%, and 74.44%, respectively, of total expenses. In addition to our suppliers in Gujarat, we also import POY Yarn, our raw material, from China and Singapore. The cost of import of POY Yarn stood at ₹ 5,768.20 lakhs and ₹ 3,089.63 lakhs for Fiscal Year 2024 and Fiscal Year 2023. We did not import POY Yarn in Fiscal Year 2022 and nine months period ended December 31, 2024.

Further, during the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, we catered to 170, 177, 65 and 204 customers, respectively, and our revenue from sales stood at ₹ 19,905.56 lakhs, ₹ 13,539.90 lakhs, ₹ 4,233.40 lakhs and ₹ 21,161.52 lakhs, respectively. The revenue from the sale of grey fabric was ₹ 14,366.13 lakhs, ₹ 8,541.31 lakhs, ₹ 1,941.08 lakhs and ₹ 17,827.13lakhs for the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, representing 72.17%, 63.08%, 45.85% and 84.24% of the total sales.

We also supply our products to our customers outside Gujarat, in states such as Rajasthan, Uttar Pradesh, West Bengal, Haryana and Delhi. While the revenue from the sale of our products from Gujarat was ₹ 19,885.75 lakhs, ₹ 13,539.14 lakhs, ₹ 4,233.40 lakhs, and ₹ 20,814.98lakhs for the Fiscal Years 2024, 2023 and 2022, and nine months period ended December 31, 2024, representing 99.89%, 99.99%, 100.00% and 98.36% of the revenue from operations , revenue from outside Gujarat stood at ₹ 19.81 lakhs, ₹ 0.76 lakhs, nil and ₹ 346.54 lakhs for the Fiscal Years 2024 , 2023 and 2022, and nine months period ended December 31, 2024, representing 0.11%, 0.01%, 0.00% and 1.64% of the revenue from operations, respectively.

Utilities

We have adequate facilities and infrastructure to source and store raw materials and have existing connections for utilities like water and power for our manufacturing units.

Power

All our manufacturing units have adequate power supply to carry out manufacturing operations. The units receive power from Dakshin Gujarat Vij Company Limited. We have installed DG sets in all our manufacturing units for contingencies occurring due to power outage.

Water

Our manufacturing units use effluent treated water sourced from Hojiwala Infrastructure Limited for our manufacturing operations.

Industry growth drivers

Key industry growth driving factors, amongst others, include:

***Growing Apparel Industry*:** India's apparel market is projected to grow from USD 74.5 billion in 2022 to USD102.2 billion by 2026, with synthetic textiles playing a significant role in this growth due to their affordability and versatility. The athleisure trend is significantly influencing demand for synthetic fabrics, owing to their versatility and performance benefits. As lifestyles shift and focus on fitness and active living increases, the demand for polyester filament yarn (PFY) is expected to grow by 15-20% in fiscal year 2022. (*Source: D&B Report*)

***Rising Disposable Income*:** India's per capita income was estimated at INR 172,000 (USD 2,100) in FY 2023, marking an increase of around 7.5% from the previous year. This rising income level is contributing to higher spending on clothing, including synthetic textiles. (*Source: D&B Report*)

Technological Advancements: Advances in synthetic fiber production technology have enhanced the performance characteristics of these materials. The Indian textile industry invested over INR 2,000 crores (USD 240 million) in R&D in 2022, with a significant portion focused on synthetic textiles, including the development of eco-friendly and recycled fibers. Ongoing investments in research and development are anticipated to drive further innovations in synthetic textiles. (*Source: D&B Report*)

Competition

The Indian textile industry is highly competitive, with both established players and new entrants vying for market share. The competition from both domestic and international textile manufacturers could exert pressure on pricing and market positioning (*Source: D&B Report*). Major players in this sector include SAAM Textiles, Paramount Textile Mills, Madhav Fashion and Jaincotex Mills (*Source: D&B Report*).

Health and safety

Our manufacturing activities are subject to a number of laws and regulations, including, regulations on technical safety and environment protection, including, restrictions on air pollution, discharge of effluents and other occupational health and safety regulations.

We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted safety, health and environment policies and procedures that are aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our manufacturing facility or under our management. For further details in relation to the approvals and licenses obtained by our Company, see "*Government and Other Approvals*" on page 324.

Employees

We believe our employees and personnel are one of our most important assets and critical to maintaining our competitive position in our industry. We endeavour to develop and train our employees in order to facilitate the growth of our operations.

As of December 31, 2024, we had a total of 666 employees, as set out below:

Function	No. of Employees
Management	3
Production	469
Accounts	3
Human resource	3
Maintenance	87
Administration	74
Total	666

Insurance

Our operations are subject to risks inherent to manufacturing operations, which include defects, property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, accidents, personal injury or death, environmental pollution and natural disasters. Our principal types of insurance coverage include a burglary risk insurance policy, insurance policies for our workmen, property damage policies and buildings, plant and machinery insurance against fire, explosion or implosion and lightning. We believe that our insurance coverage is consistent with industry standards. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See '*Risk Factors - 47. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability*.' on page 70.

Further, as on the date of this Prospectus, our Company has not incurred any losses that have exceeded our insurance coverage, nor have we faced any claims exceeding our liability insurance limits. However, any such instances in the future could have an adverse effect on our financial condition and result of operations.

Information technology

Our information technology infrastructure comprises of third-party solutions and applications maintained internally that support our business requirements. We use technologies such as QR scan code for ensuring efficient tracking and inventory management, and antivirus solutions, to further enhance our security and operational capabilities.

Intellectual property

Our Company has applied for registration of the following trademarks:

S. No.	Application / Registration No.	Trademark	Class	Status
1.	6543172	BORANA WEAVES PVT LTD	23	Applied
2.	6543173	BORANA WEAVES PVT LTD	24	Applied
3.	6543174	BORANA WEAVES PVT LTD	40	Applied
4.	6708440	BORANA	23	Applied
5.	6708440	BORANA	24	Applied
6.	6708439	BORANA	40	Applied

Please also see, "*Risk Factors - 44. Inability to obtain or protect our intellectual property rights may adversely affect our business.*" on page 69.

Properties

Our Registered and Corporate Office, which is located at Plot No AA/34, B 16/16, Hojiwala Ind. Estate, SUSML, Sachin, Surat, Gujarat, India – 394230, is held by us on a leasehold basis.

Further, our manufacturing units, Unit 1, Unit 2 and Unit 3 are located on properties which are held by on a leasehold basis. Additionally, the proposed manufacturing unit in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230 will also be set up on a property held by us on a leasehold basis. Please see, "*Risk Factors - 21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed* *upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms*." on page 56.

Additionally, our Company has obtained a warehouse admasuring 14,000 sq. ft. located at Plot no. E/7/7 & E/7/8, Road No. 16, Hojiwala Industrial Estate, SUSML, Sachin, Surat, Gujarat, India – 394230 on a leasehold basis.

In addition to the above, the following properties have been assigned to our Company by Sachin Udyognagar Sahakari Mandali Limited:

1. B-5/6, Sachin Udyognagar Sahakari Mandali Limited, Moje Village Lajore, Pt. Choryasi, Surat,

2. B-5/7, Sachin Udyognagar Sahakari Mandali Limited, Moje Village Lajore, Pt. Choryasi, Surat, and

3. B-5/7-1, Sachin Udyognagar Sahakari Mandali Limited, Moje Village Lajore, Pt. Choryasi, Surat.

In addition to the above, the following properties are owned by our Company:

1. Block No. 382, Moje Village Vaktana, Chorasi, Surat,

2. Block No. 383, Moje Village Vaktana, Choryasi, Surat,

3. Block No. 384, Moje Village Vaktana, Choryasi, Surat,

4. Block No. 385, Moje Village Vaktana, Choryasi, Surat,

5. Block No. 386, Moje Village Vaktana, Choryasi, Surat, and

6. Block No. 388, Moje Village Vaktana, Choryasi, Surat.

Corporate Social Responsibility

We have constituted a corporate and social responsibility committee and have adopted and implemented a CSR policy pursuant to which we carry out CSR activities. In terms of our CSR policy, our CSR expenditure may be towards, amongst others, eradicating hunger, poverty and malnutrition, promoting health care, promoting education, promoting gender equality, empowering women, ensuring environmental sustainability, ecological balance, *etc*. In Fiscal 2024 and nine months period ended December 31, 2024, we spent ₹ 18.00 lakh and ₹ 55.00 lakh, towards CSR activities in compliance with applicable laws.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies in India which are applicable to our Company and the business undertaken by our Company.

The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, "*Government and other Statutory Approvals*" on page 324.

1. **Business Related Laws**

The Textiles Committee Act, 1963

The Textile Committee Act, 1963 (**Act**) was enacted in 1963 to provide for the establishment of a committee forensuring the quality of textiles and textile machinery and for matters connected therewith. The Act prescribes forestablishment of a textile committee (**Textile Committee**) with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardisation of the type of textile machinery used for manufacture. In addition to the general objection as mentioned above, the function of the Textile Committee inter alia include, to undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery, promotion of export of textile and textile machinery, establishing or adopting or recognising standard specifications for textile and packing materials used in the packing of textiles or textile machinery for purpose of export and internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials, specify the type of quality control or inspection which will be applied to textile or textile machinery, provide for training in the techniques of quality control to beapplied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery andpacking material used in the packing of textile and textile machinery, establishing laboratories and text houses fortesting of textiles and data collection and such other matters related to the textile industry.

*Textile Development and Regulation Order, 2001 (**Textile Order**)*

The Central Government in exercise of the powers conferred upon it under section 5 of the Essential CommoditiesAct, 1955 and in supersession of the Textile (Development and Regulation) Order, 1993 brought in force the Textile Order. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles is required to maintain books of accounts, data and other records relating to the business in the matter of production, processing, import, export, supply, distribution, sale, consumption etc. and shall furnish such returns or information in respect to the business as and when required by the Textile Commissioner. The Textile Order confers upon the Textile Commissioner powers to issue directions by notification with the prior approval of Central Government to any manufacturer regarding the specification or class of textiles which shall not be manufactured, dyes and chemicals which shall not be used in the manufacture of textile, maximum and minimum quantity of textiles which shall be manufactured, maximum ex-factory or wholesale or retail price at which textiles shall be sold, markings to be made on textiles by manufacturers and the time and manner of such markings and direct the officer in charge of any laboratory to carry out or cause to be carried out such tests relating to any textilesas may be specified by the Textile Commissioner.

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

Ministry of Textiles, Government of India has notified ATUFS vide resolution dated January 13, 2016. In accordance with the said regulation the guidelines of ATUFS i.e. financial and operational parameters and implementation of ATUFS during its implementation period from January 13, 2016 to March 31, 2022 has been provided under the revised resolution dated August 2, 2018. In order to promote ease of doing business, promotemake in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (**CIS**) under the ATUFS. The scheme would facilitate augmenting of investment, productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as companies which have acknowledgement of Industrial Entrepreneur Memorandum (**IEM**) with DIPP except MSMEs units which will be as per Ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy under the scheme. The maximum subsidy for overall investment by an individual entity under

ATUFS will be restricted to upper limit of ₹ 3000 lakhs.

National Textile Policy, 2000

The National Textile Policy, 2000 (**NTP**) aims at facilitating the growth of the textile industry to attain and sustaina pre-eminent global standing in the manufacture and export of clothing. The objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to performin 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, maximising employment opportunities, and so on. The NTP also envisages certain sector specific initiatives, including the sector of raw materials, spinning, weaving, powerloom, handloom, jute and textile. The Policy alsolays down certain delivery mechanisms for the implementation of the policy and to enable the Indian textile industry to realise its full potential and achieve global excellence.

Salient objective of NTP is as follows –

- Equip the textile industry to withstand pressures of import penetration and maintain a dominant presence inthe domestic market;
- Develop a strong multi-fiber 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 theNTP, the Government has conveyed it's commitment towards providing a conducive environment to enablethe Indian textile industry to realise its full potential, achieve global excellence, and fulfil its obligation to different sections of society.

Production-Linked Incentive Scheme in Textiles Products

In November 2020, the Union Cabinet approved the introduction of the Production-Linked Incentive Scheme in Textiles Products to enhance India's Manufacturing Capabilities as well as Exports. An amount of ₹ 10,683 crorehas been approved as an outlay for a period of 5 years. This initiative will be implemented by the Ministry of Textile and is expected to cover forty product categories under man-made fibre.

Gujarat Textile Policy 2024

The Gujarat Textile Policy 2024 aims to encourage skilling and upskilling of workers under self-help groups. The policy also offers support for quality certification, energy and water conservation and technology acquisition. It includes enhanced fiscal subsidies tailored to labour- intensive units, with special incentives for those employing 4,000 or more workers. Beyond apparel, garments and technical textiles, the policy extends its focus to sectors like weaving, knitting, dyeing, texturizing, twisting and the production of yarn from polyester staple fiber (PSF) and viscose staple fiber (VSF), excluding cotton and synthetic filament yarn spinning.

*The Legal Metrology Act, 2009 (**Legal Metrology Act**) and the rules framed thereunder*

The Legal Metrology Act provides that the units of weights and measures must be in accordance with the metric system based on the international system of units, and prohibits quotations made otherwise. The Legal Metrology (General) Rules, 2011, which came into force on April 1, 2011, also provides detailed specifications of standard weights and measures and the standard equipment. The Legal Metrology (Packaged Commodities) Rules, 2011, which also came into force on April 1, 2011, provide the specification with respect to price, origin, expiry date and other details which are required to be mentioned on the label of products. The Legal Metrology Act regulates the trade and commerce in weights and measures, and provides for the appointment of a director, controller and other legal metrology officers, and empowers them to undertake inspection or forfeiture to ensure compliance with its provisions. It provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards weights and measures. The Legal Metrology Act allows companies to nominate a person who will be held responsible for the breach of provisions of this legislation.

2. **General legislations applicable to our business**

*Factories Act, 1948 (**Factories Act**)*

The Factories Act 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 authorityto formulate rules in respect of matters such as prior submission of plans and their approval for the establishmentof factories and registration and licensing of factories. The Factories Act provides that the person who has ultimatecontrol over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety, and welfare of all workers. It provides such safeguards of workers in the factories as well as offersprotection to the exploited workers and improve their working conditions. The penalties for contravention of theFactories Act include fine and imprisonment for the 'occupier' or 'manager' as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardousmaterials.

*Consumer Protection Act, 2019 and the rules made thereunder (**Consumer Protection Act**)*

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect theinterests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. Substantial changes were introduced by the Consumer Protection Act through the introduction of Consumer Protection (E-Commerce) Rules, 2020 which led to the inclusion of the e-commerce industry under Consumer Protection Act with "e-commerce" defined to refer to the buying and selling of goods or services overdigital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act,in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. In cases of manufacturing for sale or storing, selling,or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

*Information Technology Act, 2000 (**IT Act**)*

The purpose of enacting the IT Act was to give legal recognition to transactions conducted online. The Act established a digital signature system for electronic document authentication and states penalties and jail terms for civil and criminal wrongs. The IT Act specifies several offenses, such as those involving fraudulent activity originating from computer applications, unauthorized disclosure of private information, and unauthorized accessto computer systems. The IT Act was amended in 2008 to make contracts created electronically legallyenforceable. The IT Act also protects intermediaries from liability for third-party information they host or make available to them, and it establishes liability for carelessness in handling sensitive personal data. Additionally, theIT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information generated, transmitted, received or stored in any computer source in the interest of sovereignty, integrity, defence and security of India, among other things.

*The Micro, Small and Medium Enterprises Development Act, 2006 **(MSME Act)***

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act") In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

3. Intellectual Property Laws

The Trade Marks Act, 1999

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptivelysimilar trademarks, among others. The Trade Marks Act was enacted to provide exclusive rights to trademarks, including brands, labels, and headings, and to provide relief from trademark infringement. Trademark registrationfor goods and services is allowed in India. As per the provisions of the Trademarks Act, any individual or joint applicant who believes they are the owner of a trademark may submit an application for trademark registration tothe Trademark Registry. This application may be based on the applicant's intention to use a trademark in the futureor on their actual use of the trademark. A trademark registration can be renewed after it has been granted and is valid for ten years unless it is revoked. The mark expires if it is not renewed, and then the registration needs to be renewed. Additionally, owners of both domestic and foreign trademarks now have access to simultaneous protection of their marks in India and other nations thanks to the Trade Marks (Amendment) Act, 2010 (the "Trademark Amendment Act"). The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Copyright Act, 1957 and the Copyright Rules, 2013

Copyright protection in India is governed by the Copyright Act and the Rules made thereunder. Although obtaining or enforcing a copyright in an otherwise protectable work does not require copyright registration, registration under the copyright laws serves as prima facie evidence of the information entered therein and speedsup infringement proceedings by minimizing delays brought on by evidentiary considerations. According to the Copyright Act, infractions are punishable by a fine, imprisonment, or both, with the severity of the penalty increasing for repeat offenders.

The Patents Act, 1970

In India, the patent system is regulated by the Patents Act and as per the Patents Act, a patent is a type of intellectual property right that relates to inventions. The government grants the patentee a limited-time exclusiveright in exchange for full disclosure of his invention, preventing others from creating, utilizing, importing, or selling the patented product, or from using the process to produce it. Since India is a party to the Agreement on Trade Related Aspects of Intellectual Property Rights, it must acknowledge both process and product patents. ThePatents Act stipulates that certain types of inventions and materials may not be granted patent protection, even ifthey meet the aforementioned requirements, in addition to the general requirement that an invention must satisfythe requirements of novelty, utility, and non-obviousness in order to avail patent protection.

4. Environmental Legislations

Key environment regulations applicable to companies in India include The Environment (Protection) Act, 1986, The Water (Prevention and Control of Pollution) Act, 1974, The Air (Prevention and Control of Pollution) Act, 1981, Hazardous Wastes (Management, Handlingand Transboundary Movement) Rules, 2016 and E-Waste (Management) Rules, 2022.

5. Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952,Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, the Maternity Benefit Act, 1961, the Employee's Compensation Act, 1923, the Trade Unions Act, 1926, Equal Remuneration Act, 1976, the Industrial Dispute Act, 1947, Apprentices Act, 1961, Industrial Employment (Standing Orders) Act, 1946, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Equal Remuneration Act, 1976, the Child Labour (Prohibition and Regulation) Act, 1986, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

(b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including Gujarat Labour Welfare Fund Act, 1953, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

Other than few provisions of the Code on Social Security which have been notified on May 3, 2023, the provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

6. **Laws governing foreign investments**

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("**FEMA**") along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy ("**FDI Policy**") issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time. Under the current FDI Policy (effective from August 28, 2017), foreign direct investment in the sector in which company operates is permitted up to 100% of the paid-up share capital of the Company under the automatic route, i.e. without requiring prior government approval, subject to compliance with certain prescribed pricing guidelines and reporting requirements.

*Foreign Trade (Development and Regulation) Act, 1992 (**FTA**) and the Foreign Trade (Regulation) Rules, 1993 and the Foreign Trade Policy, 2023*

The FTA aims to facilitate the increase in foreign trade by regulating imports and exports to and from India. It authorizes the government to announce and subsequently formulate the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read along with the Indian Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code ("**IEC"**) number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce. An IEC number allotted to an applicant is valid for all its branches, divisions, units, and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

7. Laws relating to Taxation

The Goods and Services Tax (**GST**) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (**CGST**), relevant state's Goods and Services Act, 2017 (**SGST**), Union Territory Goods and Services Act, 2017 (**UTGST**), Integrated Goods and Services Act, 2017 (**IGST**), Goods and

Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (**Income Tax Act**) is applicable to every company, whether domestic or foreignwhose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in Indiaon global income and persons not resident in India on income received, accruing or arising in India or deemed tohave been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advancetax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to whichconcessional rates of tax are offered to a few domestic companies and new manufacturing companies.

In addition to the Goods and Services Act, 2017 and the Income-Tax Act, 1961, some other tax legislations that may be applicable to our Company include:

1. Income Tax Rules, 1962, as amended by the Finance Act in respective years;

2. The Customs Act, 1962;

3. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-specific legislations made thereunder;

4. State-specific legislations in relation to professional tax; and

5. Indian Stamp Act, 1899 and various state-specific legislations made thereunder.

8. Other Applicable Laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, foreign exchange laws, contract laws, customs act and other applicable statutes enactedby the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as '*Borana Weaves Private Limited*' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated October 28, 2020 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to resolution passed by our Board of Directors in their meeting held on July 18, 2024 and special resolution passed by our Shareholders in the EGM held on July 20, 2024, and the name of our Company was changed to '*Borana Weaves Limited*' and a fresh certificate of incorporation dated September 24, 2024 was issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office

Except as disclosed below, there has been no change in the registered office of our Company since the date of its incorporation:

Date of change	Details of change in the registered office	Reason for change
December 26, 2022	Registered office moved from Shop No. 1236, Surat Textile Market Co-op Opp. Kamela Darwaja, Ring Road, Surat, Gujarat - 395002 to Plot No. AA/34, Plot No. AA/34, B 16/16, Hojiwala Ind. Estate, SUSML, Sachin, Surat, Gujarat - 394230	Administrative convenience

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

(i) *To carry out the business of manufacturing, buying, selling, importing, exporting, trading and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods and merchandise whether textile felted, netted or looped.*

(ii) *To carry out the business of importers, exporters, buyers, sellers, traders, dealers and as agents, stockiest, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, textile materials, dresses, sarees, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.*

The main objects and matters necessary for furtherance of the main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association since incorporation:

Date of amendment	Details of the modifications
May 26, 2021	Clause V of the MoA was amended to reflect the increase in our authorised share capital from ₹1,000,000 divided into 10,000 Equity Shares of ₹10 each to ₹10,000,000 divided into 1,000,000 Equity Shares of ₹10 each.
June 6, 2022	Clause V of the MoA was amended to reflect the increase in our authorised share capital from ₹10,000,000 divided into 1,000,000 Equity Shares of ₹10 each to ₹70,000,000 divided into 7,000,000 Equity Shares of ₹10 each.
June 13, 2024	Clause V of the MoA was amended to reflect the increase in our authorised share capital from ₹70,000,000 divided into 7,000,000 Equity Shares of ₹10 each to ₹300,000,000 divided into 30,000,000 Equity Shares of ₹10 each.

Date of amendment	Details of the modifications
July 20, 2024	Clause I of the MoA was amended to reflect the change in name of our Company from ‘Borana Weaves Private Limited’ to ‘Borana Weaves Limited’, pursuant to the conversion of our Company into a public limited company.

Major events and milestones of our Company

Financial Year	Details of major milestone/ events
2020-2021	Incorporation of the Company as a private company on October 28, 2020 under the name and style of ‘Borana Weaves Private Limited’.
2021-2022	Our Company commenced grey fabric and PTY yarn manufacturing at Unit 1 with an installed capacity of 4,66,56,000 meter per annum.
2022-2023	Our Company commenced grey fabric and PTY yarn manufacturing at Unit 2 with an installed capacity of 8,94,24,000 meter per annum.
2023-2024	Our Company commenced grey fabric and PTY yarn manufacturing at Unit 3 with an installed capacity of 9,72,00,000 meter per annum.
2024-2025	Conversion of our Company from a private limited company to a public limited company.

Awards, accreditations and recognitions received by our Company

Calendar Year	Award / Accreditation / Recognition
2021	Received membership certification from Hojiwala Infrastructure Limited for common effluent treatment for premises situated at Plot No. AA-93, Road No. 10, Hojiwala Industrial Estate, Palsana Road, Vanz, Chorasi, Surat, Gujarat
2022	Received membership certification from Hojiwala Infrastructure Limited for common effluent treatment for premises situated at Plot No. A/4-6, Road No. 11, Hojiwala Industrial Estate, Sachin Udyog Nagar Sahkari Mandli Ltd., Vanz Ta Chorasi, Surat, Gujarat
2024	Received membership certification from Hojiwala Infrastructure Limited for common effluent treatment for premises situated at Plot No. AA/34, Road No.13, Hojiwala Industrial Estate, Sachin Udyog Nagar, Sahakari Mandli Ltd. Sachin, Surat, Gujarat

Time and cost over-runs

There have been no time and cost over-runs in the setting up of projects by our Company since incorporation.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial or strategic partners

As of the date of this Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets to the extent applicable, capacity/facility creation, location of our manufacturing units, see “*Our Business*” on page 173.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Mergers or amalgamations

Our Company has not been party to any merger or amalgamation since its incorporation.

Details regarding material acquisitions or divestments of business/ undertakings

Our Company has not acquired or divested any material business or undertaking since its incorporation

Holding Company

As of the date of this Prospectus, our Company does not have a holding company.

Joint ventures

As of the date of this Prospectus, our Company does not have any joint venture.

Our Subsidiaries

As of the date of this Prospectus, our Company does not have any subsidiary company.

Our Associates

As of the date of this Prospectus, our Company does not have any associate company.

Shareholder's agreements

Our Company does not have any subsisting shareholders' agreements among our Shareholders vis-à-vis our Company.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee

As on the date of this Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management Personnel or Director or Promoters or any other employee of our Company, 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 our Company.

Other agreements

Our Company, our Promoters, and the Shareholders are not a party to any other agreements, including any deed of assignment, acquisition agreement, shareholders' agreement, inter se agreement/ arrangement or agreements of like nature, with respect to securities of our Company. Our Company has not entered into any subsisting material agreements including inter-se agreements, agreements with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Prospectus in context of the Issue.

We confirm that there are no agreements entered into by the Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, KMPs, SMPs, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially whose purpose and effect is to impact the management or control of our Company or impose any restrictions or create any liability upon our Company.

Further, we confirm there are no other agreements and clauses or covenants which our Company, our Promoters, the members of the Promoter Group or the Shareholders are a party to, in relation to securities of our Company, which are material and need to be disclosed and that there are no other clauses / covenants which are adverse or pre-judicial to the interest of the minority / public Shareholders or nor are there agreements that the Company has entered into that are required to be disclosed under the SEBI ICDR Regulations or non-disclosure of which may have a bearing on the investment decisions of the Bidders, except as already disclosed in this Prospectus. Further, there is no inter-se agreement / arrangement between the Shareholders.

There are no material covenants in any of the agreements related to the primary and secondary transactions of securities of the Company and except as disclosed in "*Financial Indebtedness – Principal terms of the borrowings availed by our Company*" on page 285, there are no material covenants in any of the agreements related to the financing arrangements of the Company.

OUR MANAGEMENT

In terms of the Companies Act, our Company is required to have a minimum of three Directors and a maximum of up to fifteen Directors. As of the date of this Prospectus, our Board comprises of six Directors, of whom three are Executive Directors and three are Independent Directors (including one woman Independent Director). Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our Board of Directors as on the date of this Prospectus:

Board of Directors

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Mangilal Ambalal Borana *Designation:* Chairman and Managing Director *Current Term:* For a period of 5 years, with effect from September 28, 2024 *Period of Directorship:* Since June 14, 2021 *Address:* Bunglow no- 90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat - 395001 *Occupation:* Business *Date of Birth:* September 4, 1951 *Age:* 73 years *DIN:* 01091167	*Indian Companies* • Borana Filaments Private Limited *Foreign Companies* • Nil
Ankur Mangilal Borana *Designation:* Executive Director and Chief Executive Officer *Current Term:* From September 25, 2024, liable to retire by rotation *Period of Directorship:* Since November 17, 2022 *Address:* Bunglow no. 90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat - 395001 *Occupation:* Business *Date of Birth:* July 7, 1980 *Age:* 44 years *DIN:* 01091164	*Indian Companies* • Ricon Textile Private Limited • Hojiwala Infrastructure Limited • R & B Denims Limited • Borana Filaments Private Limited *Foreign Companies* • Nil
Rajkumar Mangilal Borana *Designation:* Executive Director and Chief Financial Officer *Current Term:* From September 25, 2024, liable to retire by rotation *Period of Directorship:* Since November 17, 2022 *Address:* Bunglow no. 28, Rajhans Felix Society, Near VR Mall,	*Indian Companies* • R & B Denims Limited • Borana Filaments Private Limited • Aether Industries Limited • Pandesara Infrastructure Limited

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Rundh, Surat, Gujarat - 395007 *Occupation:* Business *Date of Birth:* February 10, 1977 *Age:* 48 years *DIN:* 01091166	*Foreign Companies* • Nil
Kanav Shayamsunder Arora *Designation:* Independent Director *Term:* 5 years *Period of Directorship:* From July 17, 2024 to July 16, 2029 *Address:* 301, Prakruti Appartment, Opp. Uma Bhavan, Bhatar Road, Surat, Gujarat – 395001 *Occupation:* Business *Date of Birth:* November 22, 1980 *Age:* 44 years *DIN:* 00933401	*Indian Companies* • R & B Denims Limited • Landmark Agglo Decor Pvt Ltd • Credence Ecofibre Private Limited • Nakshatra Creations Private Limited *Foreign Companies* • Nil
Arvind Kumar Rathi *Designation*: Independent Director *Term:* 5 years *Period of Directorship:* From July 17, 2024 to July 16, 2029 *Address:* Flat No-1302, Building No B, Ambika Heights, Near Manibhadra Campus, Godadara, Surat, Gujarat – 395010 *Occupation:* Business *Date of Birth:* June 15, 1985 *Age:* 39 years *DIN:* 07842066	*Indian Companies* • R & B Denims Limited *Foreign Companies* • Nil
Nitika Abhishek Soni *Designation:* Independent Director *Term:* 5 years *Period of Directorship:* From July 17, 2024 to July 16, 2029 *Address:* D-102, Sangini Arise, Canal Road- Vesu, Near Rajhans Zion, PO: SVR College, Surat, Gujarat- 395007 *Occupation:* Business	*Indian Companies* • Nil *Foreign Companies* • Nil

Name, designation, term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Date of Birth: April 26, 1986 *Age:* 39 years *DIN:* 10708045	

Brief profiles of our Directors

Mangilal Ambalal Borana is the Chairman and Managing Director of our Company. He is also one of the Promoters and founders of our Company. He was previously associated with Sachin Paper Mills Private Limited as a director. In addition to being on the board of our Company, he has been associated as a director on the board of Borana Filaments Private Limited for over 21 years. He has over 24 years of experience in the textile industry.

Ankur Mangilal Borana is the Executive Director and Chief Executive Officer of our Company. He is also one of the Promoters of our Company. He holds a bachelor's degree in commerce (advanced accounting & auditing) from South Gujarat University, Surat. In addition to being on the board of our Company, he serves as a director on the boards of Borana Filaments Private Limited, Hojiwala Infrastructure Limited and Ricon Textile Private Limited. He is also one of the promoters and executive director of R & B Denims Limited. He has over 13 years of experience in the textile industry. He is also a partner in Borana Industries LLP, Rawatkhedia Silk Mill LLP and Wealthford Consultancy LLP.

Rajkumar Mangilal Borana is the Executive Director and Chief Financial Officer of our Company. He is also one of the Promoters of our Company. He holds a bachelor's degree in commerce (advanced accounting & auditing) from South Gujarat University, Surat. In addition to being on the board of our Company, he currently serves on the board of Pandesara Infrastructure Limited, Borana Filaments Private Limited, R & B Denims Limited, and Aether Industries Limited. He is also one of the promoters and executive director of R & B Denims Limited. He has 13 years of experience in the textile industry. He is also a partner in Borana Industries LLP, Rawatkhedia Silk Mill LLP and Wealthford Consultancy LLP.

Kanav Shayamsunder Arora is an Independent Director of our Company. He has passed bachelor's in engineering (textile processing) from Veer Narmad South Gujarat University. In addition to being on the board of our Company, he serves on the board of R & B Denims Limited, Landmark Agglo Decor Private Limited, Credence Ecofibre Private Limited and Nakshatra Creations Private Limited.

Arvind Kumar Rathi is an Independent Director of our Company. He is an associate member of the Institute of Chartered Accountants of India. He is currently associated as a partner with M/s. Rathi Agarwal & Associates LLP (Formerly known as A R D M & Associates LLP) since December 2017. He has approximately 6 years of experience in the finance industry. In addition to being on the board of our Company, he serves on the board of R & B Denims Limited as an Independent Director.

Nitika Abhishek Soni is an Independent Director of our Company. She is an associate member of the Institute of Chartered Accountants of India. She is a practicing chartered accountant since 2019. She has approximately 4 years of experience in the finance industry.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Prospectus, during the term of their directorship in such company.

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 term of their directorship in such company.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as stated below, none of our Directors, Key Managerial Personnel and Senior Management are related to each other:

(i) Mangilal Ambalal Borana is the father of Ankur Mangilal Borana and Rajkumar Mangilal Borana; and

(ii) Ankur Mangilal Borana is the brother of Rajkumar Mangilal Borana.

Terms of appointment of our Managing Director and Executive Directors

Mangilal Ambalal Borana

Mangilal Ambalal Borana is the Chairman and Managing Director, and one of the Promoters of our Company. He has been associated with our Company since its incorporation. He was appointed as the Managing Director of our Company pursuant to the resolution passed by our Board dated July 5, 2024, and the resolution passed by our Shareholders' resolution dated September 28, 2024, for a period of 5 years with effect from September 28, 2024.

According to the terms of his letter of appointment dated September 30, 2024, which has been approved by the Shareholders' resolution on September 28, 2024, he is entitled to the following remuneration and perquisites:

Date of appointment	September 28, 2024
Term of appointment	5 years with effect from September 28, 2024
Remuneration per annum (in ₹ lakh)	₹ 12 lakhs per annum with such annual increments/increases as may be decided by the Board of Directors from time to time.
Incentive	Not exceeding five times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013, if any and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
Other Terms and Conditions/ Perquisites and allowances of expenses	Reimbursement of actual travelling expenses for proceeding on leave from Surat to any place in India and return therefrom once a year in respect of himself and family.

Ankur Mangilal Borana

Ankur Mangilal Borana is the Executive Director and Chief Executive Officer, and one of the Promoters of our Company. He has been associated with our Company since November 17, 2022. He was appointed as the Executive Director of our Company pursuant to the resolution passed by our Board dated September 25, 2024, and the resolution passed by our Shareholders' resolution dated September 25, 2024.

According to the Board resolution dated September 25, 2024, and the Shareholders' resolution dated September 25, 2024, he is entitled to the following remuneration and perquisites:

Date of appointment	September 25, 2024
Term of appointment	Liable to retire by rotation
Remuneration per annum (in ₹ lakh)	₹ 6 lakhs per annum with such annual increments/increases as may be decided by the Board of Directors from time to time.
Incentive	Not exceeding five times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the act, if any and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
Other Terms and Conditions/ Perquisites and allowances of expenses	Reimbursement of actual travelling expenses for proceeding on leave from Surat to any place in India and return therefrom once a year in respect of himself and family.

Rajkumar Mangilal Borana

Rajkumar Mangilal Borana is the Executive Director and Chief Financial Officer, and one of the Promoters of our Company. He has been associated with our Company since November 17, 2022. He was appointed as the Executive Director of our Company pursuant to the resolution passed by our Board dated September 25, 2024, and the resolution passed by our Shareholders' resolution dated September 25, 2024.

According to the Board resolution dated September 25, 2024, and the Shareholders' resolution dated September 25, 2024, he is entitled to the following remuneration and perquisites

Date of appointment	September 25, 2024
Term of appointment	Liable to retire by rotation
Remuneration per annum (in ₹ lakh)	₹ 6 lakhs per annum with such annual increments/increases as may be decided by the Board of Directors from time to time.
Incentive	Not exceeding five times the fixed salary payable for each financial year, subject to such ceilings as may be set out in the act, if any and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
Other Terms and Conditions/ Perquisites and allowances of expenses	Reimbursement of actual travelling expenses for proceeding on leave from Surat to any place in India and return therefrom once a year in respect of himself and family.

Terms of appointment of our Independent Directors

Pursuant to a resolution passed by our Board on October 1, 2024, our Independent Directors are entitled to receive a sitting fee of not exceeding ₹ 0.05 lakhs for attending each meeting of our Board and committees constituted by our Board, respectively.

Payment or benefit to Directors of our Company

Details of the remuneration and sitting or other remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Directors

Details of the remuneration paid to our Managing Director and Executive Directors in Fiscal 2025 is set forth below:

(in ₹ lakh)

Sr. No.	Name of the Director	Remuneration
1.	Mangilal Ambalal Borana	12.00
2.	Ankur Mangilal Borana	3.00[(1)]
3.	Rajkumar Mangilal Borana	3.00[(2)]

1. Ankur Mangilal Borana was appointed as Executive Director and Chief Executive Officer w.e.f. September 25, 2024 and therefore salary disclosed above is on pro- rata basis.
2. Rajkumar Mangilal Borana was appointed as Executive Director and Chief Financial Officer w.e.f. September 25, 2024 and therefore salary disclosed above is on pro- rata basis.
As certified by KSA & Associates, Chartered Accountants (Firm Registration Number: 003822C), the Statutory Auditor of our Company, by way of their certificate dated May 14, 2025.

Remuneration to our Independent Directors

No sitting fees was paid to the Independent Directors of our Company in Fiscal 2025.

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plan of our Company.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed in "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 182, none of our Directors hold any Equity Shares in our Company as on the date of this Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board.

Further, none of our Key Managerial Personnel and members of our Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Further, our Company does not have any KMP or members of our Senior Management or other person nominated by any Shareholder or any other person.

Interest of Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Director may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in *"Terms of appointment of our Executive Directors*" on page 203. Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors, kartas or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. For further details regarding the shareholding of our Directors, see "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 105.

Further, our Directors, namely Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana have also extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent. For further details in relation to the borrowings by our Company, see "*Financial Indebtedness*" on page 285.

Further, our Directors may also be directors on the board, or are shareholders, kartas, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of the Company) of the Company and our Directors.

Except as disclosed under *"Our Management- Interest in transactions for acquisition of land, construction of building or supply of machinery."* on page 206, there is no conflict of interest between our Directors and lessors of the immovable properties of our Company, which are crucial for the operations of our Company. Please also see "*Our Promoters and Promoter Group – Confirmations*", "*Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*" and "*Risk Factors 21. - Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain* *other premises on lease on same or similar commercial terms.*” on pages 224, 222 and 56, respectively.

Interest in land and property

None of our Directors have any interest in any property acquired in the preceding three year or proposed to be acquired by our Company. However, our Company has obtained on lease the use of certain premises, including premises where our Registered and Corporate Office and our manufacturing units are located from our Managing Director and Executive Directors. Please also see “*Our Promoters and Promoter Group – Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.*”, “ *- Interest in property transactions for , acquisition of land, construction of building and supply of machinery*” and “*Risk Factors - 21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*” on pages 222, 206 and 56, respectively.

Interest in transactions for acquisition of land, construction of building or supply of machinery

Except certain premises which have been leased by our Directors to our Company and disclosed below, our Directors have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of the Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per month (in ₹ lakh)
Lease Deed dated November 20, 2020 read with supplemental deed dated October 11, 2024	Mangilal Ambalal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3180.46 sq. mts. (48.23 mts. X 65.53 mts.), specifically shown in the map attached with this deed, which is forming part of land bearing Plot No. AA/93 admeasuring about 7605.00 sq. mts. of Sachin Udyognagar Sahakari Mandali Ltd. situated on land bearing Revenue Survey Nos. 67/2, 67/1-B, 387 i.e. Block No. 90 & 92 of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	10 years from November 1, 2020 to October 31, 2030	0.35
Lease Deed dated June 15, 2022 read with supplemental deed dated October 11, 2024	Ankur Mangilal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3612 sq. mts. bearing Plot No. AA/34 of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachin/Lajpor/Popda/ on land bearing Revenue Survey Nos. 110, 112 and 113/2	9 years from July 1, 2022 to June 30, 2031	1.00

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per month (in ₹ lakh)
			Block No.119, 121 and 122 of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.		
Lease Deed dated June 15, 2022 read with supplemental deed dated October 11, 2024	Rajkumar Mangilal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3612 sq. mts. bearing Plot No. B 16/16 of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachirt/Lajpor/Popda/ on land bearing Revenue Survey Nas, 110, 112 and 113/1 Block No.119, 121 and 122 of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	9 years from July 1, 2022 to June 30, 2031	1.00
Lease Deed dated August 29, 2024 read with supplemental deed dated October 11, 2024	Rajkumar Mangilal Borana	Company	All that place and parcels of the property consisting of land admeasuring 5 (KUMBR about 7224.00 sq. mts. bearing Plot No. A-4/6, of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz on land bearing Revenue Survey Nos. 122/1-8, 123, 124/1, 126, 127, 125/1, 125/2, Block No. 101and 102, of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	9 years from April 1, 2023 to March 31, 2032	0.20

For further details, see "*Risk Factors - 21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*" on page 56.

Interest in promotion of our Company

Except for Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana, who are also the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company, as on the date of this Prospectus.

Loans to Directors

As on the date of this Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms, trusts or companies in which they may be partners or members respectively or in which they have interest, either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm, trust or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Ankur Mangilal Borana	November 17, 2022	Appointment as a Non- Executive Director
Rajkumar Mangilal Borana	November 17, 2022	Appointment as a Non- Executive Director
Dhwani Ankur Borana	November 24, 2022	Resignation as a Director due to personal reasons, specifically due to her preoccupation with other commitments.
Kanav Shayamsunder Arora	July 17, 2024	Appointment as an Independent Director
Arvind Kumar Rathi	July 17, 2024	Appointment as an Independent Director
Nitika Abhishek Soni	July 17, 2024	Appointment as an Independent Director
Ankur Mangilal Borana	September 25, 2024	Redesignated as an Executive Director
Rajkumar Mangilal Borana	September 25, 2024	Redesignated as an Executive Director
Mangilal Ambalal Borana	September 28, 2024	Redesignated as a Managing Director

Borrowing Powers

Pursuant to a resolution passed by our Shareholders at their meeting dated October 10, 2024, our Board is authorized to borrow a sum or sums of money, which together with the monies already borrowed by our Company, apart from temporary loans obtained or to be obtained by our Company in the ordinary course of business, in excess of our Company's aggregate paid-up capital and free reserves, provided that the total amount which may be so borrowed and outstanding shall not exceed a sum of ₹50,000 lakhs.

Corporate Governance

As on the date of this Prospectus, there are six Directors on our Board comprising three Executive Directors and three Independent Directors, including one women Independent Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and

(d) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated October 01, 2024.The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Arvind Kumar Rathi	Independent Director	Chairman
2.	Kanav Sham Sundar Arora	Independent Director	Member
3.	Rajkumar Mangilal Borana	Executive Director and Chief Financial Officer	Member

Terms of Reference:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice; and

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

(5) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and 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; and

g. modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a 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 of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow-up thereon;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) 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) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end use of funds through public offers and related matters;

(20) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(22) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 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; and

(23) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(24) approving the key performance indicators for disclosure in the offer documents; and

(25) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations;

b. Management letters / letters of internal control weaknesses issued by the statutory auditors;

c. Statement of significant related party transactions (as defined by the audit committee), submitted by management

d. Internal audit reports relating to internal control weaknesses;

e. The appointment, removal and terms of remuneration of the chief internal auditor;

f. Statement of deviations in terms of the SEBI Listing Regulations:

   - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;

   - annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

g. the financial statements, in particular, the investments made by any unlisted subsidiary; and

h. such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution passed by our Board dated October 01, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Nitika Abhishek Soni	Independent Director	Chairman
2.	Kanav Shayamsunder Arora	Independent Director	Member
3.	Arvind Kumar Rathi	Independent Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(2) For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

   a. use the services of an 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 independent directors and the Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) 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) Recommend to the board, all remuneration, in whatever form, payable to senior management;

(8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-

   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(9) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

   a. administering the employee stock option plans of the Company, as may be required;

   b. determining the eligibility of employees to participate under the employee stock option plans of the Company;

   c. granting options to eligible employees and determining the date of grant;

   d. determining the number of options to be granted to an employee;

   e. determining the exercise price under the employee stock option plans of the Company; and

f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

(10) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(11) carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated October 01, 2024. The composition and terms of reference of Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Kanav Shayamsunder Arora	Independent Director	Chairman
2.	Ankur Mangilal Borana	Executive Director and Chief Executive Officer	Member
3.	Rajkumar Mangilal Borana	Executive Director and Chief Financial Officer	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

(2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(3) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(4) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

(5) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(6) review of measures taken for effective exercise of voting rights by shareholders;

(7) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;

(8) to dematerialize or rematerialize the issued shares;

(9) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

(10) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The CSR Committee was last reconstituted by a resolution passed by our Board dated October 01, 2024. The composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The CSR Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Rajkumar Mangilal Borana	Executive Director and Chief Financial Officer	Chairman
2.	Ankur Mangilal Borana	Executive Director and Chief Executive Officer	Member
3.	Nitika Abhishek Soni	Independent Director	Member

Terms of Reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

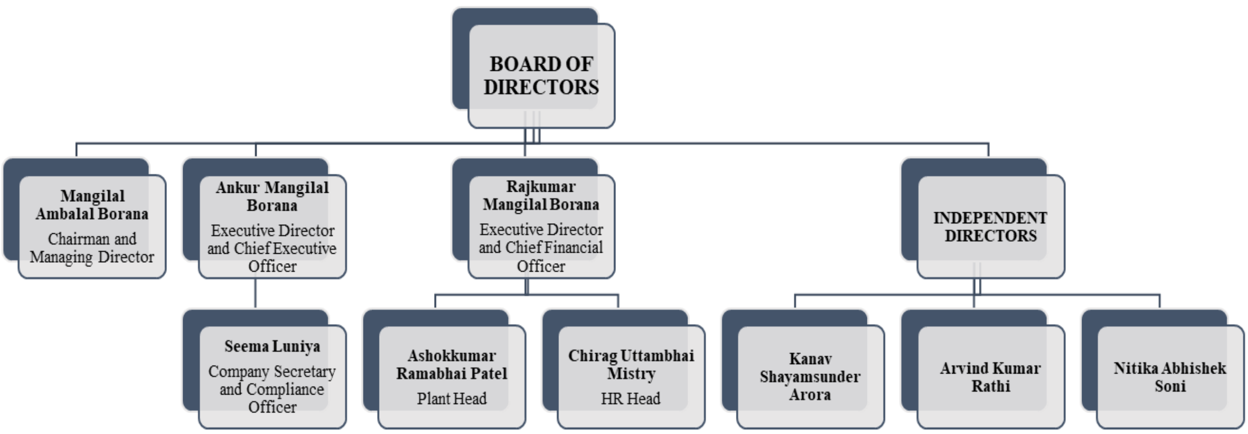
(1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;

(2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1) and amount to be incurred for such expenditure shall be as per the applicable law;

(3) review and monitor the corporate social responsibility policy of the Company and its implementation from time to time and timely completion of corporate social responsibility programmes; and

(4) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of our Key Managerial Personnel, as of the date of this Prospectus are as follows:

In addition to Mangilal Ambalal Borana, our Chairman and Managing Director and Ankur Mangilal Borana, our Executive Director and Chief Executive Officer and Rajkumar Mangilal Borana, our Executive Director and Chief

Financial Officer, whose details are provided in *'Brief Profiles of our Directors'* above, the details of our other Key Managerial Personnel as on the date of this Prospectus are set forth below.

Seema Luniya is the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Transwind Infrastructure Limited. In Fiscal 2025, she has received an aggregate compensation of ₹ 0.60 lakhs.

Senior Management

In addition to Ankur Mangilal Borana, our Executive Director and Chief Executive Officer, Rajkumar Mangilal Borana, our Executive Director and Chief Financial Officer and Seema Luniya our Company Secretary and Compliance Officer, whose details are provided in "*Key Managerial Personnel*" on page 214 above, the details of other members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Prospectus are set out below:

Ashokkumar Ramabhai Patel is the Plant Head of our Company. He is associated with our Company since October 28, 2020. He holds bachelor's degree in engineering (mechanical) from South Gujarat University, Surat. He has over 4 years of experience. In Fiscal 2025, he has received an aggregate compensation of ₹ 3.50 lakhs.

Chirag Uttambhai Mistry is the Human Resource (Head) of our Company. He is associated with our Company since September 01, 2024. He holds master's degree in human resource development from Veer Narmad South Gujarat University, Surat. Prior to joining our Company, he was associated with Borana Industries LLP. He has over 3 years of experience. In Fiscal 2025, he has received an aggregate compensation of ₹ 2.10 lakhs.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and members of our Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed under "*-Relationship between our Directors, Key Managerial Personnel and Senior Management*" on page 203, none of our Key Managerial Personnel and members of our Senior Management are related to each other.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except the performance bonus component of their remuneration and as disclosed in "*Terms of appointment of our Executive Directors*" on page 203, none of our Key Managerial Personnel or members of our Senior Management are party to any bonus or profit-sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company"* on page 105, none of our Key Managerial Personnel or members of our Senior Management, hold any Equity Shares in our Company as on the date of this Prospectus.

Service Contracts and retirement or termination benefits with Directors and Key Managerial Personnel and Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel and members of our Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company and they are governed by the terms of their respective appointment letters.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

As on the date of this Prospectus, there is no contingent or deferred compensation payable to our Key Managerial Personnel and members of our Senior Management, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel nor the members of Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Loans to and deposits from Key Managerial Personnel and Senior Management

There are no outstanding loans availed by our Key Managerial Personnel or members of the Senior Management from our Company.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "- *Interest of Directors*" above, the Key Managerial Personnel and members of our Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except as disclosed in the "-*Interest of Directors*" and "*Risk Factors - 21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms*." on pages 205 and 56, respectively, there are no premises leased by our Company from any Key Managerial Personnel or members of our Senior Management of our Company.

There is no conflict of interest between our KMPs and members of our Senior Management and suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company).

Except as disclosed in the "-*Interest of Directors"* on page *205*, there is no conflict of interest between our KMPs and members of our Senior Management and the lessor of immovable properties of our Company (crucial for operations of our Company).

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed in "*Changes in our Board during the last three years*" and as set out below, there are no other changes in our Key Managerial Personnel or members of our Senior Management during the three years immediately preceding the date of this Prospectus are set forth below:

Name	Date of Change	Reasons
Chirag Uttambhai Mistry	September 01, 2024	Appointment as Head of Human Resources
Seema Luniya	September 26, 2024	Appointment as Company Secretary
Ankur Mangilal Borana	September 26, 2024	Appointment as Chief Executive Officer
Rajkumar Mangilal Borana	September 26, 2024	Appointment as Chief Financial Officer

Employee stock option and stock purchase schemes

As on the date of this Prospectus, our Company does not have any employee stock option scheme or stock appreciation rights scheme.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Mangilal Ambalal Borana, Ankur Mangilal Borana, Rajkumar Mangilal Borana, Dhwani Ankur Borana, Ankur Mangilal Borana HUF, Rajkumar Mangilal Borana HUF, Mangilal Ambalal Borana HUF and Borana Filaments Private Limited

As on date of this Prospectus, our Promoters collectively hold 17,382,795 Equity Shares in our Company, representing 87.19 % of the pre-Issue issued, subscribed and paid-up equity share capital of our Company. For details, see the section titled "*Capital Structure – Details of shareholding of our Promoters, members of the Promoter Group and the directors of the corporate Promoter*" on page 97.

Details of our Promoters are as follows:

Our individual Promoters

	***Mangilal Ambalal Borana***, aged 73 years, is one of our Promoters and is also the Chairman and Managing Director of our Company. He is an Indian national. ***Date of Birth:*** September 4, 1951 ***Permanent Account Number*****:** ABBPB7753K For the complete profile of Mangilal Ambalal Borana, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 202.
	***Ankur Mangilal Borana***, aged 44 years, is one of our Promoters and is also the Executive Director and Chief Executive Officer of our Company. He is an Indian national. ***Date of Birth:*** July 7, 1980 ***Permanent Account Number*****:** AFQPB5976H For the complete profile of Ankur Mangilal Borana, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 202.

	***Rajkumar Mangilal Borana***, aged 48 years, is one of our Promoters and is also the Executive Director and Chief Financial Officer of our Company. He is an Indian national. ***Date of Birth:*** February 10, 1977 ***Permanent Account Number*:** ABBPB7746E For the complete profile of Rajkumar Mangilal Borana, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 202.
	***Dhwani Ankur Borana***, aged 41 years, is one of our Promoters. She is an Indian national. ***Date of Birth:*** September 15, 1983 ***Permanent Account Number*:** AHWPB5355L ***Address:*** PL No. 90, Ground Floor, Bunglow no. 55/A, Subhashnagar Co Op Society, Ghod Dod Road, Surat, Gujarat - 395007 Other than the entities forming part of the Promoter Group, Dhwani Ankur Borana is not involved in any other ventures. She holds a bachelor's degree in commerce (advanced accounting & auditing) from Veer Narmad South Gujarat University, Surat. She has been associated with our Company since October 20, 2020. She was previously associated as a director with our Company from October 28, 2020 till November 24, 2022.She is currently working as Administration Head of our Company. She has experience of 2 years in the field of textile. She controls and manages the department of administration of our Company. She uses the carrot and stick approach as per the requirement of time. She looks after the training, staff appraisal etc. She plays a vital role in formulations and implementation of HR policy in the company. She exercise due care for internal control and smooth administration.

Our Company confirms that the permanent account number, Aadhaar card number, driving license number and bank account number and passport number, as applicable of our individual Promoters have been submitted to the Stock Exchanges at the time of filing the Draft Prospectus.

Our corporate/HUF Promoters

Mangilal Ambalal Borana HUF

Mangilal Ambalal Borana HUF came into existence on December 3, 1978 and Mangilal Ambalal Borana is its Karta with Mohinikumari Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana as its coparceners.

***Permanent Account Number*:** AAFHM0975H

Address: Bunglow no- 90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat – 395001

Our Company confirms that the permanent account number and the bank account number of Mangilal Ambalal Borana HUF shall be submitted to the Stock Exchanges at the time of filing this Prospectus.

Ankur Mangilal Borana HUF

Ankur Mangilal Borana HUF came into existence on July 16, 2005 and Ankur Mangilal Borana is its Karta with Dhwani Anukr Borana, Jinay Ankur Borana and Jiyaan Ankur Borana as its coparceners.

***Permanent Account Number*:** AAHHA3132Q

Address: Bunglow no. 90, Subhash Nagar Society, Near Ram Chowk, Ghod Dod Road, Sunvali, Surat, Gujarat – 395001

Our Company confirms that the permanent account number and the bank account number of Ankur Mangilal Borana HUF shall be submitted to the Stock Exchanges at the time of filing this Prospectus.

Rajkumar Mangilal Borana HUF

Rajkumar Mangilal Borana HUF came into existence on July 3, 2001 and Rajkumar Mangilal Borana is its Karta with Sharmila Rajkumar Borana, Kanishka Rajkumar Borana and Vivaan Rajkumar Borana as its coparceners.

***Permanent Account Number*:** AAFHR5957L

Address: Bunglow no. 28, Rajhans Felix Society, Near VR Mall, Rundh, Surat, Gujarat – 395007

Our Company confirms that the permanent account number and the bank account number of Rajkumar Mangilal Borana HUF shall be submitted to the Stock Exchanges at the time of filing this Prospectus.

Borana Filaments Private Limited

Corporate information

Borana Filaments Private Limited was incorporated as a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation dated May 23, 2002 by the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli with CIN: U17119GJ2002PTC40775. The Permanent Account Number of Borana Filaments Private Limited is AABCB8050D. The registered office of Borana Filaments Private Limited is situated at S-1236, Surat Textile Marketring Road, Surat, Gujarat - 395002.

Nature of Business

Borana Filaments Private Limited is engaged in manufacturing and processing industrial and synthetic fabrics, yarns, including cotton, wool, silk, nylon, polyester, and other fibrous materials. It also undertakes services like twisting, texturizing, dyeing, bleaching, printing, and processing of man-made and natural fibres in various forms.

Change in activities

Borana Filaments Private Limited has not changed its activities since the date of its incorporation.

Promoters of Borana Filaments Private Limited

1. Ankur Mangilal Borana
2. Mangilal Ambalal Borana
3. Rajkumar Mangilal Borana
4. Nareshkumar Ambalal Borana

Board of directors of Borana Filaments Private Limited

The board of directors of Borana Filaments Private Limited as on the date of this Prospectus is as follows:

1. Ankur Mangilal Borana
2. Rajkumar Mangilal Borana; and
3. Mangilal Ambalal Borana

Capital Structure

As on the date of this Prospectus, the authorised share capital of Borana Filaments Private Limited is ₹ 1,50,00,000 divided into 15,00,000 equity shares of face value of ₹ 10 each. The issued and paid-up share capital of Borana Filaments Private Limited, as on the date of this Prospectus is ₹ 1,19,95,000 divided into 11,99,500 equity shares of face value of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of Borana Filaments Private Limited as on the date of the Prospectus is as follows:

Sr. No.	Name of Shareholder	Number of equity shares held	Percentage of equity share capital (%)
1.	Ankur Mangilal Borana	69,500	5.79
2.	Rajkumar M Borana HUF	64,000	5.34
3.	Nareshkumar Ambalal Borana	62,000	5.17
4.	Mangilal Ambalal Borana	59,500	4.96
5.	Rajkumar Mangilal Borana	59,500	4.96
6.	Mangilal Ambalal Borana HUF	57,000	4.75
7.	Naresh Ambalal Borana HUF	43,000	3.58
8.	Fastner Machinery Dealers Private Limited	30,000	2.50
9.	Shrest Distributors Private Limited	30,000	2.50
10.	Mrinal Nirman Private Limited	30,000	2.50
11.	Highgrowth Vincom Private Limited	30,000	2.50
12.	Multifold Plastic Marketing Private Limited	30,000	2.50
13.	Faithfull Cloth Merchants Private Limited	30,000	2.50
14.	Footman Consultants Private Limited	30,000	2.50
15.	Appu Marketing and Manufacturing Limited	30,000	2.50
16.	Wonderland Paper Suppliers Private Limited	30,000	2.50
17.	Safe Commercial Private Limited	30,000	2.50
18.	Zonal Commercial Private Limited	30,000	2.50
19.	Best Commodities Private Limited	30,000	2.50
20.	Bhikshu Mercantile Private Limited	30,000	2.50
21.	Genistra Construction Private Limited	30,000	2.50
22.	Anurodh Infrastructure Private Limited	30,000	2.50
23.	Jaguar Infra Developers Private Limited	30,000	2.50
24.	Primary Iron Traders Private Limited	30,000	2.50
25.	Pears Mercantiles Private Limited	30,000	2.50
26.	Ranjit Distributors Private Limited	30,000	2.50
27.	Original Fashion Traders Private Limited	30,000	2.50
28.	Mohinikumari M Borana	20,000	1.67
29.	Ankur M Borana HUF	20,000	1.67
30.	Sharmila R Borana	15,000	1.25
31.	Lalita N Borana	15,000	1.25
32.	Dhwani A Borana	15,000	1.25
33.	Gangotri Dealers Private Limited	15,000	1.25
34.	Ideal Plywood Traders Private Limited	15,000	1.25
35.	Adbhut Sales Private Limited	6,000	0.50
36.	Simpro Vanijya Private Limited	6,000	0.50
37.	Bonanza Dealer Private Limited	6,000	0.50
38.	Chakrapani Barter Private Limited	6,000	0.50
39.	Sapphire Apphire Distributors Private Limited	6,000	0.50

Sr. No.	Name of Shareholder	Number of equity shares held	Percentage of equity share capital (%)
40.	Shubh Suppliers Limited	6,000	0.50
41.	Gravity Impex Private Limited	5,000	0.42
42.	Swarnganga Vinimay Limited	5,000	0.42
43.	Muskan vyapar Private Limited	5,000	0.42
44.	Gungun Exports Private Limited	5,000	0.42
45.	Khushi Vyapar Private Limited	5,000	0.42
46.	Landmark Suppliers Private Limited	5,000	0.42
47.	Hanuman Exports & Resources Private Limited	4,000	0.33
Total		**1,199,500**	**100.00**

Change in control

There has been no change in the control of Borana Filaments Private Limited in the three years immediately preceding the filing of this Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and address of the Registrar of Companies, with whom it is registered have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Change in control of our Company

There has not been any change in control of our Company since incorporation. However, pursuant to a resolution dated October 1, 2024 adopted by our Board, Mangilal Ambalal Borana, Dhwani Ankur Borana, Ankur Mangilal Borana, Rajkumar Mangilal Borana, Ankur Mangilal Borana HUF, Rajkumar Mangilal Borana HUF, Mangilal Ambalal Borana HUF and Borana Filaments Private Limited have been identified as Promoters. For details in relation to the shareholding of our Promoters and Promoter Group, and changes in the shareholding of our Promoter, including since incorporation, see "*Capital Structure*" on page 94.

Other ventures of our Promoter

Other than as disclosed below and in the sections entitled, "*Our Management – Board of Directors*" and "*Entities forming part of the promoter group*" on pages 200 and 226 , respectively, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives or such entities, if any. For further details, see "*Capital Structure – Build-up of the shareholding of our Promoters in our Company*" on page 98. Additionally, our Promoters may also be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For further details, see *"Other Financial Information - Related Party Transactions"* on page 282.

Further, some of our individual Promoters namely, Mangilal Ambalal Borana, Ankur Mangilal Borana and Rajkumar Mangilal Borana, who are also Directors and Key Managerial Personnel of our Company, may be deemed to be interested in the terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to them, if any, in their capacity as Directors. For further details, see "*Our Management*" on page 200.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise, by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Except for Arham Weaves Private Limited, Ricon Textile Private Limited and R & B Denims Limited, our Promoters do not have any interest in a venture that is involved in any activities similar to those conducted by our Company.

Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.

Except certain premises which have been leased by our Promoters to our Company and disclosed below, our Promoters have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of the Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per month (in ₹ lakh)
Lease Deed dated November 20, 2020 read with supplemental deed dated October 11, 2024	Mangilal Ambalal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3180.46 sq. mts. (48.23 mts. X 65.53 mts.), specifically shown in the map attached with this deed, which is forming part of land bearing Plot No. AA/93 admeasuring about 7605.00 sq. mts. of Sachin Udyognagar Sahakari Mandali Ltd. situated on land bearing Revenue Survey Nos. 67/2, 67/1-B, 387 i.e. Block No. 90 & 92 of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	10 years from November 1, 2020 to October 31, 2030	0.35
Lease Deed dated June 15, 2022 read with supplemental deed dated October 11, 2024	Ankur Mangilal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3612 sq. mts. bearing Plot No. AA/34 of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachin/Lajpor/Popda/ on land bearing Revenue Survey Nos. 110, 112 and 113/2 Block No.119, 121 and 122 of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	9 years from July 1, 2022 to June 30, 2031	1.00
Lease Deed dated June 15, 2022 read with supplemental deed dated October 11, 2024	Rajkumar Mangilal Borana	Company	All that piece and parcels of the property consisting of land and building admeasuring about 3612 sq. mts. bearing Plot No. B 16/16 of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachirt/ Lajpor/ Popda/ on land bearing Revenue Survey Nas, 110, 112 and 113/1 Block No.119, 121 and 122 of	9 years from July 1, 2022 to June 30, 2031	1.00

Date of Agreement	Lessor	Lessee	Address of Leasehold Property	Tenure of Lease	Lease Rent per month (in ₹ lakh)
			Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.		
Lease Deed dated August 29, 2024 read with supplemental deed dated October 11, 2024	Rajkumar Mangilal Borana	Company	All that place and parcels of the property consisting of land admeasuring 5 (KUMBR about 7224.00 sq. mts. bearing Plot No. A-4/6, of Sachin Udyognagar Sahakari Sangh Ltd. of Village Sachin/ Lajpor/ Popda/ Bhatiya/ Vanz on land bearing Revenue Survey Nos. 122/1-B, 123, 124/1, 126, 127, 125/1, 125/2, Block No. 101and 102, of Village Sachin/Lajpor/Popda/ Bhatiya/ Vanz, Taluka Choryasi District Surat.	9 years from April 1, 2023 to March 31, 2032	0.20
October 11, 2024	Rajkumar Mangilal Borana HUF	Company	All that pieces and parcel of the open Plot No.:B-5/4, admeasuring 3612 Sq. Mts., forming part of Rev. Nos. 413/4, 412, Block No.447,449, of village Lajpor, being a plot in the non-agricultural lands of The Sachin Udhyognagar Sahkari Mandli Ltd. Developed on the lands of villages Sachin/Lajpore/ Popda/ Bhatia/Vanz, Taluka Choryasi, Sub District Choryasi, District Surat	30 years from October 1, 2024 to September 30, 2054	0.25
October 11, 2024	Ankur Mangilal Borana HUF	Company	All that pieces and parcel of the open Plot No.: B-5/5, admeasuring 3612 Sq.Mts., forming part of Rev. Nos. 413/4, Block No.447, of village LAJPORE, being a plot in the non-agricultural lands of The Sachin Udhyognagar Sahkari Mandali Ltd. Developed on the lands of villages Sachin/ Lajpore/Popda/Bhatia/ Vanz, Taluka Choryasi, Sub District Choryasi, District Surat	30 years from October 1, 2024 to September 30, 2054	0.25

For further details, please see "*Restated Financial Information – Note 30 – Related Party Disclosures*" and "*Risk Factors -21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms*." on page 264 and 56.

Payment or Benefits to Promoters or Promoter Group

Except in the ordinary course of business and as stated in the section entitled "*Other Financial Information - Related Party Transactions*" on page 282, there have been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Prospectus, nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Prospectus.

Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of this Prospectus**.**

Material Guarantees

As of the date of this Prospectus, our Promoters have not given any material guarantees with respect to the Equity Shares of the Company.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed below, there is no conflict of interest between Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company).

R & B Denims Limited, one of our Promoter Group members and Group Company, is one of the partners in RB Industries, one of our Promoter Group entities and a supplier of raw materials to our Company. Please also see, "*Risk Factors- 7. We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations."* on page 45.

Except as disclosed under *"Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc."* and *Risk Factors - 21. Our Registered and Corporate office and all our existing manufacturing units from where we operate, as well as the proposed manufacturing unit, Proposed Unit 4, have been acquired on lease basis from the members of our Promoter Group, including our Promoters. There can be no assurance that the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms*." on pages 222 and 56, respectively, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties of our Company, which are crucial for the operations of our Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our individual Promoters), other than our individual Promoters, are as follows:

Name of Promoter	Name of member of the Promoter Group	Relationship with the Promoter
Mangilal Ambalal Borana	Mohinikumari Borana	Spouse
	Vijaya Vimalkumar Rathod	Daughter
	Nareshkumar Ambalal Borana	Brother
	Parasben Gokulchand Rathore	Sister
	Shantaben Kanhaiyalal Solanki	Sister
	Hiralal Kishanlal Jain	Spouse’s brother
	Geeta Sundarlal Talesara	Spouse’s sister
Ankur Mangilal Borana	Mohinikumari Borana	Mother
	Jinay Ankur Borana	Son
	Jiyaan Ankur Borana	Son
	Vijaya Vimalkumar Rathod	Sister
	Mitha Lal Mehta	Spouse’s father
	Shelly Deepak Solanki	Spouse’s sister
	Garima Pankaj Jain	Spouse’s sister
Rajkumar Mangilal Borana	Sharmila Rajkumar Borana	Spouse
	Mohinikumari Borana	Mother
	Vivaan Rajkumar Borana	Son
	Kanishka Rajkumar Borana	Daughter
	Vijaya Vimalkumar Rathod	Sister
	Chandanmal Kaluram Talesara	Spouse’s father
	Hitesh Chandanmal Talesara	Spouse’s brother
	Zinal Sumit Bhogar	Spouse’s sister
	Hema Tarunkumar Kothari	Spouse’s sister
	Pushpa Rajkumar Rathod	Spouse’s sister
Dhwani Ankur Borana	Mitha Lal Mehta	Father
	Shelly Deepak Solanki	Sister
	Garima Pankaj Jain	Sister
	Jinay Ankur Borana	Son
	Jiyaan Ankur Borana	Son
	Mohinikumari Borana	Spouse’s mother
	Vijaya Vimalkumar Rathod	Spouse’s sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Borana Industries LLP
2. R & B Denims Limited
3. Sachin Paper Mills Private Limited
4. Ricon Textile Private Limited
5. M/s. Ricon Industries
6. M/s. RB Industries
7. Arham Weaves Private Limited
8. M/s. New National Fabrics
9. M/s. Raju Enterprises
10. M/s. Ankur Enterprises
11. M/s. Kanishka Fashion
12. M/s. Sharmila Enterprise
13. M/s. Vijya Textiles
14. M/s. Mohini Industries
15. M/s. Saroj Synthetics
16. M/s. Lalita Textiles
17. M/s. Jinay Enterprises
18. M/s. Vijay Corporation
19. M/s. Nareshkumar Ambalal Borana HUF

OUR GROUP COMPANIES

In accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), for the purpose of identification of group companies, our Company has considered:

(i) the companies (other than the promoter(s)) with which there were related party transactions, as covered under the applicable accounting standards, during the period for which the Restated Financial Information has been disclosed in this Prospectus; and

(ii) any other company as considered material by the Board ("**Materiality Policy**").

In relation to point (ii) above (in addition to the companies identified as "group companies" under point (i) above), our Board, through its resolution dated April 16, 2025, has also considered such companies as material for classification as "group companies", which are members of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and have entered into one or more related party transactions during the last completed financial year and stub period, which individually or in the aggregate, exceed 10% of the restated revenue from operations of our Company, for the last completed financial year, as per the Restated Financial Information.

Based on the parameters outlined above, as on the date of this Prospectus, our Company has the following Group Companies:

1. R&B Denims Limited

2. Ricon Textile Private Limited

3. Sachin Paper Mills Private Limited

4. Arham Weaves Private Limited

5. Hojiwala Infrastructure Limited

A. Details of the Group Companies

Set out below are details of our Group Companies.

1. R&B Denims Limited

Registered Office

The registered office of R&B Denims Limited is situated at Block No. 467 Sachin Palsana Road, Palsana, Surat, Gujarat, India - 394315.

Financial information

Certain financial information derived from the audited financial statements of R&B Denims Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of R&B Denims Limited at https://www.rnbdenims.com.

2. Ricon Textile Private Limited

Registered Office

The registered office of Ricon Textile Private Limited is situated at Plot D-13/4, Road 10 Hojiwala Industrial Estate, Popda, Sachin, Surat, Gujarat, India - 394230.

Financial information

Certain financial information derived from the audited financial statements of Ricon Textile Private Limited for Fiscals 2024, as required by the SEBI ICDR Regulations, is available on the website of our Company at https://www.boranagroup.in/group-companies.

3. *Sachin Paper Mills Private Limited*

Registered Office

The registered office of Sachin Paper Mills Private Limited is situated at Plot No B-21/8-9, Sachin Udyognagar Sahkari Mandli Sachin Palsana High Way Road, Vanz Goan, Sachin, Surat, Gujarat, India - 394230.

Financial information

Certain financial information derived from the audited financial statements of Sachin Paper Mills Private Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at https://www.boranagroup.in/group-companies.

4. *Arham Weaves Private Limited*

Registered Office

The registered office of Arham Weaves Private Limited is situated at Plot No. B-16/11, RO-13, Vill- Bhatia, Tal-Chorasi, Surat, Gujarat, India - 394235.

Financial information

Certain financial information derived from the audited financial statements of Arham Weaves Private Limited for Fiscals 2024 and 2023, as required by the SEBI ICDR Regulations, is available on the website of our Company at https://www.boranagroup.in/group-companies.

5. *Hojiwala Infrastructure Limited*

Registered Office

The registered office of Arham Weaves Private Limited is situated at C 11/13/15/24, Paikee Sub Plot No. 28 to 35, SUSML, Hojiwala Ind. Estate, Sachin, Surat, Gujarat, India, 394230.

Financial information

Certain financial information derived from the audited financial statements of Hojiwala Infrastructure Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available on the website of our Company at https://www.boranagroup.in/group-companies.

B. Nature and extent of interest of our Group Companies

a) ***In the promotion of the Company***

None of our Group Companies have any interest in the promotion of our Company.

b) ***In the properties acquired by our Company in the past three years before filing this Prospectus or proposed to be acquired by our Company***

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

c) ***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

C. Common pursuits among our Group Companies and our Company

Two of our Group Companies, namely, Arham Weaves Private Limited and Ricon Textile Private Limited are engaged in similar lines of business as that of our Company and one of our Group Company, namely, R & B Denims Limited is enabled under its memorandum of association to carry on similar activities as those of our Company. Our Company and our Group Companies will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise. See "*Risk Factors – 17. Our Promoters, Promoter Group, Directors, Group Companies, Key Managerial Personnel, Senior Management of our Company may enter into ventures that may lead to real or potential conflicts of interest with our business. Further, our Promoters and Directors have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits. Additionally, some of our Group Companies, namely R&B Denims Limited, Ricon Textile Private Limited and Arham Weaves Private Limited are enabled under their memorandum of association to carry on similar activities as those of our Company. Any real or potential conflicts of interest that may arise in this regard may materially adversely impact our business, financial condition, results of operations and cash flows*" on page 52.

D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Restated Financial Information – Note 30: Related Party Disclosures*" on page 264, there are no other related business transactions with our Group Companies.

E. Litigation

As on the date of this Prospectus, there are no pending litigation involving our Group Companies which will have a material impact on our Company.

F. Business interest of our Group Companies

Except in the ordinary course of business and as stated in "*Restated Financial Information – Note 30: Related Party Disclosures*" on page 264, none of our Group Companies have any business interest in our Company.

G. Other confirmations

Except for R&B Denims Limited, whose equity shares are listed on BSE, none of our Group Companies have any securities listed on any stock exchange. Further, except for R & B Denims Limited, which undertook a preferential issue, none of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) during the three years preceding the date of this Prospectus. Details of such issue by R & B Denims Limited are as set forth below:

Information	Details
Year of Issue	2023-2024
Type of Issue (Public/Rights/Composite)	Preferential
Amount of Issue (Rs.)	6400.00 lakhs
Issue Price (Rs.)	32/-
Current Market Price (Rs.)	90.24
Date of Closure of Issue	NA
Date of Allotment and Credit of Securities to Dematerialized Account of Investors	The Board of Directors of the company at its meeting held on October 12, 2023 had approved allotment of 2,00,00,000 warrants convertible into equal number of equity shares of Rs. 2/- each of the company at an issue price of Rs. 32/- per warrant (including premium of Rs. 30/- per warrant) on preferential basis to non-promoter/ public upon receipt of 25% of issue price from the allottees in accordance with the provisions of SEBI ICDR

	Regulation, 2018. The company has allotted equity shares pursuant to conversion of the aforesaid warrants on March 12, 2024.
Object of the issue	To reduce the debt and current liability of the Company and its Subsidiaries, Financing the project cost towards establishment of new manufacturing facility, either set up directly or indirectly (through subsidiaries/ associates/ joint ventures that our Company may set up in the future); To provide for requisite investments for long term growth of the Company; To Meet future funding requirements; To make requisite investments in subsidiaries/associates/joint ventures; For general corporate purpose
Rate of Dividend Paid	Nil

Except as disclosed below, there is no conflict of interest between our Group Companies and their directors and suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company).

R & B Denims Limited, our Group Company, is one of the partners in RB Industries, which is one of our Promoter Group entities and a supplier of raw materials to our Company. Please also see, "*Risk Factors - 7. We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations."* on page 45.

There is no conflict of interest between our Group Companies and their directors and the lessor of immovable properties of our Company (crucial for operations of our Company).

DIVIDEND POLICY

As on the date of this Prospectus, our Company has not adopted a formal dividend distribution policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued there under).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on internal factors that our Board deems relevant, including among others, profitable growth of our Company and specifically profits earned during the financial year, earning stability and outlook, past dividend pattern, cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of the company including its working capital requirements and debt servicing obligations. In addition, our ability to pay dividends may be impacted by a number of external factors such as macro-economic environment, changes in the government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, *inter alia*, inadequacy of profits or whenever the Company has incurred losses, undertaking of or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking of any acquisitions or joint arrangements requiring significant allocation of capital. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 285. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time and the final dividend will be paid on the approval of shareholders at a general meeting.

Our Company has not declared any dividends on the Equity Shares during the last three Fiscals and nine months period ended December 31, 2024, and the period from January 1, 2025, until the date of this Prospectus.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – 49. Our Company has not paid dividends during the last three Fiscals and during the current Fiscal. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*" on page 71.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,

The Board of Directors
Borana Weaves Limited,
Plot No AA/34, B 16/16,
Hojiwala Ind. Estate,
Sachin, Surat, Gujarat,
India – 394230

Dear Sir,

1. We have examined the attached Restated Standalone Financial Information of Borana Weaves Limited (the "Company") (CIN: U17299GJ2020PTC117745), comprising the Restated Standalone Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. Restated Standalone Statements of Profit and Loss, the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the periods/years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 16th April, 2025 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Financial Information for the purpose of inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are proposed to be listed ("Stock Exchanges") and the Registrar of Companies, Gujarat ("ROC"), in connection with the proposed IPO. The Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note no. 2 in Annexure V to the Restated Financial Information.

3. The responsibility of the Board of Directors of the Company includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Standalone Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 06th September, 2024 in connection with the proposed IPO of equity shares of the Company.

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the 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 proposed IPO of equity shares of the Company.

5. These Restated Ind AS Summary Financial Information have been compiled by the management from:

a) Audited Special Purpose Ind AS Financial Statements of the Company as at December 31, 2024, prepared in accordance with Section 133 of the Act read with Companies (Indian Accounting Standards) Rule, 2015 (as amended from time to time) and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 11th April, 2025.

b) Audited Special Purpose Ind AS Financial Statements of the Company as at March 31, 2024, prepared in accordance with Section 133 of the Act read with Companies (Indian Accounting Standards) Rule, 2015 (as amended from time to time) and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 18th October, 2024.

c) Audited Special Purpose Ind AS Financial Statements of the Company as at March 31, 2023, prepared in accordance with Section 133 of the Act read with Companies (Indian Accounting Standards) Rule, 2015 (as amended from time to time) and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 18th October, 2024.

d) Audited Special Purpose Ind AS Financial Statements of the Company as at March 31, 2022, prepared in accordance with Section 133 of the Act read with Companies (Indian Accounting Standards) Rule, 2015 (as amended from time to time) and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 18th October, 2024.

e) Audited Financial Statements of the Company for the period ended December 31, 2024 and Fiscal 2024, 2023 and 2022, which were prepared in accordance with accounting principles generally accepted in India ("IGAAP") including the Companies Accounting Standards) Rules 2006 (as amended) specified under Section 133 of the Act read with Companies Accounts Rules 2014 (as amended), which have been audited and reported by us.

f) Up to the financial year ended December 31, 2024 the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of Companies (Accounts) Rule, 2014 ("Indian GAAP" or "Previous GAAP") due to which the Special Purpose Ind AS financial statements were prepared under Ind AS 101 for the relevant periods involved.

The Special Purpose Standalone Ind AS Summary Financial Statements as at and for the period/years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 have been prepared after making suitable adjustment to the accounting heads from their IGAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) and as per presentation, accounting policies and grouping /classifications , so that such financial statements are in compliance with Companies (Indian Accounting Standards) Rules 2015.

6. Based on our examination and according to the information and explanations given to us, we report that the Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications to reflect the accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended December 31, 2024;

b) does not contain any qualification requiring adjustments.

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Other Financial Information:

We have also examined the following financial information as set out in annexure prepared by the management and as approved by the Board of Directors of the Company for the financial years/ periods ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022.

Particulars	Annexure
Restated Balance Sheet	I
Restated Statement of Profit and Loss	II
Restated Cash Flow Statement	III
Restated Statement of Changes in Equity	IV
Restated Statement of Significant Account Policies	V
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Statement of Adjustments to the Restated Standalone Financial Information	VII

8. In our opinion, the above restated financial information contained in this report are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with the Company. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

9. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

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. 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.

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

13. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and Prospectus to be filed with SEBI, Stock Exchanges and ROC 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.

I. Auditor’s Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

II. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For, KSA & Co.
Chartered Accountants
ICAI Firm Registration No: 003822C

____
Arun Kanodiya
(Partner)
Membership No: 077131
UDIN: 25077131BMGYFO5043

Date: April 16, 2025
Place: Surat

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)
Annexure I - Restated Statement of Assets and Liabilities
(All amounts in Indian Rupees lakhs, unless otherwise stated)

		Particulars	Note	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
		ASSETS					
1		**Non-Current Assets**					
	(a)	Tangible Assets	*3*				
		(i) Property, plant and equipment		6,865.91	7,279.19	3,332.45	1,535.78
		(ii) Right of use assets		139.74	156.30	178.39	48.65
	(b)	Capital work-in-progress	*3(a)*	-	-	-	-
	(c)	Financial assets					
		(i) Investments	*4*	45.30	45.30	77.82	58.82
		(ii) Other financial assets	*5*	932.19	931.92	410.11	170.39
	(d)	Deferred tax assets (net)	*26*	49.88	7.65	-	-
		Total Non-Current Assets [A]		**8,033.02**	**8,420.37**	**3,998.76**	**1,813.64**
2		**Current Assets**					
	(a)	Inventories	*6*	2,834.54	2,376.77	2,027.72	373.51
	(b)	Financial assets					
		(i) Trade receivables	*7*	2,164.20	1,104.34	741.44	705.75
		(ii) Cash and cash equivalents	*8*	14.99	1.16	8.66	1.70
	(c)	Current tax assets (net)	*26 (c)*	-	-	7.15	-
	(d)	Other current assets	*9*	1,919.76	1,802.74	714.02	295.78
		Total Current Assets [B]		**6,933.49**	**5,285.02**	**3,498.99**	**1,376.75**
		TOTAL ASSETS [C] = [A+B]		**14,966.51**	**13,705.39**	**7,497.75**	**3,190.38**
		EQUITY & LIABILITIES					
1		**Equity**					
	(a)	Equity share capital	*10*	1,993.73	3.98	3.98	1.00
	(b)	Other equity	*11*	5,687.07	4,765.68	2,407.04	179.86
		Total Equity [A]		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**
		Liabilities					
2		**Non-Current Liabilities**					
	(a)	Financial liabilities					
		(i) Borrowings	*12*	3,982.96	4,805.19	2,018.41	1,867.74
		(ii) Lease liabilities	*13*	130.38	135.34	151.41	41.23
	(b)	Deferred tax liabilities (net)	*26*	-	-	12.78	7.66
		Total Non-Current Liabilities [B]		**4,113.33**	**4,940.53**	**2,182.60**	**1,916.63**
3		**Current liabilities**					
	(a)	Financial liabilities					
		(i) Borrowings	*12*	1,420.40	2,104.57	1,870.91	863.48
		(ii) Lease liabilities	*13*	24.30	32.40	32.40	8.40
		(iii) Trade payables	*14*				
		a) total outstanding dues of micro enterprises and small enterprises		112.12	710.66	101.49	34.39
		b) total outstanding dues of creditors other than micro enterprises and small enterprises		360.55	620.76	394.16	-
		(iv) Other financial liabilities	*15*	141.63	24.03	170.37	94.33
	(b)	Other current liabilities	*16*	759.91	3.94	5.39	6.88
	(c)	Provisions	*17*	260.13	402.49	329.40	61.84
	(d)	Current tax liabilities (net)	*26 (c)*	93.34	96.34	-	23.55
		Total Current Liabilities [C]		**3,172.38**	**3,995.19**	**2,904.12**	**1,092.89**
		Total Liabilities [D] = [B+C]		**7,285.71**	**8,935.72**	**5,086.72**	**3,009.52**
		TOTAL EQUITY AND LIABILITIES [E] = [A+D]		**14,966.51**	**13,705.39**	**7,497.75**	**3,190.38**

Summary of Significant Accounting policies 2
Notes to the financial statements 3 to 27

The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Financial Information appearing in Annexure V & VI and Statement of Adjustments to Audited Financial Statements appearing in Annexure VII as per our report attached.

As per our report of even date attached

For KSA & CO.
Chartered Accountants
Firm Registration No: 003822C

For and on behalf of Board of Directors of
BORANA WEAVES LIMITED
CIN: U17299GJ2020PTC117745

CA ARUN KANODIYA
Partner
Membership No: 077131

Mangilal Ambalal Borana
Managing Director
DIN: 01091167

Rajkumar Mangilal Borana
Chief Financial Officer
DIN: 01091166

Place: Surat
ICAI UDIN : 25077131BMGYFO5043
Date: April 16, 2025

Ankur Mangilal Borana
Chief Executive Officer
DIN: 01091164
Date: April 16, 2025

Seema Manish Luniya
Company Secretary
M. No.: 66576

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)

Annexure II - Restated Statement of Profit and Loss
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	Note	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Income					
Revenue from operations	*18*	21,161.52	19,905.56	13,539.90	4,233.40
Other Income	*19*	409.18	54.90	12.94	2.70
Total income		**21,570.70**	**19,960.47**	**13,552.84**	**4,236.11**
Expenses					
Cost of materials consumed	*20*	13,016.12	12,302.04	8,696.31	3,062.38
Changes in inventories of finished goods and work-in-progress	*21*	(119.96)	(54.12)	(68.32)	(12.05)
Employee benefits expense	*22*	1,430.76	1,790.77	927.93	211.93
Finance costs	*23*	394.49	417.80	221.04	139.50
Depreciation and amortisation expense	*24*	986.93	915.23	408.54	161.52
Other expenses	*25*	2,231.44	1,749.56	1,377.57	453.69
Total expenses		**17,939.79**	**17,121.29**	**11,563.07**	**4,016.97**
Profit before exceptional items and tax		**3,630.91**	**2,839.18**	**1,989.77**	**219.14**
Exceptional items		*(72.63)*	*0.04*	-	-
Profit before tax		**3,558.29**	**2,839.22**	**1,989.77**	**219.14**
Tax expense:	*26*				
Current tax		659.35	501.01	353.69	31.61
Deferred tax		(42.22)	(20.43)	5.11	7.66
Previous Year Tax Adjustment		10.53	-	0.88	-
Total Tax Expenses		627.65	480.58	359.68	39.28
IX. Profit/(Loss) for the period from continuing operations		**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
Other comprehensive (loss)/ income					
Items that will not be reclassified subsequently to profit or loss					
(i) Remeasurements of defined benefit liability / (asset)		-	-	-	-
Investment measured at FVTOCI		-	-	-	-
(i) Income tax relating to remeasurements of defined benefit liability / (asset)		-	-	-	-
		-	-	-	-
Items that may be reclassified to profit or loss					
Foreign operations – foreign currency translation differences					
Associate's share of other comprehensive income					
The effective portion of gains and loss on hedging instruments in a cash flow hedge					
(ii) Equity instruments designated through other comprehensive income					
Income tax related to equity instruments designated through other comprehensive income					
Total Other comprehensive income (B)		-	-	-	-
Total comprehensive income for the period (A+ B)		**2,930.63**	**2,358.65**	**1,630.08**	**179.86**
Profit attributable to:					
Owners of the Company		*2,930.63*	*2,358.65*	*1,630.08*	*179.86*
Non-controlling interests		-	-	-	-
Other Comprehensive Income attributable to:					
Owners of the Company		-	-	-	-
Non-controlling interests		-	-	-	-
Total comprehensive income attributable to:					
Owners of the Company		***2,930.63***	***2,358.65***	***1,630.08***	***179.86***
Non-controlling interests		-	-	-	-
Earnings per equity share					
[nominal value of Rs. 10]					
Basic	*27*	14.70	11.83	10.88	3.59
Diluted		14.70	11.83	10.88	3.59
Summary of Significant Accounting policies	2				
Notes to the financial statements	3 to 27				

The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Financial Information appearing in Annexure V & VI and Statement of Adjustments to Audited Financial Statements appearing in Annexure VII as per our report attached.

As per our report of even date attached

For KSA & CO.
Chartered Accountants
Firm Registration No: 003822C

For and on behalf of Board of Directors of
BORANA WEAVES LIMITED
CIN: U17299GJ2020PTC117745

CA ARUN KANODIYA
Partner
Membership No: 077131

Mangilal Ambalal Borana
Managing Director
DIN: 01091167

Rajkumar Mangilal Borana
Chief Financial Officer
DIN: 01091166

Place: Surat
ICAI UDIN : 25077131BMGYFO5043
Date: April 16, 2025

Ankur Mangilal Borana
Chief Executive Officer
DIN: 01091164
Date: April 16, 2025

Seema Manish Luniya
Company Secretary
M. No.: 66576

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)

Annexure III - Restated Statement of Cash Flows
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities				
Profit after tax	2,930.63	2,358.64	1,630.09	179.86
Add: Provision for tax	627.65	480.58	359.68	39.28
Less: Extraordinary profit on sale of fixed asset	72.63	(0.04)	-	-
Profit Before Tax	3,630.91	2,839.18	1,989.77	219.14
Adjustments to reconcile profit after tax to net cash flows:				
Income tax expense recognised in profit and loss (continuing and discontinued operations)				
Unrealised Exchange (Gain) / Loss				
Finance costs	394.49	417.80	221.04	139.50
Remeasurement of defined benefit obligation				
Net (gain)/loss recorded in profit or loss on financial liabilities designated as at fair value through profit and loss				
Interest income				
Depreciation of Property, Plant & Equipment and Right-Of-Use Assets	986.93	915.23	408.54	161.52
Increase in other financial assets	(0.27)	(521.82)	(239.72)	(169.64)
Operating profit before working capital changes	**5,012.06**	**3,650.40**	**2,379.63**	**350.52**
Movement in working capital:				
(Increase) / Decrease in current investments	-	-	-	-
(Increase) in inventories	(457.77)	(349.06)	(1,654.20)	(373.51)
(Increase) in trade receivables	(1,059.86)	(362.90)	(35.69)	(705.75)
(Increase) in other current assets	(117.01)	(1,088.72)	(418.24)	(282.63)
Increase in trade payables	(858.75)	835.77	461.26	34.39
(Decrease)/Increase in other financial liabilities	117.60	(146.34)	76.03	83.70
(Decrease)/Increase in other current liabilities	755.97	(1.45)	(1.49)	6.88
Increase in provisions other than income tax	(142.36)	73.09	267.55	61.84
Cash generated from operations	**3,249.89**	**2,610.78**	**1,074.86**	**(824.55)**
Net income tax (paid)	(672.88)	(397.52)	(385.26)	(8.07)
Net cash from operating activities (A)	**2,577.01**	**2,213.26**	**689.60**	**(832.62)**
B. Cash flows from investing activities				
Purchase of property, plant and equipment including CWIP	(895.32)	(4,842.45)	(2,191.34)	(1,578.28)
Proceeds from disposal of property, plant and equipment	265.60	2.60	-	-
Sale/ (Purchase) of investments	-	32.52	(19.00)	(58.82)
Net cash used in investing activities (B)	**(629.71)**	**(4,807.34)**	**(2,210.34)**	**(1,637.09)**
C. Cash flows from financing activities				
Proceeds from long-term borrowings	(822.24)	2,786.78	150.67	1,748.09
Proceeds / (repayment) from working capital facilities (net)	(781.84)	(177.80)	838.35	671.24
Proceeds from short term borrowings (net)	97.66	411.47	169.07	192.24
Proceeds from Issue of Equity Share Capital	-	-	600.07	-
Repayment of Lease Liabilities	(13.06)	(16.07)	(9.44)	(1.85)
Interest paid	(394.49)	(417.80)	(221.04)	(139.50)
ROC Expense Related to Increase in Authorised Share Capital	(19.50)	-	-	-
Net cash used in financing activities (C)	**(1,933.47)**	**2,586.57**	**1,527.69**	**2,470.22**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	**13.83**	**(7.50)**	**6.95**	**0.52**
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the beginning of the period / year	1.16	8.66	1.70	1.19
Cash and cash equivalents at the end of the period / year	**14.99**	**1.16**	**8.66**	**1.70**
Notes:-				
1. Cash and cash equivalents include				
Cash on hand	14.68	0.67	8.10	1.59
Balances with bank				
- Current accounts	0.31	0.49	0.56	0.11
	14.99	**1.16**	**8.66**	**1.70**

The above cash flow statement has been prepared under the 'Indirect Method' set out in Ind AS 7 - on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

Significant non-cash movement in investing and financing activities

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance of borrowings	**6,790.12**	**3,769.67**	**2,611.58**	**-**
Movement				
Cash inflow/ (outflow) of long term borrowings	(724.58)	3,198.25	319.75	1,940.34
Cash inflow /(outflow) of working capital	(781.84)	(177.80)	838.35	671.24
Acquisition of Right-of-use assets with corresponding impact to lease liabilities	-	-	143.61	51.49
Closing balance of borrowings	**5,283.70**	**6,790.12**	**3,769.67**	**2,611.58**

**Non-current borrowings excludes current maturities of non-current borrowings.*

The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Financial Information appearing in Annexure V & VI and Statement of Adjustments to Audited Financial Statements appearing in Annexure VII as per our report attached.

As per our report attached of even date

For KSA & CO.
Chartered Accountants
Firm Registration No: 003822C

For and on behalf of the Board of Directors of
BORANA WEAVES LIMITED
CIN: U17299GJ2020PTC117745

CA ARUN KANODIYA
Partner
Membership No: 077131

Mangilal Ambalal Borana
Managing Director
DIN: 01091167

Rajkumar Mangilal Borana
Chief Financial Officer
DIN: 01091166

Place: Surat
ICAI UDIN : 25077131BMGYFO5043
Date: April 16, 2025

Ankur Mangilal Borana
Chief Executive Officer
DIN: 01091164
Date: April 16, 2025

Seema Manish Luniya
Company Secretary
M. No.: 66576

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)
Annexure IV - Restated Statement of Changes in Equity

(a) Equity share capital

Particulars	As at 31 December 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the reporting period / year	39,795	397,950	39,795	397,950	10,000	100,000	10,000	100,000
Changes in equity share capital due to prior period errors	-	-	-	-	-	-	-	-
Restated balance as the the beginning of the reporting period / year	**39,795**	**397,950**	**39,795**	**397,950**	**10,000**	**100,000**	**10,000**	**100,000**
Changes in equity share capital during the period / year	19,897,500	198,975,000	-	-	29,795	297,950	-	-
Balance at the end of the reporting period / year	**19,937,295**	**199,372,950**	**39,795**	**397,950**	**39,795**	**397,950**	**10,000**	**100,000**

For any subsequent event changes relating to share capital, refer note number 38(a).

(b) Other equity
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	Reserves and surplus		Total other equity
	Securities premium	Retained earnings	
Balance at 1 April 2021	-	-	-
Total comprehensive income for the year ended 31 March 2022			
Profit for the year	-	179.86	**179.86**
Other comprehensive income (net of tax)			-
- Remeasurements of defined benefit liability / (asset)	-	-	-
- Equity instruments designated through other comprehensive income (Refer note (i) below)	-	-	-
Total comprehensive income	-	**179.86**	**179.86**
Balance at 31 March 2022	-	**179.86**	**179.86**
Balance at 1 April 2022	-	**179.86**	**179.86**
Total comprehensive income for the year ended 31 March 2023			
Profit for the year	-	1,630.09	**1,630.09**
Other comprehensive income (net of tax)			-
- Remeasurements of defined benefit liability / (asset)	-	-	-
- Equity instruments designated through other comprehensive income (Refer note (i) below)	-	-	-
Total comprehensive income	-	**1,630.09**	**1,630.09**
Share premium on conversion of equity shares	597.09	-	**597.09**
			-
Balance at 31 March 2023	**597.09**	**1,809.95**	**2,407.04**
Balance at 1 April 2023	**597.09**	**1,809.95**	**2,407.04**
Total comprehensive income for the year ended 31 March 2024			
Profit for the period	-	2,358.64	**2,358.64**
Other comprehensive income (net of tax)			-
- Remeasurements of defined benefit liability / (asset)	-	-	-
- Equity instruments designated through other comprehensive income (Refer note (i) below)	-	-	-
Total comprehensive income	-	**2,358.64**	**2,358.64**
Balance at 31 March 2024	**597.09**	**4,168.59**	**4,765.68**
Balance at 1 April 2024	**597.09**	**4,168.59**	**4,765.68**
Total comprehensive income for the period ended 31 December 2024			
Profit for the period	-	2,930.63	**2,930.63**
Other comprehensive income (net of tax)			-
- Remeasurements of defined benefit liability / (asset)	-	-	-
- Equity instruments designated through other comprehensive income (Refer note (i) below)	-	-	-
Total comprehensive income	-	**2,930.63**	**2,930.63**
Utilized for the issue of Bonus Shares (Bonus Equity Shares issued in the Ratio 500:1)	-	(1,989.75)	**(1,989.75)**
Roc fees for increase in authorised share capital	(19.50)	-	**(19.50)**
Balance at 31 December 2024	**577.59**	**5,109.47**	**5,687.07**

Nature and purpose of reserves

i) Retained earnings
Retained earnings comprises of undistributed earnings after taxes.

ii) Securities premium
Securities premium account is used to record the premium on issue of shares.

iii) General reserve
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to standalone statement of profit and loss.

The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Financial Information appearing in Annexure V & VI and Statement of Adjustments to Audited Financial Statements appearing in Annexure VII as per our report attached.

Notes to the financial statements
As per our report of even date attached.

For KSA & CO.
Chartered Accountants
Firm Registration No: 003822C

For and on behalf of the Board of Directors of
BORANA WEAVES LIMITED
CIN: U17299GJ2020PTC117745

CA ARUN KANODIYA
Partner
Membership No: 077131

Mangilal Ambalal Borana
Managing Director
DIN: 01091167

Rajkumar Mangilal Borana
Chief Financial Officer
DIN: 01091166

Place: Surat
ICAI UDIN : 25077131BMGYFO5043
Date: April 16, 2025

Ankur Mangilal Borana
Chief Executive Officer
DIN: 01091164
Date: April 16, 2025

Seema Manish Luniya
Company Secretary
M. No.: 66576

Annexure V - Significant accounting policies

(All amounts in Indian Rupees lakhs, unless otherwise stated)

1 Corporate Information

Borana Weaves Limited was incorporated on 28th October, 2020 as a Private Limited Company under the Companies Act, 1956. It is engaged in the business of Weaving of Manmade Textile Fabrics. The CIN of the Company is U17299GJ2020PTC117745.The company is coverted into Limited Company w.e.f 24th September, 2024.

The company has proposed to setup its weaving unit at its family owned premises at Hojiwala Industrial Estate, Sachin, Surat. The project is promoted by renowned group being identified as 'Borana's' in Surat textile industry. The group has made its recognition through their presence in their various sectors. They have sound business background of more than two decades and have been engaged in activity relating to textile since then.

2 Summary of Significant Accounting Policies

The Restated Financial Statements comprise of the Restated Statement of Assets and Liabilities as at 31 December 2024, 31 March 2024, 31 March 2023, and 31 March 2022, the related Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, and the Restated Statement of Cash Flows for the nine months period ended on 31 December 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, and the Significant Accounting Policies and Restated Other Financial Information.

These Restated Financial Statements have been prepared as required under the SEBI ICDR Regulations for the purpose of inclusion in this Draft Red Herring Prospectus, prepared in terms of the requirements of: (a) Section 26 of Chapter III of the Companies Act, 2013 (the "Act"); (b) relevant provisions of the SEBI ICDR Regulations; and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended from time to time (the "Guidance Note").

2.1 Basis of preparation and presentation of financial statements

Statement of compliance with Ind AS:

The Standalone Financial Statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Effective April 1, 2021, the Company has adopted all the Ind AS and the adoption has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards, with April 1, 2021 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, which was the previous GAAP.

A. Basis of Preparation:

(i)The Restated Ind AS Statement of Assets and Liabilities of the Company as at 31 December 2024, 31 March 2024, 31 March 2023, and 31 March 2022 and the Restated Ind AS Statement of Profit and Loss, Restated Ind AS Statement of Changes in Equity and Restated Ind AS Statement of Cash Flows for the nine months period ended on 31 December 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 (hereinafter collectively referred to as "Restated Ind AS Financial Information") have been prepared specifically for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Initial Public Offering ("IPO").

(iii)The audited special purpose Ind AS financial statements as at 31 December 2024, 31 March 2024, 31 March 2023, and 31 March 2022 each prepared in accordance with Ind AS. The management of the Company has adjusted financial information for the nine months period ended on 31 December 2024 and for the years ended 31st March 2022, 31st March 2023 and 31st March 2024 using recognition and measurement principles of Ind AS, on its first time adoption of Ind AS as on the transition date April 1, 2021, and has included such adjusted financial information as comparative financial information in the financial statements. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented an explanation of how the transition to IND AS has affected the previously reported financial position, financial performance and cash flows (Refer Annexure VII).

The Board of Directors approved the Restated Financial Statements as per the Ind AS, for the periods/years ended on 31 December 2024, 31 March 2022, 31 March 2023 and 31 March 2024 and authorised to issue the same vide resolution passed in the Board Meeting held on 16th April 2025.

B. Basis of measurement:

The Restated Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013.

C. Current and non-current classification of assets and liabilities:

The Assets and Liabilities and the Statement of Profit & Loss, including related notes, are prepared and presented as per the requirements of Schedule III (Division II) to the Companies Act, 2013. All assets and liabilities have been classified and disclosed as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III. Based on the nature of products and the time between the acquisition of assets for processing and their realization into cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current - non current classification of assets and liabilities.

D. Functional and presentation currency:
The functional and presentation currency in these Restated Financial Statements is INR and all amounts are rounded to nearest lakhs, up to 2 decimal places, unless otherwise stated.

E. Use of judgements, estimates and assumptions:
The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, current assets, non-current assets, current liabilities, non-current liabilities and the disclosure of the contingent liabilities on the date of the preparation of Financial Statements. Such estimates are on a reasonable and prudent basis considering all available information, however due to uncertainties about these judgements, estimates and assumptions, the actual results could differ from those estimates. Information about each of these estimates and judgements is included in relevant notes. Any revision to accounting estimates is recognised prospectively in current and future periods.

Judgements:
Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Financial Statements is included in the following notes:

Assumptions and estimation uncertainties:
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment, assumptions and estimation uncertainties are provided here, whereas the quantitative break-ups for the same are provided in the notes mentioned below:

- Note 3 and Note 3(a) - Useful life of depreciable assets, Property, Plant and Equipment, Capital Work in Progress and Other Intangible Assets.

- Note 6 - Valuation of Inventories.
- Note 7 - Impairment of trade receivables.
- Note 26 - Recognition of tax expenses including deferred tax.
-Note 28 - Recognition of contingencies, key assumptions about the likelihood and magnitude of outflow of resources.

Going concern assumption:
These Restated Financial Statements have been prepared on a going concern basis. Based on this evaluation, management believes that the Company will be able to continue as a "going concern" in the foreseeable future and for a period of at least twelve months from the date of these Financial Statements.

Reclassification:
The company reclassifies comparative amounts, unless impracticable and whenever the company changes the presentation or classification of items in its financial statements materially.

2.2 Property, Plant And Equipment:
Recognition and measurement:
The Company has elected to continue with the carrying value of Property, Plant and Equipment (‘PPE’) recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price (after deducting trade discount / rebate), non-refundable import duties and taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use. Any profit or loss arising on the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Subsequent costs:
The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The cost of the day-to-day servicing the property, plant and equipment are recognised in the statement of profit and loss as incurred.

Disposal:
An item of property, plant and equipment is derecognised upon the disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income / expenses in the statement of profit and loss.

Depreciation:

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

The management has estimated the useful life of the Tangible Assets as mentioned below:

Asset Class	Years
Factory Building	30
Furniture and Fittings	10
Office Equipment	5
Plant & Machinery	15
Computers (end user device)	6
Motor Vehicles	8

Impairments of non-financial assets:

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining the fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount, Impairment losses are recognised in the statement of profit and loss.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.3 Financial Assets:

A. Fair Value Assessment:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

B. Subsequent Measurement:

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

C. Financial assets measured at amortized cost:

Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (‘EIR’) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit And Loss. The losses arising from impairment are recognized in the Statement of Profit And Loss.

D. Financial assets at fair value through OCI (‘FVTOCI’):

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income (‘OCI’). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit And Loss. On derecognition of the financial asset other than equity instruments designated as FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss.

E. Financial assets at fair value through profit or loss (‘FVTPL’):

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit And Loss.

F. Derecognition:

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the financial asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

G. Impairment of Financial Assets:

The Company assesses impairment based on expected credit loss (‘ECL’) model on the following:

- Financial assets that are measured at amortised cost; and
- Financial assets measured at FVTOCI

ECL is measured through a loss allowance on a following basis:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

2.4 Financial Liabilities:

The Company’s financial liabilities include trade payable.

A. Initial recognition and measurement:

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit And Loss .

B. Subsequent measurement:

The subsequent measurement of financial liabilities depends upon the classification as described below:-

a. Financial Liabilities classified as Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest expense that is not capitalized as part of costs of assets is included as Finance costs in the Statement of Profit And Loss.

b. Financial Liabilities classified as Fair value through profit And loss (FVTPL):

Financial liabilities classified as FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities designated upon initial recognition at FVTPL only if the criteria in Ind AS 109 is satisfied.

Exports benefits are accounted for in the year of exports based on the eligibility and when there is certainty of receiving the same.

C. Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit And Loss.

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Other incomes, other then interest and dividend are recognized when the same are due to be received and right to receive such other income is established.

2.5 Share Capital and Share Premium:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

2.6 Dividend Distribution to equity shareholders:

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

2.7 Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

2.8 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

2.9 Revenue Recognition and Other Income:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sale of goods is recognized, when the control is transferred to the buyer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

2.10 Leases:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a sustentive substitution right, then the asset is not identified.

- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
  # the Company has the right to operate the asset; or
  # the Company designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

Company as a lessee:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lase payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rates as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments.
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in an index or rate, if there is change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

Leasehold land is amortised over the period of lease being remaining as on the date of purchase is stated as below:

1) Plot no. AA/34 of Sachin Udhyognagar Sahakari Sangh Limited :-	9 Years
2) Plot no. B 16/16 of Sachin Udhyognagar Sahakari Sangh Limited :-	9 Years
3) Plot no. AA/93 of Sachin Udhyognagar Sahakari Mandali Limited :-	10 Years

Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liability for the short-term leases that have lease term of 12 months of less and leases of low-value assets. The Company recognises the lease payments associated with such leases as an expense on a straight-line basis over the lease term.

2.11 Income Taxes:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and the a tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax:

Deferred tax is provided using the balance sheet method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:
- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the
accounting profit nor taxable profit or loss,
- Taxable temporary differences arising on the initial recognition of goodwill.
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses (including unabsorbed depreciation) can be utilised, except:
- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.12 Current versus Non-Current classification:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:
· Expected to be realized or intended to be sold or consumed in the normal operating cycle,
· Held primarily for the purpose of trading,
· Expected to be realised within twelve months after the reporting period, or
· Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

b) A liability is current when:
· It is expected to be settled in the normal operating cycle,
· It is held primarily for the purpose of trading,
· It is due to be settled within twelve months after the reporting period, or
· There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
All other liabilities are classified as non-current.

c) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

d) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

2.13 Employee benefits:

(i) **Short term employee benefits:**
All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries, incentives, allowances and bonus are recognized in the period in which the employee renders the related service.

(ii) **Long term benefits:**
Defined Contribution Plans:
The Company contributes to the employee's approved provident fund scheme. The Company's contribution paid/payable under the scheme is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related services.

(iii) **Provision for Gratuity:**
Provisions of Gratuity Act, 1972 are not applicable to the Company as there are no employees having services of more than 5 years.

2.14 Trade Receivables:
Trade Receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered as doubtful.

2.15 Inventories:

(i) Raw Materials are valued at cost. Finished Goods are carried at the lower of cost and net realisable value.

(ii) In determining the cost of Raw Materials FIFO Method is used. Cost of Inventory comprises of all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

(iii) Cost of Finished Goods includes the cost of Raw Materials and appropriate share of fixed and variable production overheads, indirect taxes as applicable and other costs incurred in bringing the inventories to their present location and condition.

2.16 Borrowing Costs:
Borrowing costs directly attributable to the acquisition, construction or production of an asset, that necessarily takes substantial period of time to get ready for its intended use or sale, are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest, and other costs that an entity incurs in connection with the borrowings of the funds.

2.17 Earnings per share:
Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements and stock split in equity shares issued during the year and excluding treasury shares. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares and stock split, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS adjust the figures used in the determination of basic EPS to consider.
- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.18 Segment Reporting:
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.
The Board of Directors of the Company have been identified as being the Chief Operating Decision Maker by the management of the Company.

2.19 Foreign currency transactions:
Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in the Statement of Profit and Loss.

2.20 Government grants and subsidies:
Grants / subsidies that compensate the Company for expenses incurred are recognised in the Statement of Profit and Loss as a deduction of respective expenses in the periods in which such grants become receivable.

2.21 Recent accounting pronouncements:
Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Financial Statements is required to be disclosed.

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)
Annexure VI - Notes to the restated financial information *(continued)*
(All amounts in Indian Rupees lakhs, unless otherwise stated)

3 Tangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2024	Additions	Deletions	As at 31 December 2024	As at 01 April 2024	Charge for period	Deletions	As at 31 December 2024	As at 01 April 2024	As at 31 December 2024
Property, Plant & Equipments										
Land	260.24	192.93	-	453.17	-	-	-	-	260.24	453.17
Factory building	845.14	55.92	-	901.06	65.15	58.32	-	123.47	779.99	777.59
Furniture & Fixtures	38.64	7.50	-	46.13	7.86	7.42	-	15.27	30.78	30.86
Plant And Machinery	7,359.83	634.39	(249.77)	7,744.45	1,326.14	875.21	(48.14)	2,153.20	6,033.69	5,591.24
Vehicle	204.53	-	(197.49)	7.04	38.31	26.20	(60.89)	3.62	166.23	3.42
Computer & Software	17.00	4.58	-	21.58	8.74	3.22	-	11.96	8.26	9.62
Total Property, Plant & Equipments	**8,725.38**	**895.32**	**(447.26)**	**9,173.44**	**1,446.19**	**970.37**	**(109.03)**	**2,307.53**	**7,279.19**	**6,865.91**
ROU Assets	195.09	-	-	195.09	38.79	16.56	-	55.35	156.30	139.74
Total	**8,920.47**	**895.32**	**(447.26)**	**9,368.53**	**1,484.98**	**986.93**	**(109.03)**	**2,362.88**	**7,435.49**	**7,005.65**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2023	Additions	Deletions	As at 31 March 2024	As at 01 April 2023	Charge for period	Deletions	As at 31 March 2024	As at 01 April 2023	As at 31 March 2024
Property, Plant & Equipments										
Land	239.92	20.33	-	260.24	-	-	-	-	239.92	260.24
Factory building	245.18	600.96	(1.00)	845.14	26.22	38.93	-	65.15	218.95	779.99
Furniture & Fixtures	13.73	24.91	-	38.64	2.81	5.05	-	7.86	10.92	30.78
Plant And Machinery	3,367.99	4,103.50	(111.66)	7,359.83	518.24	807.90	-	1,326.14	2,849.75	6,033.69
Vehicle	6.75	200.66	(2.88)	204.53	0.70	37.92	(0.31)	38.31	6.05	166.23
Computer & Software	12.24	4.76	-	17.00	5.38	3.37	-	8.74	6.86	8.26
Total Property, Plant & Equipments	**3,885.80**	**4,955.11**	**(115.53)**	**8,725.38**	**553.35**	**893.15**	**(0.31)**	**1,446.19**	**3,332.45**	**7,279.19**
ROU Assets	195.09	-	-	195.09	16.71	22.08	-	38.79	178.39	156.30
Total	**4,080.90**	**4,955.11**	**(115.53)**	**8,920.47**	**570.06**	**915.23**	**(0.31)**	**1,484.98**	**3,510.84**	**7,435.49**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2022	Additions	Deletions	As at 31 March 2023	As at 01 April 2022	Charge for period	Deletions	As at 31 March 2023	As at 01 April 2022	As at 31 March 2023
Property, Plant & Equipments										
Land	-	239.92	-	239.92	-	-	-	-	-	239.92
Factory building	165.57	79.61	-	245.18	8.70	17.52	-	26.22	156.87	218.95
Furniture & Fixtures	6.69	7.04	-	13.73	0.48	2.33	-	2.81	6.21	10.92
Plant And Machinery	1,511.71	1,856.28	-	3,367.99	148.17	370.07	-	518.24	1,363.54	2,849.75
Vehicle	-	6.75	-	6.75	-	0.70	-	0.70	-	6.05
Computer & Software	10.50	1.75	-	12.24	1.34	4.04	-	5.38	9.16	6.86
Total Property, Plant & Equipments	**1,694.47**	**2,191.34**	**-**	**3,885.80**	**158.69**	**394.66**	**-**	**553.35**	**1,535.78**	**3,332.45**
ROU Assets	51.49	143.61	-	195.09	2.83	13.87	-	16.71	48.65	178.39
Total	**1,745.95**	**2,334.94**	**-**	**4,080.90**	**161.52**	**408.54**	**-**	**570.06**	**1,584.43**	**3,510.84**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01 April 2021	Additions	Deletions	As at 31 March 2022	As at 01 April 2021	Charge for period	Deletions	As at 31 March 2022	As at 01 April 2021	As at 31 March 2022
Property, Plant & Equipments										
Land	-	-	-	-	-	-	-	-	-	-
Factory building	-	165.57	-	165.57	-	8.70	-	8.70	-	156.87
Furniture & Fixtures	-	6.69	-	6.69	-	0.48	-	0.48	-	6.21
Plant And Machinery	-	1,511.71	-	1,511.71	-	148.17	-	148.17	-	1,363.54
Vehicle	-	-	-	-	-	-	-	-	-	-
Computer & Software	-	10.50	-	10.50	-	1.34	-	1.34	-	9.16
Total Property, Plant & Equipments	**-**	**1,694.47**	**-**	**1,694.47**	**-**	**158.69**	**-**	**158.69**	**-**	**1,535.78**
ROU Assets	-	51.49	-	51.49	-	2.83	-	2.83	-	48.65
Total	**-**	**1,745.95**	**-**	**1,745.95**	**-**	**161.52**	**-**	**161.52**	**-**	**1,584.43**

Refer note no. 12 for information on property, plant and equipment pledged as securities by the company
The title deeds of immovable properties are held in name of the company.
Vehicle included in assets are held in name of director.
Factory Building is Constructed on leasehold Land in the name of Director of the Company.

3(a) Capital work-in-progress

Particulars	As at 01 April 2024	Additions	Capitalised during the period	As at 31 December 2024
Capital work-in-progress	-	634.53	(634.53)	-
Total	**-**	**634.53**	**(634.53)**	**-**

Particulars	As at 01 April 2023	Additions	Capitalised during the period	As at 31 March 2024
Capital work-in-progress	-	4,704.46	(4,704.46)	-
Total	**-**	**4,704.46**	**(4,704.46)**	**-**

Particulars	As at 01 April 2022	Additions	Capitalised during the year	As at 31 March 2023
Capital work-in-progress -	-	1,930.81	(1,930.81)	-
Total	**-**	**1,930.81**	**(1,930.81)**	**-**

Particulars	As at 01 April 2021	Additions	Capitalised during the year	As at 31 March 2022
Capital work-in-progress	116.19	-	(116.19)	-
Total	**116.19**	**-**	**(116.19)**	**-**

Additional disclosures as per Schedule -III requirement:

Amount in CWIP for a period of	Projects in Progress				Projects temporarily suspended			
	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Less than 1 Year	-	-	-	-	-	-	-	-
1-2 Years	-	-	-	-	-	-	-	-
2-3 Years	-	-	-	-	-	-	-	-
More than 3 Years	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-

(All amounts in Indian Rupees lakhs, unless otherwise stated)

4 Investments

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unquoted equity shares :				
26300 (31 December 2024 : 26300, 31 March 2024 : 26300, 31 March 2023 : 58815, 31 March 2022 : 58815) Equity Shares of The Sutex Co-operative Bank Ltd., of Rs. 100/- each fully paid up	26.30	26.30	58.82	58.82
76000 (31 December 2024 : 76000, 31 March 2024 : 76000, 31 March 2023 : 76000, 31 March 2022 : 76000) Equity Shares of Mehsana Urban Co-operative Bank Ltd., of Rs. 25/- each fully paid up	19.00	19.00	19.00	-
	45.30	**45.30**	**77.82**	**58.82**
Aggregate value of unquoted investments	45.30	45.30	77.82	58.82
Aggregate amount of impairment in value of investments	-	-	-	-

5 Other financial assets

(Fair Value Through Profit & Loss Account)	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Security deposits	279.99	279.72	132.91	62.39
Membership Contribution - WJ LOOM	652.20	652.20	277.20	108.00
Total	**932.19**	**931.92**	**410.11**	**170.39**

Disclosure: - Security Deposits are measured at Fair Value through Profit & Loss Account, whenever they becomes due or any interest arises from such deposits will effects the

6 *Inventories*

(valued at lower of cost or net realisable value)	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Raw material	2,580.10	2,242.29	1,947.35	361.46
Finished goods	248.25	134.48	80.37	12.05
Stores & Spares	6.20	-	-	-
Total	**2,834.54**	**2,376.77**	**2,027.72**	**373.51**

(i) Raw Materials are valued at cost. Finished Goods are carried at the lower of cost or net realisable value.
(ii) In determining the cost of Raw Materials FIFO Method is used. Cost of Inventory comprises of all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
(iii) Cost of Finished Goods includes the cost of Raw Materials and appropriate share of fixed and variable production overheads, indirect taxes as applicable and other costs incurred in bringing the inventories to their present location and condition.

7 Trade receivables

	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade Receivables considered good - Unsecured	2,164.20	1,104.34	741.44	705.75
Trade Receivables considered good - Secured	-	-	-	-
Trade Receivables which have significant increase in credit risk	-	-	-	-
Trade Receivables - credit impaired	-	-	-	-
	2,164.20	1,104.34	741.44	705.75
Less: Allowance for doubtful receivables	-	-	-	-
Total trade receivables	**2,164.20**	**1,104.34**	**741.44**	**705.75**
The above amount includes :				
Receivable from related parties	-	34.46	27.09	457.41
Receivable from other than related parties	2,164.20	1,069.88	714.35	248.34
Total	**2,164.20**	**1,104.34**	**741.44**	**705.75**

As at 31 December 2024

Particulars	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
	Outstanding for following periods from due date of Payment					
(i) Undisputed Trade Receivables - considered good	2,164.20	-	-	-	-	2,164.20
(ii) Undisputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**2,164.20**	**-**	**-**	**-**	**-**	**2,164.20**

As at 31 March 2024

Particulars	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
	Outstanding for following periods from due date of Payment					
(i) Undisputed Trade Receivables - considered good	1,104.34	-	-	-	-	1,104.34
(ii) Undisputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**1,104.34**	**-**	**-**	**-**	**-**	**1,104.34**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

As at 31 March 2023

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables - considered good	741.44	-	-	-	-	741.44
(ii) Undisputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**741.44**	**-**	**-**	**-**	**-**	**741.44**

As at 31 March 2022

Particulars	Outstanding for following periods from due date of Payment					
	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables - considered good	705.75	-	-	-	-	705.75
(ii) Undisputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	**705.75**	**-**	**-**	**-**	**-**	**705.75**

8 Cash and cash equivalents	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Balances with banks				
On Current accounts	0.31	0.49	0.56	0.11
Cash in hand	14.68	0.67	8.10	1.59
Total	**14.99**	**1.16**	**8.66**	**1.70**

9 Other current assets	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good)				
Other loans and advances				
Advances recoverable in cash	186.02	31.19	10.29	1.02
Balances with government authorities	1,156.09	986.48	695.46	289.48
Prepaid expenses	102.75	9.20	8.27	5.29
Preliminery Expenses not written off	-	-	-	-
Interest Subsidy Receivable	47.45	-	-	-
Electricity Subsidy Receivable	401.76	745.24	-	-
Loan Procesings Fees Not Written Off	25.69	30.65	-	-
Total	**1,919.76**	**1,802.74**	**714.02**	**295.78**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

10 Equity Share capital

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Authorised :				
3,00,00,000 (31 December 2024 : 3,00,00,000; 31 March 2024 : 70,00,000; 31 March 2023 : 70,00,000; 31 March 2022 : 10,00,000) equity Shares of Rs 10/- each	3,000.00	700.00	700.00	100.00
TOTAL	**3,000.00**	**700.00**	**700.00**	**100.00**
Issued and subscribed and paid up:				
1,99,37,295 (31 December 2024 : 1,99,37,295; 31 March 2024 : 39,795; 31 March 2023 : 39,795; 31 March 2022 : 10,000) equity Shares of Rs 10/- each	1,993.73	3.98	3.98	1.00
TOTAL	**1,993.73**	**3.98**	**3.98**	**1.00**

*** The company has issued bonus shares in the ratio of 500:1 to the existing share holders on 22 June 2024. As a result bonus issue, the issued number of shares has been increased to 1,99,37,295 and the authorised number of shares are increased to 3,00,00,000.**

Reconciliation of number of shares outstanding at the beginning and end of the year/period :

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
	Number of Shares	**Number of Shares**	**Number of Shares**	**Number of Shares**
Equity shares of Rs.10 fully paid up				
Outstanding at the beginning of the year/period	39,795	39,795	10,000	10,000
Add: Issued during the period	19,897,500	-	29,795	-
Outstanding at the end of the year/period	**19,937,295**	**39,795**	**39,795**	**10,000**

** Number of shares is presented as absolute number.*

Terms / Rights attached to each classes of shares

Rights, preferences and restrictions attached to equity shares

As to dividend	The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.
As to voting	The Company has only one class of shares referred to as Equity Shares having a face value of Rs. 10/-. Each holder of the equity share is entitled to one vote per share held.
As to repayment of capital	In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining asset of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholders holding more than 5% shares in the Company is set out below:

Equity shares of Rs 10 each fully paid	As at 31 December 2024	
	Number of Shares	**Number of Shares %**
Mangilal Ambalal Borana	3,747,480	18.80%
Rajkumar Mangilal Borana	3,684,855	18.48%
Dhwani Ankur Borana	2,505,000	12.56%
Rajkumar Mangilal Borana Huf	2,282,055	11.45%
Mangilal Ambalal Borana Huf	2,229,450	11.18%
Ankur Mangilal Borana Huf	243,585	1.22%
Borana Filaments Pvt. Ltd.	1,447,890	7.26%
Ankur Mangilal Borana	1,242,480	6.23%
		87.19%

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Equity shares of Rs 10 each fully paid	**As at 31 March 2024**		**As at 31 March 2023**		**As at 31 March 2022**	
	Number of Shares	**Number of Shares %**	**Number of Shares**	**Number of Shares %**	**Number of Shares**	**Number of Shares %**
Mangilal Ambalal Borana	7,480	18.80%	7,480	18.80%	5,000	50.00%
Rajkumar Mangilal Borana	7,355	18.48%	2,540	6.38%		
Dhwani Ankur Borana	5,000	12.56%	5,000	12.56%	5,000	50.00%
Rajkumar Mangilal Borana Huf	4,555	11.45%	4,555	11.45%		
Mangilal Ambalal Borana Huf	4,450	11.18%	4,450	11.18%		
Ankur Mangilal Borana Huf	3,350	8.42%	3,350	8.42%		
Borana Filaments Pvt. Ltd.	2,890	7.26%	2,890	7.26%		
Ankur Mangilal Borana	2,480	6.23%	2,480	6.23%		
Nareshkumar Ambalal Borana Huf	2,235	5.62%	2,235	5.62%		
Lalitakumari Nareshkumar Borana			2,235	5.62%		
Nareshkumar Ambalal Borana			2,580	6.48%		
		100.00%		**100.00%**		**100.00%**

Promotors Shareholding in the Company is set out below:

Equity shares of Rs 10 each fully paid	**As at 31 December 2024**	
	Number of Shares	**Number of Shares %**
Mangilal Ambalal Borana	3,747,480	18.80%
Rajkumar Mangilal Borana	3,684,855	18.48%
Dhwani Ankur Borana	2,505,000	12.56%
Rajkumar Mangilal Borana Huf	2,282,055	11.45%
Mangilal Ambalal Borana Huf	2,229,450	11.18%
Ankur Mangilal Borana	1,242,480	6.23%
Borana Filaments Pvt. Ltd.	1,447,890	7.26%
Ankur Mangilal Borana HUF	243,585	1.22%
		87.19%

Equity shares of Rs 10 each fully paid	**As at 31 March 2024**		**As at 31 March 2023**		**As at 31 March 2022**	
	Number of Shares	**Number of Shares %**	**Number of Shares**	**Number of Shares %**	**Number of Shares**	**Number of Shares %**
Mangilal Ambalal Borana	7,480	18.80%	7,480	18.80%	5,000	50.00%
Rajkumar Mangilal Borana	7,355	18.48%	2,540	6.38%		
Dhwani Ankur Borana	5,000	12.56%	5,000	12.56%	5,000	50.00%
Rajkumar Mangilal Borana Huf	4,555	11.45%	4,555	11.45%		
Mangilal Ambalal Borana Huf	4,450	11.18%	4,450	11.18%		
Ankur Mangilal Borana	2,480	6.23%	2,480	6.23%		
Borana Filaments Pvt. Ltd.	2,890	7.26%	2,890	7.26%		
Ankur Mangilal Borana HUF	3,350	8.42%	3,350	8.42%		
		94.38%		82.28%		100.00%

11 Other equity	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Reserves and surplus				
a. Retained earnings	5,109.47	4,168.59	1,809.95	179.86
b. Securities premium	577.59	597.09	597.09	-
	5,687.07	**4,765.68**	**2,407.04**	**179.86**
a. Retained earnings				
Opening balance	4,168.59	1,809.95	179.86	-
Profit for the period / year	2,930.63	2,358.64	1,630.09	179.86
Appropriation: Partially utilized for the issue of Bonus Shares (Bonus Equity Shares issued in the Ratio 500:1)	(1,989.75)			
Closing balance	**5,109.47**	**4,168.59**	**1,809.95**	**179.86**
b. Securities Premium				
As at beginning and end of the period/year	597.09	597.09	-	-
Less: Roc fees for increase in authorised share capital	(19.50)	-	-	-
Add: Securities Premium on shares issued	-	-	597.09	-
	577.59	**597.09**	**597.09**	**-**
	5,687.07	**4,765.68**	**2,407.04**	**179.86**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

12 Borrowings	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-Current :				
Valued at Fair Value through Profit/Loss				
Secured				
Rupee Term Loans from Banks :				
The Sutex Co Op Bank Ltd	727.24	905.75	1,230.11	1,422.75
The Mehsana Urban Co Op Bank Ltd	849.29	991.04	1,139.80	
HDFC Bank	3,276.87	3,524.15	-	-
Rupee Vehicle Loans from Banks :				
The Mehsana Urban Co-Op Bank Ltd	-	148.48	-	-
(Secured Loan Against Hyphohecation of Car)				
Less: Current Maturities of Long Term Debts	(870.45)	(772.79)	(361.32)	(192.24)
Others (Unsecured)				
From related parties (Directors & Promoters)	-	8.56	9.83	637.24
From Corporate Bodies	-	-	-	-
	3,982.96	**4,805.19**	**2,018.41**	**1,867.74**

Terms of Repayment, Nature of Security in case of Secured Loans:

Nature of Security	Terms of Repayment	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
1. The Sutex Co Op Bank Ltd					
> Secured by mortgage over: a. Plot No AA/93,Hojiwala Industrial Estate, Sachin, Surat b. Shop No. 2096, Mahavir Textile Market, Ring Road, Surat c. Shop No. S-1236, Surat Textile Market, Ring Road, Surat > Personal guarantee of : a. Mr. Mangilal Ambalal Borana b. Mrs. Mohini Devi Borana c. Mrs. Dhwani Ankur Borana.	72 equal installments of Rs. 26,88,000 each payable monthly from February 2022	8.50% p. a.	8.25% p. a.	8.25% p.a.	9.75% p.a.
2. The Mehsana Urban Co Op Bank Ltd					
> Secured by mortgage over Plot No A-4/6,Road No.11, Hojiwala Industrial Estate, Sachin, Surat > Personal guarantee of : a. Mr. Rajkumar Mangilal Borana b. Mr. Mangilal Ambalal Borana c. Mrs. Dhwani Ankur Borana d. Mr. Ankur Mangilal Borana e. Mrs. Sharmila Borana	78 equal installments of Rs. 20,52,778 each payable monthly from January 2024	9.25% p. a.	9.25% p. a.	9.25% p.a.	-
3. HDFC Bank Loan					
> Secured by mortgage over : a. Plot No B-5/6, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat b. Plot No B-5/7, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat c. Plot No B-5/7-1, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat d. Plot No B-16/16, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat > Personal guarantee of : a. Mr. Rajkumar Mangilal Borana b. Mr. Mangilal Ambalal Borana c. Mrs. Dhwani Ankur Borana d. Mr. Ankur Mangilal Borana e. Mrs. Sharmila Borana f. Mrs. Mohini Devi Borana g. Mangilal Ambalal Borana HUF h. Ankur Mangilal Borana HUF i. Rajkumar Mangilal Borana HUF	78 equal installments of Rs. 58,64,025 each payable monthly from June 2024	8.10% p. a.	8.50% p. a.	-	-
4. The Mehsana Urban Co Op Bank Ltd (Car Loan)					
> Secured by hypothecation of Car (vehicle)		-	8.10% p.a.	-	-

	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Disclosure with respect to Unsecured Loans:				
From Related Parties (Directors & Promoters):				
Dhwani Ankur Borana	-	-	1.91	72.87
Mangilal Borana	-	8.56	7.92	564.37
RB Industries	-	-	-	-
	-	**8.56**	**9.83**	**637.24**

Current :	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Working capital loan (Refer note 1)				
Secured	**549.95**	**1,331.79**	**1,509.59**	**671.24**
Working Capital Limits with The Sutex Co Operative Bank Ltd	*301.43*	*750.46*	*850.70*	*671.24*
Working Capital Limits with The Mehsana Urban Co Operative Bank Ltd	*4.08*	*538.41*	*658.89*	-
Working Capital Limits with HDFC Bank	*244.43*	*42.92*	-	-
Current maturities of long term debt				
Secured				
Term loans from banks	870.45	772.79	361.32	192.24
Unsecured				
From related parties (Directors & Promoters)	-	-	-	-
	1,420.40	**2,104.57**	**1,870.91**	**863.48**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Nature of Security	Terms of Repayment	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
1. The Sutex Co Op Bank Ltd					
> Secured by mortgage over: a. Plot No AA/93,Hojiwala Industrial Estate, Sachin, Surat b. Shop No. 2096, Mahavir Textile Market, Ring Road, Surat c. Shop No. S-1236, Surat Textile Market, Ring Road, Surat > Personal guarantee of : a. Mr. Mangilal Ambalal Borana b. Mrs. Mohini Devi Borana c. Mrs. Dhwani Ankur Borana. > Margin over: 20% of stock & 25% of Book debts (upto 90 days)	Annual Renew	9.00% p. a.	9.00% p. a.	8.25% p.a.	9.75% p.a.
2. The Mehsana Urban Co Op Bank Ltd					
> Secured by mortgage over Plot No A-4/6,Road No.11, Hojiwala Industrial Estate, Sachin, Surat > Personal guarantee of : a. Mr. Rajkumar Mangilal Borana b. Mr. Mangilal Ambalal Borana c. Mrs. Dhwani Ankur Borana d. Mr. Ankur Mangilal Borana e. Mrs. Sharmila Borana > Margin over: 25% of stock of RM, FG, SIP & 25% of Book debts (upto 90 days)	12 months (Annual Renew)	9.50% p.a.	9.75% p.a.	9.75% p.a.	-
3. HDFC Bank Loan					
> Secured by mortgage over : a. Plot No B-5/6, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat b. Plot No B-5/7, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat c. Plot No B-5/7-1, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat d. Plot No B-16/16, Sachin Udhyog Nagar Shakari Mandari Ltd, Sachin, Surat > Personal guarantee of : a. Mr. Rajkumar Mangilal Borana b. Mr. Mangilal Ambalal Borana c. Mrs. Dhwani Ankur Borana d. Mr. Ankur Mangilal Borana e. Mrs. Sharmila Borana f. Mrs. Mohini Devi Borana g. Mangilal Ambalal Borana HUF h. Ankur Mangilal Borana HUF i. Rajkumar Mangilal Borana HUF > Margin over: 25% of stock + advance to suppliers & 25% of Book debts (upto 60 days)	12 months (Annual Renew)	7.99% p. a.	8.50% p. a.	-	-

13 Lease liabilities

	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Lease liabilities	**154.68**	**167.74**	**183.81**	**49.63**
-Current	24.30	32.40	32.40	8.40
-Non Current	130.38	135.34	151.41	41.23
	154.68	**167.74**	**183.81**	**49.63**

Lease liability represents liability against leasehold land included in schedule of Property, plant & equipement.

14 Trade payables

	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade payables				
Total outstanding dues of Micro Enterprises and Small Enterprises (Refer note 29)	112.12	710.66	101.49	34.39
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	360.55	620.76	394.16	-
	472.67	**1,331.42**	**495.65**	**34.39**

Notes :
(1) Trade payables principally comprise amounts outstanding for trade purchases.

(All amounts in Indian Rupees lakhs, unless otherwise stated)

As at 31 December 2024						
Particulars	**Outstanding for following periods Particulars from due date of payment**					
	Less than 1 Year	**1-2 years**	**2-3 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	112.12	-	-	-	-	**112.12**
(ii) Others	360.55	-	-	-	-	**360.55**
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	472.67	-	-	-	-	**472.67**

As at 31 March 2024						
Particulars	**Outstanding for following periods Particulars from due date of payment**					
	Less than 1 Year	**1-2 years**	**2-3 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	710.66	-	-	-	-	**710.66**
(ii) Others	620.76	-	-	-	-	**620.76**
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	1,331.42	-	-	-	-	**1,331.42**

As at 31 March 2023						
Particulars	**Outstanding for following periods Particulars from due date of payment**					
	Less than 1 Year	**1-2 years**	**2-3 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	101.49	-	-	-	-	**101.49**
(ii) Others	394.16	-	-	-	-	**394.16**
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	495.65	-	-	-	-	**495.65**

As at 31 March 2022						
Particulars	**Outstanding for following periods Particulars from due date of payment**					
	Less than 1 Year	**1-2 years**	**2-3 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	34.39	-	-	-	-	**34.39**
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	34.39	-	-	-	-	**34.39**

15 Other financial liabilities	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Payable on purchase of capital goods	6.84	7.71	16.22	3.54
Creditors for expenses	134.79	16.31	154.15	90.80
	141.63	**24.03**	**170.37**	**94.33**

16 Other current liabilities	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Income received in advance				
From customers				
Advance received from customers	745.31	-	0.32	-
Statutory dues payables	14.60	3.94	5.08	6.88
	759.91	**3.94**	**5.39**	**6.88**

17 Provisions				
Provision for Employee Benefits	151.89	299.16	268.76	36.63
Provision for expenses	108.25	103.33	60.64	25.21
	260.13	**402.49**	**329.40**	**61.84**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

18	Revenue from operations	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Sale of products	21,161.52	19,905.56	13,539.90	4,233.40
		21,161.52	**19,905.56**	**13,539.90**	**4,233.40**

19	Other income	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Interest				
	Interest on Security deposits	-	0.87	0.78	0.32
	Interest Subsidy	345.46	-	-	-
	Interest on Electricity deposits	-	12.20	3.34	1.34
	Interest on income tax refund	-	0.04	-	0.00
	Interest on Overdues	0.05	7.42	4.94	-
	Interest on other deposits	-	-	-	0.01
	Miscellaneous				
	Foreign exchange fluctuation	-	27.15	-	-
	Dividend	6.92	6.96	1.99	-
	Electricity Duty Refund	56.74	-	-	-
	Vatav & Kasar	-	0.04	-	-
	PMRPY Benefit Received	-	0.22	1.89	1.03
		409.18	**54.90**	**12.94**	**2.70**

Subsidies from the Government:

Subsidies from the Government are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the subsidies will be received or when actually received by the Company. Subsidies from the Government are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the subsidies are intended to compensate.

Subsidies from the Government that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which their is reasonable certainity of receiving the same.

20	Cost of materials consumed	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Yarn Consumed				
	Opening	2,242.29	1,947.35	361.46	-
	Add: Purchase	13,353.93	12,224.93	10,105.47	3,425.69
	Add: Custom duty and clearing forwarding charges	-	447.53	241.48	-
		15,596.22	14,619.81	10,708.41	3,425.69
	Less: Foreign Currency Fluctuation Rate	-	75.48	58.46	-
	Less: Vatav & Kasar	(0.00)	-	32.87	1.84
	Less: Closing	2,580.10	2,242.29	1,947.35	361.46
		13,016.12	**12,302.04**	**8,669.74**	**3,062.38**
	Other Material - Grey				
	Opening	-	-	-	-
	Add: Purchase	-	-	26.57	-
		-	-	26.57	-
	Less: Closing	-	-	-	-
		-	**-**	**26.57**	**-**
		13,016.12	**12,302.04**	**8,696.31**	**3,062.38**

21	Changes in inventories of finished goods and work-in-progress	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Opening inventories				
	Finished goods - Grey Cloth	134.48	80.37	12.05	-
	Work-in-progress	-	-	-	-
	Total (A)	**134.48**	**80.37**	**12.05**	**-**
	Closing Inventories				
	Finished goods - Grey Cloth	248.25	134.48	80.37	12.05
	Stores & Spares	6.20	-	-	-
	Total (B)	**254.44**	**134.48**	**80.37**	**12.05**
	Total (A-B)	**(119.96)**	**(54.12)**	**(68.32)**	**(12.05)**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

22	Employee benefits expense	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Salary and Wages	1,249.29	1,629.77	755.29	185.86
	Bonus Expenses	99.86	89.97	67.96	13.83
	Labour Leave Salary	59.58	53.49	25.95	8.30
	Labour Incentive Expense	-	-	63.00	-
	Director's Remuneration	12.00	12.00	12.00	-
	Provident Fund Expenses	9.03	4.63	1.37	0.13
	Provident Fund Benefit Expenses	-	0.22	1.89	1.03
	ESIC Expenses	0.85	0.51	0.36	0.36
	Labour Welfare Expenses	-	-	-	2.38
	Gujarat Labour Welfare Fund	0.15	0.18	0.12	0.04
		1,430.76	**1,790.77**	**927.93**	**211.93**

23	Finance costs	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Interest on term loan	327.76	279.74	155.39	69.38
	Interest on cash credit	38.21	78.21	32.00	21.56
	Interest on car loan	5.69	7.29	-	-
	Interest on unsecured loans	11.60	36.23	22.68	46.21
	Interest on lease liability	11.24	16.33	10.97	2.35
		394.49	**417.80**	**221.04**	**139.50**

24	Depreciation and amortisation expense	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Depreciation of property, plant and equipment (refer note 3)	970.37	893.15	394.66	158.69
	Depreciation of ROU Assets (refer note 3)	16.56	22.08	13.87	2.83
		986.93	**915.23**	**408.54**	**161.52**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

25	Other expenses	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
	Manufacturing service cost expenses				
	Factory Power Expenses	1,280.67	968.64	927.18	293.60
	Generator Diesel Expenses	0.54	0.37	0.55	0.19
	CEPT Expenses	105.08	85.20	57.69	6.96
	Millgin Expenses	162.19	247.72	83.20	61.13
	Millgin Expenses (Texturising Oil)	239.22	315.87	246.88	85.40
	Yarn Beam Jobwork Charges	-	-	4.88	-
	Jobwork Expenses	218.28	-	-	-
	Packing Material Expense (POY)	1.56	-	-	-
	Factory Shed Rent	3.07	5.60	1.00	-
	Factory Shed Rent-Godown	3.50	19.75	-	-
	Maintanance Expense-Factory	0.59	0.69	-	-
	Administrative and general expenses				
	Audit Fees	-	2.00	1.50	0.75
	Advertisement Exp	25.44	-	-	-
	Bank Commission and Charges	0.64	2.73	4.58	0.30
	Loan Processing Expenses	5.48	2.40	-	-
	Brokerage Expense	0.75	0.69	-	-
	CSR Expense	55.00	18.00	-	-
	Demate Charges	0.81	-	-	-
	Insurance Expenses	11.84	10.96	7.07	1.21
	Legal and Professional Charges	59.35	23.76	6.11	0.62
	Preliminery Expenses written off	-	-	7.50	2.67
	Printing and Stationery Expenses	5.03	4.31	1.79	0.31
	Computer Expenses	0.41	0.41	0.13	0.05
	Electric Expenses	12.63	21.39	16.87	0.18
	Repair & Maintenance Expenses	9.77	4.75	1.36	-
	Roc Filing Fees	-	-	-	-
	Membership Fees	-	-	-	0.05
	Internet Expense	0.09	0.06	-	-
	GST and TCS Late Fees	0.01	-	0.04	0.00
	GST written off	3.24	-	-	-
	Factory Licence Fees	0.72	0.58	0.35	0.08
	Factory Expenses	19.90	10.24	8.37	0.13
	GPCB Expenses	3.51	0.52	0.38	0.06
	CPCB Expenses	0.03	0.50	-	-
	DGFT License Rennual Fees	-	-	-	-
	Trademark Registration Charges	0.54	-	-	-
	Interest on GLWF	-	0.00	0.01	-
	Interest on TDS	-	-	0.01	-
	Telephone Expenses	0.14	0.04	0.08	-
	Vehicle Expenses	1.41	2.36	0.04	-
		2,231.44	**1,749.56**	**1,377.57**	**453.69**
	(a) Payment to auditors				
	Statutory audit fee	-	2.00	1.50	0.75
		-	**2.00**	**1.50**	**0.75**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

26 Taxes

(a) Statement of profit or loss

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax:				
Current income tax charge	659.35	501.01	353.69	31.61
Previous year tax adjustment	10.53	-	0.88	-
Deferred tax	(39.66)	(20.43)	5.11	7.66
Income tax expense reported in the statement of profit or loss	**630.22**	**480.58**	**359.68**	**39.28**

(b) Other comprehensive income (OCI)
Taxes related to items recognised in OCI during in the period

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Deferred tax				
Remeasurements gains and losses on post employment benefits	-	-	-	-
Income tax recognised in OCI	**-**	**-**	**-**	**-**

(c) Balance sheet

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non- current tax assets	-	-	-	-
Current tax assets	-	-	7.15	-
Total tax assets	**-**	**-**	**7.15**	**-**

Current tax liabilities

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Income tax (net of advance tax)	93.34	96.34	-	23.55
Total current tax liabilities	**93.34**	**96.34**	**-**	**23.55**

(d) Deferred tax liabilities / (assets)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Excess of depreciation/amortisation on property plant and equipment under income tax act	(47.32)	(7.65)	12.78	7.66
Fair valuation of Security deposits	-	-	-	-
Amortization of processing fees on loan	-	-	-	-
Provision for employee benefits	-	-	-	-
Leases	(2.56)	(1.96)	(0.93)	(0.17)
Net deferred tax liability/(asset)	**(49.88)**	**(9.62)**	**11.85**	**7.50**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

(e) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Accounting profit before tax	**3,630.91**	**2,839.18**	**1,989.77**	**219.14**
Tax rate	**17.16%**	**17.16%**	**17.16%**	**17.16%**
Tax as per IT Act on above	**623.06**	**487.20**	**341.44**	**37.60**
Tax expenses (P&L)				
(i) Current tax	659.35	501.01	353.69	31.61
(ii) Deferred tax	(39.66)	(20.43)	5.11	7.66
(iii) Taxation in respect of earlier years	10.53	-	0.88	-
	630.22	**480.58**	**359.68**	**39.28**
Tax expenses (OCI)	-	-	-	-
Difference	**(7.15)**	**6.62**	**(18.23)**	**(1.67)**
Tax reconciliation				
Adjustments:				
Taxation in respect of earlier years	10.53	-	0.88	-
Expenses disallowed in income tax	9.44	3.09	5.43	1.14
Effect of Temporary Adjustments:				
(i) Impact as a result of Tax Rate Change	-	-	-	-
(ii) Impact as a result of Capital Gains	(12.46)	0.01	-	-
(iii) Others	-	(0.17)	-	-
Taxes on Preliminary Expenses	(0.96)	(0.35)	0.94	0.37
Deferred Tax Asset on Lease liability	0.60	1.03	0.76	0.17
	-	**10.23**	**(10.23)**	**-**

(f) Movement in temporary differences:

Particulars	1 April 2024	Recognised in profit or loss during the period / year	Recognised in OCI during the period/ year	31 December 2024
Deferred tax liabilities (DTL)				
Excess of depreciation/amortisation on property plant and equipment under income tax act	(7.65)	(39.66)	-	**(47.32)**
Fair valuation of Security deposits	-	-	-	-
Amortization of processing fees on loan				-
Provision for employee benefits	-	-	-	-
Leases	(1.96)	(0.60)	-	**(2.56)**
Net deferred tax liability/(asset)	**(9.62)**	**(40.26)**	**-**	**(49.88)**

Particulars	1 April 2023	Recognised in profit or loss during the period / year	Recognised in OCI during the period/ year	31 March 2024
Deferred tax liabilities (DTL)				
Excess of depreciation/amortisation on property plant and equipment under income tax act	**12.78**	(20.43)	-	**(7.65)**
Fair valuation of Security deposits	-	-	-	-
Amortization of processing fees on loan	-	-	-	-
Provision for employee benefits	-	-	-	-
Leases	**(0.93)**	(1.03)		**(1.96)**
Net deferred tax liability/(asset)	**11.85**	**(21.46)**	**-**	**(9.62)**

Particulars	1 April 2022	Recognised in profit or loss during the period / year	Recognised in OCI during the period/ year	31 March 2023
Deferred tax liabilities (DTL)				
Excess of depreciation/amortisation on property plant and equipment under income tax act	**7.66**	5.11	-	**12.78**
Fair valuation of Security deposits	-	-	-	-
Amortization of processing fees on loan	-	-	-	-
Provision for employee benefits	-	-	-	-
Leases	**(0.17)**	(0.76)	-	**(0.93)**
Net deferred tax liability/(asset)	**7.50**	**4.35**	**-**	**11.85**

Particulars	1 April 2021	Recognised in profit or loss during the period / year	Recognised in OCI during the period/ year	31 March 2022
Deferred tax liabilities (DTL)				
Excess of depreciation/amortisation on property plant and equipment under income tax act	-	7.66	-	**7.66**
Fair valuation of Security deposits	-	-	-	-
Amortization of processing fees on loan	-	-	-	-
Provision for employee benefits	-	-	-	-
Leases	-	(0.17)	-	**(0.17)**
Net deferred tax liability/(asset)	**-**	**7.50**	**-**	**7.50**

27 Earnings Per Share

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profits attributable to equity shareholders				
Profit for basic earning per share of Rs. 10 each				
Profit for the period / year (in Rs.)	**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
Basic Earnings Per Share				
Weighted average number of equity shares outstanding during the period / year	19,937,295	19,937,295	14,988,794	5,010,000
Basic EPS (Rs.)	**14.70**	**11.83**	**10.88**	**3.59**
Diluted Earnings Per Share				
Profit for diluted earning per share of Rs. 10 each				
Profit for the period / year (in Rs.)	**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
Weighted average number of equity shares outstanding during the period / year	19,937,295	19,937,295	14,988,794	5,010,000
Diluted EPS (Rs.)	**14.70**	**11.83**	**10.88**	**3.59**

Weighted average number of equity shares for Basic Earnings Per Share	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning and at the end of the period*	19,937,295	19,937,295	5,010,000	10,000
Issued during the period after effecting of Bonus Shares (Ratio 500:1)	-	-	9,978,794	5,000,000
Weighted average number of equity shares outstanding during the period / year	**19,937,295**	**19,937,295**	**14,988,794**	**5,010,000**

Weighted average number of equity shares for Diluted Earnings Per Share	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning and at the end of the period*	19,937,295	19,937,295	5,010,000	10,000
Issued during the period after effecting of Bonus Shares (Ratio 500:1)	-	-	9,978,794	5,000,000
Weighted average number of equity shares outstanding during the period / year	**19,937,295**	**19,937,295**	**14,988,794**	**5,010,000**

28 Contingent liabilities, contingent assets and commitments :

Contingent liabilities

Particulars	Currency	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Bank Guarantees Issued for Ricon Textile Private Limited:					
HDFC Bank - Cash Credit	IND (₹)	100.00	100.00	-	-
HDFC Bank - Term Loan	IND (₹)	882.36	882.36	-	-
Total Amount of Bank Guarantees Issued for	**IND (₹)**	**982.36**	**982.36**	**-**	**-**
Amount Outstanding in Foreign Currency*					
Raw Material	IND (₹)	-	-	-	-
Capital Goods	IND (₹)	-	46.87	-	-
Total Amount Outstanding in Foreign Currency*	**IND (₹)**	**-**	**46.87**	**-**	**-**

* Post conversion from US($) to IND(₹), as the original value was in USD i.e. US$ 0.56 lakhs, the figures above reflect the amounts in IND (₹) for consistency and clarity.

(b) Commitments

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL			

29 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Principal amount remaining unpaid to any supplier as at the end of the period/year				
Trade payables	112.12	710.66	101.49	34.39
Capital creditors	-	-	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the period/year				
Trade payables	-	-	-	-
Capital creditors	-	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006	-	-	-	-
The amount of payment made to micro and small supplier beyond the appointed day during each accounting year.	-	-	-	-
The amount of interest due and payable for period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006.	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

30 Related Party Disclosures

(a) List of Related Parties and description of relationship:

Entities where directors are interested :	Designation
Ankur Mangilal Borana	
Ricon Textile Private Limited	Director
Hojiwala Infrastructure Limited	Director
R & B Denims Limited	Whole-time director
Borana Filaments Private Limited	Director
Borana Industries LLP	Designated Partner
Rawatkhedia Silk Mill LLP	Partner
Wealthford Consultancy LLP	Partner
Ricon Industries	Partner
Arham Weaves Private Limited	Director's Sister - Substantially Interested
Jinay Enterprise	Director's HUF - Proprietorship
Ankur Enterprises	Director's - Proprietorship
Saroj Synthetics	Director's Spouse - Proprietorship
Mangilal Ambalal Borana	
Borana Filaments Private Limited	Director
Borana Industries LLP	Designated Partner
New National Fabrics	HUF's Partner
Arham Weaves Private Limited	Director's Daughter - Substantially Interested
Lalita Textiles	Director's HUF - Proprietorship
Vijaya Textiles	Director's - Proprietorship
Vijay Corporation	Director's Spouse - Proprietorship
Sachin Paper Mills Private Limited	Director's Brother - Directorship
Rajkumar Mangilal Borana	
Aether Industries Limited	Independent Director
Pandesara Infrastructure Limited	Independent Director
Borana Filaments Private Limited	Director
R & B Denims Limited	Managing Director
Rawatkhedia Silk Mill LLP	Partner
Wealthford Consultancy LLP	Partner
Borana Industries LLP	Designated Partner
R B Industries	Partner
Ricon Industries	Partner
New National Fabrics	Partner
Arham Weaves Private Limited	Director's Sister - Substantially Interested
Kanishka Fashion	Director's HUF - Proprietorship
Raju Enterprise	Director's - Proprietorship
Sharmila Enterprise	Director's Spouse - Proprietorship

Substantial Interest: - In relation to a company, means a person who is the beneficial owner of shares, not being shares entitled to a fixed rate of dividend whether with or without a right to participate in profits, carrying not less than 20% of the voting power.

Key Management Personnel (KMP)

Name	Designation
1. Mangilal Ambalal Borana	Managing Director
2. Rajkumar Mangilal Borana	Chief Financial Officer
3. Ankur Mangilal Borana	Chief Executive Officer
4. Seema Manish Luniya	Company Secretary
5. Arvind Kumar Rathi	Independent Director
6. Kanav Sham Sunder Arora	Independent Director
7. Nitika Abhishek Soni	Independent Director

Relative of Key Management Personnel

Name	Designation
Mohini Devi Borana	Spouse of Mangilal Ambalal Borana
Mangilal Ambalal Borana HUF	HUF of Director - Mangilal Ambalal Borana
Dhawni Borana	Spouse of Ankur Mangilal Borana
Ankur Mangilal Borana HUF	HUF of Director - Ankur Mangilal Borana
Sharmila Borana	Spouse of Rajkumar Mangilal Borana
Rajkumar Mangilal Borana HUF	HUF of Director - Rajkumar Mangilal Borana

(All amounts in Indian Rupees lakhs, unless otherwise stated)

30 Related Party Disclosures

Sr. no	Nature of Transaction	For the period ended 31 December 2024			For the year ended 31 March 2024		
		Promoters and their relatives	Companies Controlled by Directors / Relatives	Total	Promoters and their relatives	Companies Controlled by Directors / Relatives	Total
1	Rent Paid	27.37	-	**27.37**	38.00	-	**38.00**
2	Interest Paid	-	-	**-**	0.71	35.52	**36.23**
3	Loans & Advances accepted	-	490.00	**490.00**	-	1,340.53	**1,340.53**
4	Loan Paid	-	8.56	**8.56**	-	1,372.50	**1,372.50**
5	Managerial Remuneration	12.00	-	**12.00**	12.00	-	**12.00**
6	Purchase of Consumables	-	1,799.95	**1,799.95**	-	613.80	**613.80**
7	Purchase of Material for Building & Structure	-	-	**-**	-	347.00	**347.00**
8	Sales of Yarns / Wastage / Assets		3,081.97	**3,081.97**	-	5,145.61	**5,145.61**
9	Membership Purchase	-	-	**-**	-	45.00	**45.00**
10	CEPT Expenses	-	101.76	**101.76**	-	84.36	**84.36**
11	Salary	13.50	-	**13.50**	20.25	-	**20.25**
		52.87	**5,482.23**	**5,535.10**	**70.96**	**8,984.32**	**9,055.28**

Sr. no	Nature of Transaction	For the year ended 31 March 2023			For the year ended 31 March 2022		
		Promoters and their relatives	Companies Controlled by Directors / Relatives	Total	Promoters and their relatives	Companies Controlled by Directors / Relatives	Total
1	Rent Paid	26.40	1.00	**27.40**	4.20	-	**4.20**
2	Interest Paid	10.91	11.77	**22.68**	46.21	-	**46.21**
3	Loans & Advances accepted	253.05	1,300.00	**1,553.05**	790.00	-	**790.00**
4	Loan Paid	817.43	1,310.59	**2,128.02**	301.00	-	**301.00**
5	Managerial Remuneration	12.00	-	**12.00**	-	-	**-**
6	Purchase of Consumables	-	33.14	**33.14**	-	-	**-**
7	Purchase of Assets	-	3.00	**3.00**	-	-	**-**
8	Sales of Yarns / Wasteage	-	4,735.74	**4,735.74**	-	2,143.44	**2,143.44**
9	Membership Fees	-	169.20	**169.20**	-	108.05	**108.05**
10	CEPT Expenses	-	52.47	**52.47**	-	6.96	**6.96**
11	Salary	21.00	-	**21.00**	7.50	-	**7.50**
		1,140.79	**7,616.91**	**8,757.70**	**1,148.91**	**2,258.45**	**3,407.36**

(c) Balances outstanding at the end of the period / year:-

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Rent payable	-	1.44	1.89	-
Interest payable	-	0.64	9.83	41.59
Managerial remuneration payable	-	-	-	-
Unsecured loans received	-	-	-	-
(i) Dhwani Borana	-	-	-	68.40
(ii) Mangilal Borana	-	7.92	-	527.25
Advances from Customers	-	-	-	-
(i) Arham Weaves Pvt. Ltd.	140.00	-	-	-
(ii) Sachin Paper Mills Pvt. Ltd.	50.00	-	-	-
(iii) Borana Industries LLP	300.00	-	-	-

During the above periods, the Company did not enter into any material transaction (as defined in the Company's policy on related party transactions) with related parties. All other

(All amounts in Indian Rupees lakhs, unless otherwise stated)

30 Related Party Disclosures

(d) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Rent Paid				
Ankur Mangilal Borana	9.00	12.00	9.00	-
Rajkumar Mangilal Borana	10.80	17.60	9.00	-
Mangilal Ambalal Borana	3.15	4.20	4.20	2.10
Mohinidevi Mangilal Borana	3.15	4.20	4.20	2.10
Total	**26.10**	**38.00**	**26.40**	**4.20**
Interest Paid				
Vijaya Textiles	-	-	8.80	41.25
Saroj Synthetics	-	-	-	4.97
R B Industries	-	23.53	4.14	-
Ricon Industries	-	11.99	7.62	-
Total	**-**	**35.52**	**20.56**	**46.21**
Managerial Remuneration				
Ankur Mangilal Borana	1.50	-	-	-
Rajkumar Mangilal Borana	1.50	-	-	-
Mangilal Ambalal Borana	9.00	12.00	12.00	-
Total	**12.00**	**12.00**	**12.00**	**-**
Salary Paid				
Naresh Borana	-	2.25	3.00	-
Dhwani Borana	13.50	18.00	18.00	7.50
Total	**13.50**	**20.25**	**21.00**	**7.50**
Transactions with Companies Controlled by Directors / Relatives				
Borana Filaments Private Limited (CETP Membership Purchase)	-	-	169.20	-
Borana Filaments Private Limited (Sales of Yarn)	-	-	822.20	655.60
Borana Industries LLP (Sales of Yarn)	1,442.23	3,282.93	3,542.58	1,472.63
Borana Industries LLP (Jobwork Expense)	216.58	-	-	-
Sachin Paper Mills Pvt. Ltd. (Sales of Wastage)	52.81	44.39	35.86	15.21
Ricon Textile Private Limited (Sales of POY Yarn)	494.98	12.52	-	-
R & B Denims Limited (Sales of POY Yarn)	-	601.52	-	-
RB Industries (Purchase of POY Yarn)	958.06	613.80	-	-
R & B Denims Limited (Purchase of POY Yarn)	625.31	-	-	-
Hojiwala Infrastructure Limited (CEPT Expense)	101.76	84.36	52.47	6.96
Hojiwala Infrastructure Limited (Membership Purchase)	-	45.00	-	108.05
Arham Weaves Private Limited (Sales of Yarn)	919.60	1,204.24	335.10	-
Sharmila Enterprise (Sales of Yarn)	35.75	-	-	-
Total	**4,847.07**	**5,888.77**	**4,957.41**	**2,258.45**
Transactions with Directors other than Rent, Salary & Interest				
Ankur Mangilal Borana (Sale of Car)	136.60	-	-	-
Total	**136.60**	**-**	**-**	**-**
Loans Accepted				
Mangilal Ambalal Borana	-	-	205.80	743.80
Dhwani Borana	-	-	-	46.20
RB Industries	-	627.05	500.00	-
Ricon Industries	-	713.48	800.00	-
Total	**-**	**1,340.53**	**1,505.80**	**790.00**
Advances Accepted from Customers				
Borana Industries LLP	300.00	-	-	-
Sachin Paper Mills Pvt. Ltd.	50.00	-	-	-
Arham Weaves Pvt. Ltd.	140.00	-	-	-
Total	**490.00**	**-**	**-**	**-**
Loans Paid				
Mangilal Ambalal Borana	-	-	817.43	301.00
RB Industries	-	648.22	503.73	-
Ricon Industries	-	724.27	806.86	-
Vijya Textiles	8.56	-	-	-
Total	**8.56**	**1,372.50**	**2,128.01**	**301.00**

(All amounts in Indian Rupees lakhs, unless otherwise stated)

31 Financial risk management

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies. The board regularly meets to decide its risk management activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is also assisted by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Board of directors.

The Company has exposure to the following risks arising from financial instruments:
- credit risk - see note (a) below
- liquidity risk - see note (b) below
- market risk - see note (c) below

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and Company's historical experience for customers.

i. The company has not made any provision on expected credit loss on trade receivables and other financials assets, based on the management estimates.

ii. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from the operations.

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total current assets (A)	6,933.49	5,285.02	3,498.99	1,376.75
Total current liabilities (B)	3,172.38	3,995.19	2,904.12	1,092.89
Working capital (A-B)	**3,761.11**	**1,289.83**	**594.87**	**283.86**
Current Ratio:	**2.19**	**1.32**	**1.20**	**1.26**

Following is the Company's exposure to financial liabilities based on the contractual maturity as at reporting date.

	As at 31 December 2024			
	Contractual cash flows			
	Carrying value	Less than 1 year	More than 1 year	Total
Borrowings	6,909.77	2,104.57	4,805.19	6,909.77
Trade payables	472.67	472.67	-	472.67
Lease liabilities	154.68	24.30	130.38	154.68
Other liabilities	141.63	141.63	-	141.63

	As at 31 March 2024			
	Contractual cash flows			
	Carrying value	Less than 1 year	More than 1 year	Total
Borrowings	6,909.77	2,104.57	4,805.19	6,909.77
Trade payables	1,331.42	1,331.42	-	1,331.42
Lease liabilities	167.74	32.40	135.34	167.74
Other liabilities	24.03	24.03	-	24.03

-

	As at 31 March 2023			
	Contractual cash flows			
	Carrying value	Less than 1 year	More than 1 year	Total
Borrowings	3,889.32	1,870.91	2,018.41	3,889.32
Trade payables	495.65	495.65	-	495.65
Lease liabilities	183.81	32.40	151.41	183.81
Other liabilities	170.37	170.37	-	170.37

-

	As at 31 March 2022			
	Contractual cash flows			
	Carrying value	Less than 1 year	More than 1 year	Total
Borrowings	2,731.23	863.48	1,867.74	2,731.23
Trade payables	34.39	34.39	-	34.39
Lease liabilities	49.63	8.40	41.23	49.63
Other liabilities	94.33	94.33	-	94.33

(c) Market risk

Market risk is the risk that changes with market prices – such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(All amounts in Indian Rupees lakhs, unless otherwise stated)

(1) Foreign currency risk :

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. Company transacts business in its functional currency (INR) and in other foreign currencies. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities, where revenue or expense is denominated in a foreign currency.

Following is outstanding foreign currency unhedged exposure :

(i) Financial assets

Financial assets	As at 31 December 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees
USD								
Raw Materials	-	-	-	-	-	-	-	-
Capital Goods	-	-	0.56	46.87	-	-	-	-
Total Outstanding	**-**	**-**	**0.56**	**46.87**	**-**	**-**	**-**	**-**

Disclosure with respect to outflow of Foreign Currency:

Financial assets	As at 31 December 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees	Foreign currency	Equivalent amount in rupees
USD								
Raw Materials	-	-	68.94	5,692.72	36.84	3,035.11	-	-
Capital Goods	6.56	550.33	33.10	2,756.74	13.00	1,061.08	-	-
Total Outflow (in USD) (i)	**6.56**	**550.33**	**102.04**	**8,449.45**	**49.84**	**4,096.19**	**-**	**-**
CHF								
Raw Materials	-	-	-	-	-	-	-	-
Capital Goods	-	-	-	-	0.46	38.28	-	-
Total Outflow (in CHF) (ii)	**-**	**-**	**-**	**-**	**0.46**	**38.28**	**-**	**-**
Total Outflow (i)+(ii) = (iii)	**6.56**	**550.33**	**102.04**	**8,449.45**	**50.31**	**4,134.47**	**-**	**-**

(ii) Financial liabilities

Other assets	Currency	Equivalent amount in rupees	As at 31 December 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance for expenses	**USD**			NIL		
	Total	-	-	-	-	-
Advance for expenses	**INR**			NIL		
	Total	-	-	-	-	-

(iii) Currency wise net exposure (Financial assets - Financial liabilities)

Currency	Amount (USD ($))				Sensitivity %
	31 December 2024	31 March 2024	31 March 2023	31 March 2022	
USD	-	0.56	-	-	1.00%
Total	**-**	**0.56**	**-**	**-**	

(iv) Sensitivity analysis

	Impact on profit/equity (1% strengthening)			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
USD	-	0.01	-	-
Total	**-**	**0.01**	**-**	**-**

	Impact on profit/equity (1% weakening)			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
USD	-	(0.01)	-	-
Total	**-**	**(0.01)**	**-**	**-**

(2) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company manages its interest rates by selection appropriate type of borrowings and by negotiation with the bankers.

The exposure of the borrowings (long term and short term) to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Variable rate borrowings	5,403.35	6,752.73	3,879.50	2,093.99
Fixed rate borrowings	-	157.04	9.83	637.24
Total borrowings	**5,403.35**	**6,909.77**	**3,889.32**	**2,731.23**

Sensitivity analysis

Particulars	Impact on profit before tax /pre- tax equity			
	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Increase by 50 basis points	27.02	33.76	19.40	10.47
Decrease by 50 basis points	(27.02)	(33.76)	(19.40)	(10.47)

32 Capital management

The Company's capital comprises equity share capital, surplus in the statement of profit and loss and other equity attributable to equity holders.

The Company's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital using debt-equity ratio, which is net debt divided by total equity. These ratios are illustrated below:

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total liabilities	7,285.71	8,935.72	5,086.72	3,009.52
Less: cash and cash equivalents and bank balances	14.99	1.16	8.66	1.70
Net debt	7,270.72	8,934.56	5,078.06	3,007.82
Total equity	7,680.80	4,769.66	2,411.02	180.86
Debt-equity ratio	0.95	1.87	2.11	16.63

(All amounts in Indian Rupees lakhs, unless otherwise stated)

33 Fair value measurements

(a) Categories of financial instruments -

Particulars	As at 31 December 2024					As at 31 March 2024				
	Carrying amount	Fair values				Carrying amount	Fair values			
		FVTPL	FVTPL	FVTOCI	Amortised cost		FVTPL	FVTPL	FVTOCI	Amortised cost
Category		**Level 1**	**Level 3**	**Level 3**	**Level 2**		**Level 1**	**Level 3**	**Level 3**	**Level 2**
Financial assets										
Trade receivables	2,164.20	-	-	-	2,164.20	1,104.34	-	-	-	1,104.34
Cash and cash equivalents	14.68	-	-	-	14.68	0.67	-	-	-	0.67
Other bank balances	0.31	-	-	-	0.31	0.49	-	-	-	0.49
Investment in mutual funds - Quoted	-	-	-	-	-	-	-	-	-	-
Investments in equity shares-Unquoted	45.30	-	-		45.30	45.30	-	-	-	45.30
Loans	-	-	-	-	-	-	-	-	-	-
Other financial assets	932.19	932.19	-	-	-	931.92	931.92	-	-	-
Total financial assets	**3,156.69**	**932.19**	**-**	**-**	**2,224.49**	**2,082.72**	**931.92**	**-**	**-**	**1,150.80**
Financial liabilities										
Borrowings	5,403.35	-	-	-	5,403.35	6,909.77	-	-	-	6,909.77
Trade payables	472.67	-	-	-	472.67	1,331.42	-	-	-	1,331.42
Other financial liabilities	296.31	-	-	-	296.31	191.77	-	-	-	191.77
Total financial liabilities	**6,172.33**	**-**	**-**	**-**	**6,172.33**	**8,432.95**	**-**	**-**	**-**	**8,432.95**

Particulars	As as 31 March 2023					As at 31 March 2022				
	Carrying amount	Fair values				Carrying amount	Fair values			
		FVTPL	FVTPL	FVTOCI	Amortised cost		FVTPL	FVTPL	FVTOCI	Amortised cost
Category		**Level 1**	**Level 3**	**Level 3**	**Level 2**		**Level 1**	**Level 3**	**Level 3**	**Level 2**
Financial assets										
Trade receivables	741.44	-	-	-	741.44	705.75	-	-	-	705.75
Cash and cash equivalents	8.10	-	-	-	8.10	1.59	-	-	-	1.59
Other bank balances	0.56	-	-	-	0.56	0.11	-	-	-	0.11
Investments in equity shares-Unquoted	77.82	-	-	-	77.82	58.82	-	-	-	58.82
Other financial assets	410.11	410.11	-	-	-	170.39	170.39	-	-	-
Total financial assets	**1,238.03**	**410.11**	**-**	**-**	**827.92**	**936.66**	**170.39**	**-**	**-**	**766.27**
Financial liabilities										
Borrowings	3,889.32	-	-	-	3,889.32	2,731.23	-	-	-	2,731.23
Trade payables	495.65	-	-	-	495.65	34.39	-	-	-	34.39
Other financial liabilities	354.18	-	-	-	354.18	143.96	-	-	-	143.96
Total financial liabilities	**4,739.15**	**-**	**-**	**-**	**4,739.15**	**2,909.58**	**-**	**-**	**-**	**2,909.58**

(b) Fair value hierarchy:

As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. As illustrated above, all financial instruments of the company which are carried at amortized cost approximates the fair value (except for which the fair values are mentioned).

(All amounts in Indian Rupees lakhs, unless otherwise stated)

34 Details of employee benefits as required by Ind-AS 19 - "Employee benefits are as under":

(i) Defined contribution plan - Provident fund and other funds

The company has recognized following amounts in the profit & loss account for the year/ period:

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Provident fund				
Employer's Contribution	8.72	4.42	1.28	0.10
Administration charges	0.35	0.21	0.10	0.04
Employer's Contribution to ESI (Employee State Insurance)	1.12	0.62	0.44	0.44
Total	**10.18**	**5.25**	**1.81**	**0.57**

(ii) Provision for Gratuity -Provisions of Gratuity Act, 1972 are not applicable to the Company as there are no employees having services of more than 5 years.

35 : Explanation of transition to Ind AS

These restated financial statements, for the period ended December 31, 2024 and the years ended 31 March 2024, 31 March 2023 and 31 March 2022 are the prepared in accordance with Ind AS. For years up to and including the period ended 31 December 2024, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 ("IGAAP" or "Previous GAAP")

Accordingly, the Company has prepared special purpose financial statements which comply with Ind AS applicable for the period ended 31 December 2024 and for the year ending on 31 March 2024 together with comparative period data as at and for the years ending on 31 March 2023 and 31 March 2022 as described in the Basis of Preparation and Summary of Significant Accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2021 being the Company's date of transition to Ind AS.

The restated financial statements for the periods/years ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 were prepared in accordance with Ind AS complying with the requirements of SEBI Circular dated March 31, 2016 and Guidance Note on Reports in Company Prospectuses issued by ICAI. For all the years the company has adopted the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on the transition date, i.e. 1 April 2021.

This note explains exemptions availed by the Company in restating its previous GAAP financial statements, including the balance sheet as at 1 April 2021 and the financial statements as at and for the periods/years ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

A. Exemptions availed
Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has elected to apply the following exemptions:

1. Deemed cost : Property, plant and equipment and intangible assets
The Company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in its Indian GAAP financials as deemed cost at the transition date.

2. Designation of previously recognised financial instruments
Financial assets and financial liabilities are classified at fair value based on facts and circumstances as at the date of transition to Ind AS. Financial assets and liabilities are recognised at fair value as at the date of transition to Ind AS i.e. 1 April 2021 and not from the date of initial recognition.

3. Leases
Ind AS 116 requires an entity to assess whether a contract or arrangement contains a lease. According to Ind AS 116, this assessment should be carried out at the inception of the contract or arrangement. However the Company has used Ind AS 101 exemption and assessed all arrangements based on conditions in place as the date of transition.

(All amounts in Indian Rupees lakhs, unless otherwise stated)

B. Exceptions applied

1. Estimates

The estimates at 1 April 2021 being the transition date and at 31 March 2024 are consistent with those made for the same dates in accordance with Indian GAAP. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions as at 1 April 2021 , the date of transition to Ind AS and as of 31 March 2024.

2. Derecognition of financial assets and liabilities

Ind AS 101, requires first-time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements of Ind AS 109, retrospectively from a date of the company's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities de-recognised as a result of past transaction was obtained at the time of initial accounting of transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from date of transition to Ind AS.

3. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets, on the basis of the facts and circumstances that exist at the transition date to Ind AS.

C. Explanation of transition to Ind AS

An explanation of how the transition from Indian GAAP to Ind AS has affected the Company's financial position, financial performance and cash flow is set out in the following tables and notes that accompany the tables. The reconciliations include-

i) Reconciliation of equity as at 1 April 2021, 31 March 2022, 31 March 2023, 31 March 2024 and 31 December 2024.

ii) Reconciliation of total comprehensive income for the years ended 31 March 2024, 31 March 2023, 31 March 2022 and 31 December 2024.

There are no material adjustments to the cash flow statements.

D. Statement of reconciliation of total equity and profit and loss as per previous GAAP and Ind AS

Reconciliation of total equity as at December 31, 2024; March 31, 2024; March 31, 2023 and March 31, 2022:

Particulars	Note	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022	1 April 2021
Equity as per Indian GAAP		**7,693.19**	**4,786.68**	**2,424.07**	**183.99**	
Adjustments to retained earnings						
Leases	**a**	(3.50)	(6.01)	(4.45)	(0.99)	
Preliminary Expenses	**b**	5.57	2.03	(5.47)	(2.14)	
Deferred tax impact	**c**	2.56	-	-	-	
Total of Ind AS adjustment to retained earnings		**4.63**	**(3.98)**	**(9.92)**	**(3.13)**	-
Equity as per Ind AS		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**	-
As per BS		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**	-

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Reconciliation of total comprehensive income for the periods/years ended December 31, 2024; 31 March, 2024; 31 March, 2023 and 31 March, 2022:

Particulars	Note	December 31, 2024	March 31, 2023	March 31, 2023	March 31, 2022
Net profit as per Indian GAAP		**2,926.00**	**2,362.61**	**1,640.00**	**182.99**
Adjustments to net profit					
Leases	**a**	(3.50)	(6.01)	(4.44)	(0.99)
Preliminary Expenses	**b**	5.57	2.03	(5.47)	(2.14)
Deferred tax impact	**c**	2.56	-	-	-
Total of Ind AS adjustments to net profit		**4.63**	**(3.98)**	**(9.91)**	**(3.13)**
Net Profit as per Ind AS		**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
Total of Ind AS adjustments to other comprehensive income		-	-	-	-
Total comprehensive income as per Ind AS		**2,930.63**	**2,358.64**	**1,630.09**	**179.86**
As per FS		**2,930.63**	**2,358.64**	**1,630.09**	**179.86**

Notes to the reconciliations:

a) Leases
Under Indian GAAP, leases are required to be classify leases as finance lease and operating lease. Operating lease expenses are recognised on a straight-line basis over the lease term. Under Ind AS, a single lessee accounting model is prescribed and requires a lessee to recognize assets and liabilities for all leases with a lease term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payment. Right-of-use asset is depreciated in the statement of profit and loss over the lease term. Interest expenditure on lease liabilities is recorded using effective interest rate method.

b) Borrowings
Under Indian GAAP, transaction costs incurred in connection with borrowings are recognised upfront and charged to profit or loss for the period. Under Ind AS, transaction costs are included in the initial recognition of financial liability and charged to profit or loss using the effective interest method.

h) Income tax
Under Indian GAAP, deferred taxes are recognised using income statement approach i.e. reflecting the tax effects of timing differences between accounting income and taxable income for the period. Under Ind AS, deferred taxes are recognised using balance sheet approach i.e. reflecting the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes using the income tax rates enacted or substantively enacted at reporting date. Further under Ind AS, income tax is recognised in the same statement in which underlying item is recorded.

(All amounts in Indian Rupees lakhs, unless otherwise stated)

36 : Leases

(a) For Right-of-use assets schedule - Please refer note 3.

(b) Lease liabilities

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current	24.30	32.40	32.40	8.40
Non Current	130.38	135.34	151.41	41.23
Total	**154.68**	**167.74**	**183.81**	**49.63**

(c) Interest expenses on lease liabilities

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on lease liabilities	11.24	16.33	10.97	2.35

(d) Expenses on short term leases / low value assets

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Short-term lease	6.00	23.75	-	-
Low value assets	4.05	1.60	1.00	-

(e) Amounts recognised in the statement of cash flow

Particulars	For the Nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Total cash outflow for leases	24.30	32.40	20.40	4.20

(f) Maturity analysis – contractual undiscounted cash flows

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Less than one year	32.40	32.40	32.40	8.40
One to five years	160.60	129.60	129.60	33.60
More than five years	12.00	67.30	99.70	30.10
Total undiscounted lease liabilities	**205.00**	**229.30**	**261.70**	**72.10**

(g) Other notes
The weighted average incremental borrowing rate applied to lease liabilities as at 1 April 2021 is 9.25%.
Operating lease payable as per previous GAAP as at transition date is considered for calculation of lease liabilities under Ind AS 116.

37 Corporate social responsibility

As per the provisions of section 135 of Companies Act 2013, the Company was required to spend **Rs. 14.81 lakhs in the F.Y. 2023-24** (31 March 2023: Rs. 1999.69 lakhs; 31 March 2022: Rs. 222.26 lakhs; 31 March 2021: NIL), being 2% of average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy on the activities specified in Schedule VII of the Act. However, the Company has spent **Rs. 18.00 lakhs (31 March 2024: Rs. 18 lakhs)** towards Corporate Social Responsibility activities. Below are the details of the amount spent during the year :

Whereas, as per the provisions of section 135 of Companies Act 2013, the Company was required to spend **Rs. 33.77 lakhs in the F.Y. 2024-25** (31 March 2024: Rs. 2843.19 lakhs; 31 March 2023: Rs. 1999.69 lakhs; 31 March 2022: Rs. 222.26 lakhs), being 2% of average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy on the activities specified in Schedule VII of the Act. However, the Company has already spent **Rs. 55.00 lakhs (31 December 2024: Rs. 55 lakhs)** towards Corporate Social Responsibility activities. Below are the details of the amount spent during the year :

Particulars	CSR activities	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
National Institute Of Mental Healthand Neurd Sciences	Promoting health care including preventive health care and promoting assistance for research program	-	3.00	-	-
Azad Foundation	Promoting women from underprivileged backgrounds – enjoy full citizenship, earn a livelihood with dignity and generate wealth and value	-	15.00	-	-
Agarwal Samaj Vidya Vihar Trust	To cater the present needs of the children and the society, and to give “Quality Education”, with its lofty motto. “Shreyo-Hi Gyanam” (Knowledge is Supreme)	55.00	-	-	-
	Total	**55.00**	**18.00**	**-**	**-**

38 Subsequent Event Changes:

(A) Events subsequent to 31 March, 2024

(a) The company has issued bonus shares in the ratio of 500:1 to the existing share holders on 22 June 2024. As a result bonus issue, the issued number of shares has been increased to 1,99,37,295 and the authorised number of shares are increased to 3,00,00,000.

(B) Events subsequent to 31 December, 2024

(a) Not having any such events till date.

(All amounts in Indian Rupees lakhs, unless otherwise stated)

39 Ratios as per the Schedule III requirements

(a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current Assets	6,933.49	5,285.02	3,498.99	1,376.75
Current Liabilities	3,172.38	3,995.19	2,904.12	1,092.89
Current Ratio (Times)	**2.19**	**1.32**	**1.20**	**1.26**
% Change from previous period / year	-	9.79%	-4.36%	0.00%

(b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total Debt	5,403.35	6,909.77	3,889.32	2,731.23
Total Equity	7,680.80	4,769.66	2,411.02	180.86
Debt Equity Ratio (Times)	**0.70**	**1.45**	**1.61**	**15.10**
% Change from previous period / year	-	-10.19%	-89.32%	0.00%

(c) Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit for the year	2,930.63	2,358.64	1,630.09	179.86
Add: Non cash operating expenses and finance cost	-	-	-	-
Depreciation and amortisation expense	986.93	915.23	408.54	161.52
Finance costs	394.49	417.80	221.04	139.50
Earnings available for debt services	**4,312.05**	**3,691.67**	**2,259.67**	**480.88**
Interest cost on borrowings	383.25	401.47	210.07	137.15
Principal repayments (including certain prepayments)	579.59	361.32	192.24	-
Total Interest and principal repayments	**962.84**	**762.79**	**402.31**	**137.15**
Debt Service Coverage Ratio (Times)	**4.48**	**4.84**	**5.62**	**3.51**
% Change from previous period / year	-	-13.83%	60.19%	0.00%

(d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit for the year	2,930.63	2,358.64	1,630.09	179.86
Total Equity	7,680.80	4,769.66	2,411.02	180.86
Return on Equity Ratio (%)	**38.16%**	**49.45%**	**67.61%**	**99.45%**
% Change from previous period / year	-	-26.86%	-32.01%	0.00%

(e) Inventory Turnover Ratio = Closing Inventory divided by Cost of Material Consumed plus Changes in Inventory in to 365/366

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cost of materials consumed	12,896.17	12,247.93	8,627.99	3,050.33
Closing Inventory	2,834.54	2,376.77	2,027.72	373.51
Inventory Turnover Ratio (Days)	**59.78**	**71.02**	**85.78**	**44.69**
% Change from previous period / year	-	-17.20%	91.93%	0.00%

(f) Trade receivables turnover ratio = Credit Sales divided by Closing Trade Receivabes in to 365/366

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Credit Sales	21,161.52	19,905.56	13,539.90	4,233.40
Closing Trade Receivables	2,164.20	1,104.34	741.44	705.75
Trade Receivables Ratio (Days)	**27.82**	**20.31**	**19.99**	**60.85**
% Change from previous period / year	-	1.59%	-67.15%	0.00%

(All amounts in Indian Rupees lakhs, unless otherwise stated)

39 Ratios as per the Schedule III requirements

(g) Trade payables turnover ratio = Closing trade payables divided by Cost of Materials Consumed in to 365/366

Particulars	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Cost of materials consumed	12,896.17	12,247.93	8,627.99	3,050.33
Closing Trade Payables	472.67	1,331.42	495.65	34.39
Trade Payables Turnover Ratio (Days)	**9.97**	**39.79**	**20.97**	**4.12**
% Change from previous period / year	-	89.75%	409.47%	0.00%

(h) Net capital Turnover Ratio =Revenue from Operations divided by Net Working capital whereas net working capital= current assets - current liabilities

Particulars	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Revenue from operations	21,161.52	19,905.56	13,539.90	4,233.40
Net Working Capital	3,761.11	1,289.83	594.87	283.86
Net Capital Turnover Ratio (Times)	**5.63**	**15.43**	**22.76**	**14.91**
% Change from previous period / year	-	-32.20%	52.62%	0.00%

(i) Net profit ratio = Net profit after tax divided by Revenue from operations.

Particulars	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Profit for the year	2,930.63	2,358.64	1,630.09	179.86
Revenue from operations	21,161.52	19,905.56	13,539.90	4,233.40
Ratio (Percentage)	**13.85%**	**11.85%**	**12.04%**	**4.25%**
% Change from previous period / year	-	-1.58%	183.36%	0.00%

(j) Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes (EBIT) divided by Capital Employed- pre cash

Particulars	**As at 31 December 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Profit/(Loss) before tax (A)	3,558.29	2,839.22	1,989.77	219.14
Finance Costs (B)	394.49	417.80	221.04	139.50
Other income (C)	409.18	54.90	12.94	2.70
EBIT **(D)** = (A)+(B)-(C)	**3,543.60**	**3,202.12**	**2,197.87**	**355.93**
Capital Employed- Pre Cash **(I)**=(E)+(F)+(G)-(H)	**13,069.16**	**11,678.27**	**6,291.68**	**2,910.39**
Total Equity (E)	7,680.80	4,769.66	2,411.02	180.86
Non-Current Borrowings (F)	3,982.96	4,805.19	2,018.41	1,867.74
Current Borrowings (G)	1,420.40	2,104.57	1,870.91	863.48
Cash and Cash equivalents (H)	14.99	1.16	8.66	1.70
Ratio (D)/(I) (%)	**27.11%**	**27.42%**	**34.93%**	**12.23%**
% Change from previous period / year	-	-21.51%	185.64%	0.00%

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)
Annexure VII - Statement of Adjustments to the Restated Standalone Financial Information
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Summarised below are the restatement adjustments made to the equity of the Audited Standalone Financial Statements of the Company for the periods / years ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 and their consequential impact on the equity of the Company:

Particulars	Notes reference	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
A. Total Equity as per Audited Standalone Financial Statements (IGAAP)		7,693.18	4,786.68	2,424.06	183.99
B. Adjustment:					
Material restatement Adjustment:					
(i) Audit qualifications	1	-	-	-	-
(ii) Adjustment for conversion from Indian GAAP to Ind AS	2	**(3.50)**	**(11.58)**	**(12.05)**	**(3.13)**
(a) Adjustments on account of adoption of Ind AS 116 - Leases		(3.50)	(6.01)	(4.44)	(0.99)
(b) Preliminary Expenses		-	(5.57)	(7.60)	(2.14)
(iii) Adjustments due to prior period items / other adjustments	3	(11.44)	(5.43)	(0.99)	-
(iv) Deferred tax impact on adjustments in (i), (ii) & (iii) as applicable	4	2.56	-	-	-
C. Total impact of adjustments (i + ii + iii + iv)		(12.38)	(17.01)	(13.04)	(3.13)
A. Total equity as per Restated Standalone Financial Information - IND AS		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**
As per IndAS Financials		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**
Adjustment:					
Material restatement Adjustment:					
(i) Audit qualifications	1	-	-	-	-
(ii) Adjustments due to prior period items / other adjustments	2	-	-	-	-
B. Total impact of adjustments (i + ii)		-	-	-	-
C. Total Equity as per ICDR restated Standalone Financial Stattements (A +/- B)		**7,680.80**	**4,769.66**	**2,411.02**	**180.86**

Summarised below are the restatement adjustments made to the net profit of the audited standalone financial statements of the Company for the years ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 and their impact on the profit of the Company:

Particulars	Notes reference	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Net Profit after tax as per Audited Standalone Financial Statements (IGAAP)		2,926.00	2,362.61	1,640.00	182.99
B. Adjustment:					
Material restatement Adjustment:					
(i) Audit qualifications	1	-	-	-	-
(ii) Adjustment for conversion from Indian GAAP to Ind AS	2	**2.07**	**(3.98)**	**(9.91)**	**(3.13)**
(a) Adjustments on account of adoption of Ind AS 116 - Leases		(3.50)	(6.01)	(4.44)	(0.99)
(b) Preliminary Expenses		5.57	2.03	(5.47)	(2.14)
(iii) Adjustments due to prior period items / other adjustments	3	-	-	-	-
Adjustments on account of adoption of Ind AS 116		-			
(iv) Deferred tax impact on adjustments in (i), (ii) & (iii) as applicable	2	2.56	-	-	-
C. Total impact of adjustments (i + ii + iii + iv)		4.63	(3.98)	(9.91)	(3.13)
A. Net Profit after tax as per Restated Standalone Financial Information		2,930.63	2,358.64	1,630.09	179.86
As per IndAS Financials		2,930.63	2,358.64	1,630.09	179.86
Adjustment:					
Material restatement Adjustment:					
(i) Audit qualifications	1	-	-	-	-
(ii) Adjustments due to prior period items / other adjustments	2	-	-	-	-
B. Total impact of adjustments (i + ii)		-	-	-	-
C. Net Profit as per ICDR restated Standalone Financial Stattements (A +/- B)		**2,930.63**	**2,358.64**	**1,630.09**	**179.86**

BORANA WEAVES LIMITED
(Formerly Known as BORANA WEAVES PRIVATE LIMITED)
Annexure VII - Statement of Adjustments to the Restated Standalone Financial Information
(All amounts in Indian Rupees lakhs, unless otherwise stated)

1. Adjustments for audit qualification : None

2. Adjustments due to prior period items / other adjustments: None

3. Material regrouping :
Appropriate regroupings have been made in the Restated standalone balance sheet, Restated standalone Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS financial information of the Company for the year ended 31 March 2024 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

Non-adjusting items

1. Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Standalone Financial Information: None

For KSA & CO.
Chartered Accountants
Firm Registration No: 003822C

CA ARUN KANODIYA
Partner
Membership No: 077131

Place: Surat
ICAI UDIN : 25077131BMGYFO5043
Date: April 16, 2025

For and on behalf of the Board of Directors of
BORANA WEAVES LIMITED
CIN: U17299GJ2020PTC117745

Mangilal Ambalal Borana
Managing Director
DIN: 01091167

Rajkumar Mangilal Borana
Chief Financial Officer
DIN: 01091166

Ankur Mangilal Borana
Chief Executive Officer
DIN: 01091164
Date: April 16, 2025

Seema Manish Luniya
Company Secretary
M. No.: 66576

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Financial Information

The accounting ratios derived from Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below. The table below should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 40, 232 and 288, respectively:

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Earnings per share (basic)[1] (in ₹)	14.70*	11.83	10.88	3.59
Earnings per share (diluted)[2] (in ₹)	14.70*	11.83	10.88	3.59
Return on net worth[3] (%)	38.28%*	49.77%	67.61%	99.45%
Net asset value per Equity Share[4] (in ₹)	38.40	23.77	16.09	3.61
EBITDA[5] (₹ in Lakhs)	4,603.16	4,117.31	2,606.41	517.46
EBITDA Margin[6] (%)	21.75%	20.68%	19.25%	12.22%
Profit After Tax[7] (₹ in Lakhs)	2,930.63	2,358.64	1,630.09	179.86
PAT Margin[8] (%)	13.85%	11.85%	12.04%	4.25%

***** *Not Annualized*

Notes:

1. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the restated profit for the respective period/year by the weighted average number of Equity Shares outstanding during the respective period/year as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024.*
2. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the restated profit for the respective period/year by the weighted average number of Equity Shares outstanding during the respective period/year as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024.*
3. *Return on net worth is calculated as restated profit for the year divided by total equity. Total equity has been calculated as Equity share capital and Reserves and surplus as reduced by Loan Processing fees not written off.*
4. *Net asset value per equity share is calculated as total equity divided by outstanding number of equity shares as adjusted for bonus issue in ratio of 500:1 where allotment was done on June 22, 2024. Where, Total equity has been calculated as Equity share capital and Reserves and surplus as reduced by Loan Processing fees not written off.*
5. *EBITDA is calculated as restated profit for the year minus other income plus finance costs, depreciation and amortization expense, exceptional item and total tax expense.*
6. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
7. *Profit after Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.*
8. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*

As certified by KSA & Associates, Chartered Accountants (Firm Registration Number: 003822C), the Statutory Auditor of our Company, by way of their certificate dated May 14, 2025.

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as at and for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 (collectively, the **"Audited Financial Statements**") are available on our website at www.boranagroup.in/

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and reports thereon do not constitute, (i) a part of this Prospectus; or (ii) a Red Herring Prospectus, a statement in lieu of a Red Herring Prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor the BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this section, is set out below:

Reconciliation of Restated Profit for the year to EBITDA and EBITDA Margin

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as profit for the year minus other income plus finance costs, depreciation and amortisation expense and total tax expense, while EBITDA Margin is calculated as EBITDA divided by revenue from operations.

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Profit for the year (I)	2,930.63	2,358.64	1,630.09	179.86
Other income (II)	409.18	54.90	12.94	2.70
Finance costs (III)	394.49	417.80	221.04	139.50
Depreciation and amortization expense (IV)	986.93	915.23	408.54	161.52
Exceptional Item (V)	72.63	0.04	-	-
Total tax expense (VI)	627.65	480.58	359.68	39.28
EBITDA (VII = I-II+III+IV+V+VI)	**4,603.16**	**4,117.31**	**2,606.41**	**517.46**
Revenue from operations (VIII)	21,161.52	19,905.56	13,539.90	4,233.40
EBITDA Margin (%) (IX) = (VII/VIII)	**21.75%**	**20.68%**	**19.25%**	**12.22%**

Reconciliation of Net worth to net asset value per equity share

The table below reconciles Net worth to net asset value per equity share. Net asset value per equity share is calculated as Net worth divided by weighted average number of equity shares.

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Net worth* (₹ lakhs) (I)	7,655.11	4,739.02	2,411.02	180.86
Outstanding number of equity shares after adjusting the effect of bonus shares (II)	199.37	199.37	149.89	50.10
Net Asset Value per equity share (III) = (I/II) (₹ per share)	**38.40**	**23.77**	**16.09**	**3.61**

**Net worth has been calculated as Equity share capital and Reserves and surplus as reduced by Loan Processing fees not written off.*

Reconciliation of Return on net worth

The table below reconciles Return on net worth. Return on net worth is calculated as profit for the year divided by Net worth.

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Profit for the year (₹ lakhs) (I)	2,930.63	2,358.64	1,630.09	179.86

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Net worth* (₹ lakhs) (II)	7,655.11	4,739.02	2,411.02	180.86
Return on net worth (III) = (I/II) (%)	38.28%^	49.77%	67.61%	99.45%

^ *Not Annualized*

**Net worth has been calculated as Equity share capital and Reserves and surplus as reduced by Loan Processing fees not written off*

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for period ended December 31, 2024 and for Fiscals 2024, 2023 and 2022, read with the SEBI ICDR Regulations, and as reported in the Restated Financial Information, see "*Restated Financial Information– Note 30 – Related Party Disclosure"* on page 264.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2024, on the basis of the Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Restated Financial Information*" and "*Risk Factors*" on pages 288, 232 and 40, respectively.

(₹ in lakhs, except ratios)

Particulars	Pre-Issue As of/ for the period ended December 31, 2024	As adjusted for the Issue*
Total borrowings		
- Non-current borrowings #	3,982.96	3,982.96
- Current Borrowings #	1,420.40	1,420.40
Debt (A)	**5,403.35**	**5,403.35**
Equity		
- Equity Share capital#	1,993.73	2,664.53
- Instruments entirely equity in nature	-	-
- Other equity#	5,687.07	19,505.55
Total Equity (B)	**7,680.80**	**22,170.08**
Debt equity ratio (A/B)^^	0.70	0.24
Non-current borrowings/ Total Equity	0.52	0.18

Notes:

**No change in borrowings subsequent to December 31, 2024, has been considered. Further, Total Equity amount has been adjusted for Issue Proceeds at Cap Price on account of the Issue.*

#these terms carry the same meaning as per Schedule III of the Companies Act, 2013, as amended.

^^Debt to equity ratio (Total borrowings/ Total Equity).

As certified by KSA & Associates, Chartered Accountants (Firm Registration Number: 003822C), the Statutory Auditor of our Company, by way of their certificate dated May 22, 2025.

FINANCIAL INDEBTEDNESS

Our Company has availed certain loans and financing facilities in the ordinary course of business purposes such as, *inter alia,* meeting its working capital, capital expenditure and other business requirements.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including dilution of the current shareholding of the Promoters and members of the promoter group, expansion of business of the Company, effecting changes in the Company's management, ownership capital structure, shareholding pattern, constitutional documents and Board's composition.

Borrowing powers of Board

In accordance with the Articles of Association and applicable provisions of the Companies Act, 2013, and pursuant to the resolution passed by the Board at its meeting held on October 05, 2024 and approved by the Shareholders by way of special resolution dated October 10, 2024 the Board may borrow as and when required from any bank and/or other financial institutions and/or foreign lender and/or anybody corporate/entity/ entities and/or authorities either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹ 50,000 lakhs notwithstanding that the monies to be borrowed, together with the monies already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of our Company and its free reserves not set apart for any specific purpose.

As on December 31, 2024 the outstanding borrowings of our Company aggregated to ₹ 5,403.35 lakhs. Set forth below is a brief summary:

(₹ in lakhs)

Category of borrowing	Sanctioned amount	Outstanding amount as on December 31, 2024
Fund-Based Borrowings		
Secured		
Term loans	6,157.55	4,853.40
Cash credit/Working capital demand loans	2,550.00	549.95
Vehicle loans/Equipment Loans	0.00	-
Total secured borrowings (A)	**8,707.55**	**5,403.35**
Unsecured		
Loans from financial institutions	-	-
Loans from related parties	-	-
Loans from other parties	-	-
Total unsecured borrowings (B)	**-**	**-**
Total fund-based borrowings (C) = (A+B)	**8,707.55**	**5,403.35**
Non-Fund based borrowings		
Secured		
Letter of Credit/Bank Guarantee	Nil	Nil
Total non-fund-based borrowings(D)	**Nil**	Nil
Total borrowings (C+D)	**8,707.55**	**5,403.35**

As certified by KSA & Associates, Chartered Accountants (Firm Registration Number: 003822C), the Statutory Auditor of our Company, by way of their certificate dated May 14, 2025.

Principal terms of the borrowings availed by our Company are disclosed below:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered by the Company:

1. ***Interest*:** In respect of the facilities sanctioned to our Company, the current prevailing interest rate ranges from 7.99% per annum to 9.50% per annum. The interest rate for the loans sanctioned to our Company is typically tied to a base rate/marginal cost of lending rate, which may vary from lender to lender.

2. ***Tenor***: The tenor of our working capital facilities typically is up to 12 months subject to renewal, whereas the term loan facilities availed by our Company typically has a tenor of 72 months to 78 months.

3. ***Security***: In terms of our borrowings where security needs to be created, the Company is typically required to, inter alia:

   (a) Create charge by way of hypothecation on entire current assets, both present and future; and

   (b) Create charge by way of hypothecation over all moveable and immovable fixed assets, both present and future; and

   (c) Create charge by way of mortgage over immovable fixed assets

   (d) Execute corporate and personal guarantees

4. ***Pre-payment***: The terms of certain facilities availed by our Company typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties and such other conditions as laid down in the facility agreements, on giving notice and/or obtaining prior approval from the concerned lender, as the case may be. These pre-payment penalties typically ranges from 2% to 4% of the principal amount or of the amount being prepaid.

5. ***Re-payment***: The working capital facilities availed by our Company are repayable within a period of 12 months or on demand. Term loan facilities availed by our Company are repayable on the due date and on the terms and conditions as may be agreed between us and the respective lenders.

6. ***Restrictive Covenants***: The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   (i) Change the general nature of the business or undertake any expansion or invest in any other entity;

   (ii) Enter into any merger or amalgamation or do a buy-back;

   (iii) Permit any change in its ownership or control or management including change in the shareholding of promoters, directors and principal shareholders or enter into arrangement whereby its business or operations are managed or controlled, directly or indirectly by any other person;

   (iv) Avail any loan and/or stand as surety or guarantor for any third party liability or obligation and/or provide any loan or advance to any third party;

   (v) Dilute the capital holding of the promoters in the Company's business as on the date of this Agreement;

   (vi) Pay dividend or distribute or withdraw profits without prior permission;

   (vii) Invest in, extend any advance/loans, to any group companies/associates/subsidiary/any other third party, repay subordinated loans of group companies or resort to additional borrowings without consent;

   (viii) Create any encumbrance or other disposition of any sort including charge, lien, mortgage, transfer, assignment over any of the Borrower's property.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific borrowing arrangements entered into by our Company.

7. ***Events of default***: Borrowing arrangements entered into by our Company contain standard events of default, including, among others:

(a) Non-creation of security within the stipulated timelines;

(b) Default in the performance of any covenant, condition, or agreement on the part of the borrower in accordance with transaction documents;

(c) Delay/failure to obtain external credit rating from an agency approved by RBI;

(d) Non-submission/ delay in submission of audited balance sheet within stipulated period;

The details above are indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by the Company.

8. ***Consequences of occurrence of events of defaults***: In terms of the Company's borrowing arrangements for the facilities availed by the Company, upon the occurrence of events of default, its lenders may:

(a) Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lender;

(b) Cancel the undrawn commitment of the facility;

(c) Enforce the security created pursuant to the security documents;

(d) Convert outstanding obligations under the facility into equity capital or other securities of the Company;

(e) To exercise any other rights that maybe available to the lender under the financing arrangements and applicable law.

Bank Guarantees issued by the Company:

(₹ in lakhs)

Particulars	Amount as at December 31, 2024
Bank guarantees issued for Ricon Textile Private Limited:	
HDFC Bank - Cash Credit	100.00
HDFC Bank - Term Loan	882.36
Total Amount of Bank Guarantees Issued for	**982.36**

MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations is based on, and should be read in conjunction with, our Restated Financial Information (including the schedules, notes and material accounting policies thereto), included in the section titled "Restated Financial Information" beginning on page 232 of this Prospectus.

Our Restated Financial Information has been derived from our audited special purpose financial statements for December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, and have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our audited special purpose financial statements for December 31, 2024, and Fiscal 2024, Fiscal 2023, and Fiscal 2022 are prepared in accordance with Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015, and read with Section 133 of the Companies Act, 2013 to the extent applicable. Ind AS differs in certain material respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS accounting policies. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Prospectus, nor do we provide a reconciliation of our financial information to IFRS or U.S. GAAP. Any reliance by persons not familiar with Ind AS accounting policies on the financial disclosures presented in this Prospectus should accordingly be limited.

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for nine months ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 included herein is derived from the Restated Financial Information, included in this Prospectus.

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward Looking Statements" beginning on page 26 of this Prospectus for a discussion of the risks and uncertainties related to those statements and, also the section titled "Risk Factors" and "Our Business" beginning on pages 40 and 173, respectively, of this Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to Borana Weaves Limited.

Business Overview

Our Company is a textile manufacturer based in Surat, specializing in the production of unbleached synthetic grey fabric. This fabric serves as a fundamental material for further processing, such as dyeing and printing, in various industries, including fashion, traditional textiles, technical textiles, home décor, and interior design. The versatility of grey fabric allows it to complement a wide range of unbleached fabrics across different styles, making it a valuable resource in the textile supply chain. (*Source: D&B Report*). In addition to grey fabric, our Company also manufactures polyester textured yarn ("**PTY Yarn**"), which is produced by heating polyester oriented yarn ("**POY Yarn**"), our raw material used in the production of grey fabric.

Our Company commenced its operations in 2020, and the production from our first unit, Unit 1 located at Plot No. AA/93/P, Hojiwala Industrial Estate, SUSML, Surat, Gujarat, was subsequently started in 2021. As on date, our Company operates three manufacturing units in Surat, Gujarat, equipped with textile manufacturing technologies for, *inter alia*, texturizing, warping, water jet looms, and textile folding.

Our key performance indicators for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 as per Restated Financial Information is as follows:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (₹ in Lakhs) (1)	21,161.52	19,905.56	13,539.90	4,233.40
Growth in Revenue from Operations (%) (2)	N.A.	47.01%	219.84%	N.A.
Gross Profit (₹ in Lakhs) (3)	8,265.36	7,657.64	4,911.91	1,183.07
Gross Profit Margin (%) (4)	39.06%	38.47%	36.28%	27.95%
EBITDA (₹ in Lakhs) (5)	4,603.16	4,117.31	2,606.41	517.46
EBITDA Margin (%) (6)	21.75%	20.68%	19.25%	12.22%
Profit After Tax (₹ in Lakhs) (7)	2,930.63	2,358.64	1,630.09	179.86
PAT Margin (%) (8)	13.85%	11.85%	12.04%	4.25%
RoCE (%) (9)	27.11%*	27.42%	34.93%	12.23%
RoE (%) (10)	38.16%*	49.45%	67.61%	99.45%
Fixed Assets Turnover Ratio (In times) (11)	3.02*	2.68	3.86	2.67
Net Working Capital days (In days) (12)	67.00	61.00	66.00	98.00
Operating Cash Flows (₹ in Lakhs) (13)	2,577.01	2,213.26	689.60	(832.62)

** Not Annualized*
N.A.- Not Ascertainable

The above figures have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025.

Notes:

1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Information.*
2) *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*
3) *Gross Profit is calculated from the revenue from operations as reduced by Cost of materials consumed and Changes in inventories of finished goods and work-in-progress.*
4) *Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations.*
5) *EBITDA is calculated as Profit before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.*
6) *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
7) *Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Information.*
8) *PAT Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.*
9) *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before tax plus Interest Expense/finance costs less Other Income) divided by capital employed. Capital Employed includes Total equity, Long-Term Borrowing & Short-Term Borrowing reduced by Cash and Cash equivalent.*
10) *RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Shareholder Equity.*
11) *Net Fixed Asset Turnover is calculated as Revenue from Operation divided by Fixed Assets which consists of Tangible assets, Right of use assets, capital work-in-progress and Intangible assets.*
12) *Net Working Capital Days is calculated as Net working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding short term borrowing).*
13) *Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Information.*

Operational Key Performance Indicators (KPIs) of our Company

Particulars	**For the period/ Financial Year ended on**			
	Nine months period ended December 31, 2024	**March 31,2024**	**March 31,2023**	**March 31,2022**
Capacity Utilization (%)	79.62	79.51	83.78	56.93
Employee Count	666	793	568	193

Notes:

1) *Average capacity utilization has been calculated by dividing actual production divided by pro-rata based installed capacity for respective period. (% is calculated for the period ending 31st December, 2024 is as per Chartered Engineer's Certificate).*
2) *Employee count has been calculated as number of employees in respective period.*

The above figures have been certified by our Statutory Auditors, M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) vide their certificate dated May 14, 2025.

For reconciliation in relation to the Gross Profit, Gross Margin, EBITDA, EBITDA Margin, Return on Equity, Return on Capital Employed, PAT Margin, and Fixed Asset Turnover Ratio, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures" on page 303

Principal Factors Affecting our Results of Operations and Financial Condition

Our results of operations have been, and will continue to be, affected by number of events and actions, some of which are beyond our control. However, there are some specific items that we believe have impacted our results of operations and, in some cases, will continue to impact our results. We believe that the following factors, amongst others, have, or could have an impact on these results, the manner in which we generate income and incur the expenses associated with generating this income.

Raw Material Costs and Operating Costs

Our business, financial condition, results of operations and prospects are significantly impacted by the prices of raw materials purchased by us, particularly prices of Polyester yarn. The cost of goods sold *(i.e. Cost of material consumed and changes in inventories of finished products)* was ₹ 12,896.17 lakhs, ₹ 12,247.93 lakhs, ₹ 8,627.99 lakhs and ₹ 3,050.33 lakhs in the period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 which represented 59.79%, 61.36%, 63.66%, and 72.01% of our total income for the respective periods. Raw material pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, fuel prices and availability, power tariffs and currency exchange rates. This volatility in commodity prices can significantly affect our raw material costs. Generally, Company have pass through of any variation in the raw material costs to the customers. However, cash flows may still be adversely affected because of any gap in time between the date of procurement of those raw materials and date on which we can reset the product prices for our customers, to account for the increase in the prices of such raw materials.

Further, as on the date of this Prospectus, our suppliers of our raw material, POY Yarn, are pre-dominantly based in South Gujarat. In addition, from our suppliers in Gujarat, we also import POY Yarn, our raw material, from China and Singapore. The cost of import of POY Yarn stood at ₹ 5,768.20 lakhs and ₹ 3,089.63 lakhs for Fiscals 2024 and Fiscal 2023 respectively. A decrease in business from our suppliers due to any adverse market conditions or the economic environment generally prevailing in the state or any neighbouring state or region, may adversely affect our business, results of operations, cash flows and financial condition.

The below table sets forth the details of the total cost of POY Yarn procured from our suppliers in Fiscals 2024, 2023 and 2022 and the nine months period ended December 31, 2024:

(₹ in lakh)

Particulars	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31,2023		March 31,2022	
	Revenue (₹ in lakh)	% of total purchase	Revenue (₹ in lakh)	% of total purchase	Revenue (₹ in lakh)	% of total purchase	Revenue (₹ in lakh)	% of total purchase
Domestic Purchase	13,353.93	100.00	6,456.74	52.82	7,042.41	69.51	3,425.69	100.00
Import Purchase	0.00	0.00	5,768.20	47.18	3,089.63	30.49	0.00	0.00
Purchase of Raw Material	**13,353.93**	**100.00**	**12,224.93**	**100.00**	**10,132.04**	**100.00**	**3,425.69**	**100.00**

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Our ability to manage our operating costs and operations efficiencies is critical to maintaining our competitiveness and profitability. Our profitability is partially dependent on our ability to increase our productivity and reduce our operating expenses.

Availability of funds for capital expenditure

We invest in machinery and equipment on an ongoing basis to expand our capacities as well as capabilities to seize opportunities for growth in the market. In the Fiscal 2024, our capital expenditure (i.e. addition in gross block of property, plant and equipment) was ₹ 4,955.11 lakhs while our gross block (i.e. cost of property, plant and equipment, right of use assets, capital work-in-progress) as at March 31, 2024 was ₹ 8,920.47 lakhs. Approximately, 55.55% of our gross block as at March 31, 2024, was a result of our capital expenditure made in the Fiscal 2024. The capital expenditure for work in progress in the Fiscal 2024 was ₹ 4,704.46 lakhs which was fully capitalised during the same year. We have continuously increased our capital expenditure in last three fiscal year. Our Unit 1 was established in FY 2021-22 having installed capacity of 46656000 meters with 144 Waterjet looms, which was subsequently increased by establishment of Unit 2 in FY 2022-23 having installed capacity of 89424000 meters with 256 Waterjet looms. Further, we recently in FY 2023-24, commissioned our Unit-3 with installed capacity of 97200000 meters with 300 Waterjet looms.

Following table states the capital expenditure made by the company in reporting period in comparison with the amount of gross block in that particular period/year on restated basis.

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Capital expenditure* *(₹ in lakh)*	895.32	4,955.11	2,334.94	1,745.95
% of Gross Block *(in %)*	9.56%	55.55%	57.22%	100.00%
% of Total Assets *(in %)*	5.98%	36.15%	31.14%	54.73%

** Capital expenditure includes addition in the gross block in property, plant and equipment based on Restated Financial Information.*

In addition to our existing manufacturing units, we are planning a capacity expansion by setting up Proposed Unit 4 in Surat at Plot No. B5/3, B5/4 and B5/5, Hojiwala Industrial Estate, SUSML, Sachin, Surat – 394230. The proposed unit will have an installed production capacity of 112752000 meter per annum, which will augment our currently existing installed production capacity to a total of 346032000 meter per annum. For further details in relation to our existing manufacturing units and production capabilities and our expansion strategy, see "*Our Business – Manufacturing units*" and "*Our Business – Our Strategies - Capturing market opportunities in the growing synthetic fibre industry*" on pages 182 and 181. We use a combination of internal accruals, equity investments and debt financing for our expansion plans.

We intend to use ₹ 6,559.70 Lakh from the net proceeds from the Issue for further capital expenditure (amount excluding membership fees and contingency). The actual amount and timing of our future capital expenditure may deviate from initial estimates due to various factors including unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological advancements, and emerging market developments and opportunities in the sectors we focus on.

Employee Benefit Expense

Employee benefit expenses comprise our third largest expense after cost of materials consumed and other expenses. In the period ended December 31, 2024, Fiscals 2024, 2023 and 2022, our employee benefit expenses are as presented in the table below.

(Amount in ₹ lakhs except mentioned otherwise)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Employee Benefit Expenses	1,430.76	1,790.77	927.93	211.93
Total Income	21,570.70	19,960.47	13,552.84	4,236.11
% of Total Income	**6.63%**	**8.97%**	**6.85%**	**5.00%**

We seek to reduce our employee benefit expenses as a percentage of our total income by improving our operational efficiency. As our employees are located in India, rising wages in India as well as any change in applicable labour laws, would increase our costs.

Loss of our suppliers or a failure by our suppliers to deliver some of our raw materials

Our ability to remain profitable depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. We procure some of our raw material, i.e., polyster yarn on a purchase order basis, and have not entered into long term contracts for the supply of such raw materials. The table below sets forth our cost of materials for period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(Amount in ₹ lakhs except mentioned otherwise)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Purchase of Raw Material	13,353.93	12,224.93	10,105.47	3,425.69
Contribution of Top 10 Suppliers	13,167.61	10,993.69	9,252.94	3,425.58

As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. Additionally, our inability to predict the market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Loss of any of our suppliers or a failure by our suppliers to deliver some of our raw materials have an adverse impact on our ability to continue our manufacturing process without interruption and our ability to manufacture and deliver the products to our customers without any delay. Further, restrictions on import of raw materials and an increase in shipment cost may adversely impact our business and results of operations.

Material Accounting Policies:

The Restated Financial Information comprise of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023, and March, 31 2022, the related Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, and the Restated Statement of Cash Flows for the nine months period ended on December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the Significant Accounting Policies and Restated Other Financial Information.

These Restated Financial Information have been prepared as required under the SEBI ICDR Regulations for the purpose of inclusion in this Prospectus, prepared in terms of the requirements of: (a) Section 26 of Chapter III of the Companies Act, 2013 (the "Act"); (b) relevant provisions of the SEBI ICDR Regulations; and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended from time to time (the "Guidance Note").

2.1 Basis of Accounting and preparation of financial statements

Statement of compliance with Ind AS:

The Standalone Financial Statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Effective April 1, 2021, the Company has adopted all the Ind AS and the adoption has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards, with April 1, 2021 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, which was the previous GAAP.

A. Basis of Preparation:

1. (i) The Restated Ind AS Statement of Assets and Liabilities of the Company as at 31st December 2024, 31st March 2024, 31st March 2023, and 31st March 2022 and the Restated Ind AS Statement of Profit and Loss, Restated Ind AS Statement of Changes in Equity and Restated Ind AS Statement of Cash Flows for the nine months period ended on 31st December 2024 and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 (hereinafter collectively referred to as "Restated Ind AS Financial Information") have been prepared specifically for inclusion in the Prospectus (Prospecus) / Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Initial Public Offering ("IPO").

2. (ii) The audited special purpose Ind AS financial statements as at 31st December 2024, 31st March 2024, 31st March 2023, and 31st March 2022 each prepared in accordance with Ind AS. The management of the Company has adjusted financial information for the nine months period ended on 31st December 2024 and for the years ended 31st March 2022, 31st March 2023 and 31st March 2024 using recognition and measurement principles of Ind AS, on its first time adoption of Ind AS as on the transition date April 1, 2021, and has included such adjusted financial information as comparative financial information in the financial statements. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented an explanation of how the transition to IND AS has affected the previously reported financial position, financial performance and cash flows (Refer Annexure VII).

3. The Board of Directors approved the Restated Financial Information as per the Ind AS, for the periods/years ended on 31st December 2024, 31st March 2022, 31st March 2023 and 31st March 2024 and authorized to issue the same vide resolution passed in the Board Meeting held on April 16, 2025.

B. Basis of measurement:

The Restated Financial Information have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013.

C. Current and non-current classification of assets and liabilities:

The Assets and Liabilities and the Statement of Profit & Loss, including related notes, are prepared and presented as per the requirements of Schedule III (Division II) to the Companies Act, 2013. All assets and liabilities have been classified and disclosed as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III. Based on the nature of products and the time between the acquisition of assets for processing and their realization into cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current - non current classification of assets and liabilities.

D. Functional and presentation currency:

The functional and presentation currency in these Restated Financial Information is INR and all amounts are rounded to nearest lakhs, up to 2 decimal places, unless otherwise stated.

Use of judgements, estimates and assumptions:

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, current assets, non-current assets, current liabilities, non-current liabilities and the disclosure of the contingent liabilities on the date of the preparation of Financial Statements. Such estimates are on a reasonable and prudent basis considering all available information, however due to uncertainties about these judgements, estimates and assumptions, the actual results could differ from those estimates. Information about each of these estimates and judgements is included in relevant notes. Any revision to accounting estimates is recognised prospectively in current and future periods.

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Financial Statements is included in the following notes:

Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment, assumptions and estimation uncertainties are provided here, whereas the quantitative break-ups for the same are provided in the notes mentioned below:

- Note 3 and Note 6 - Useful life of depreciable assets, Property, Plant and Equipment and Other Intangible Assets.
- Note 10 - Valuation of Inventories.
- Note 12 - Impairment of trade receivables.
- Note 36 - Recognition of tax expenses including deferred tax.
- Note 38 - Recognition of contingencies, key assumptions about the likelihood and magnitude of outflow of resources.

Going concern assumption:

These Restated Financial Information have been prepared on a going concern basis. Based on this evaluation, management believes that the Company will be able to continue as a "going concern" in the foreseeable future and for a period of at least twelve months from the date of these Financial Statements.

Reclassification:

The company reclassifies comparative amounts, unless impracticable and whenever the company changes the presentation or classification of items in its financial statements materially.

2.2 Property, Plant and Equipment:

Recognition and measurement:

The Company has elected to continue with the carrying value of Property, Plant and Equipment (‘PPE’) recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price (after deducting trade discount / rebate), non-refundable import duties and taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use. Any profit or loss arising on the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Subsequent costs:

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The cost of the day-to-day servicing the property, plant and equipment are recognised in the statement of profit and loss as incurred.

Disposal:

An item of property, plant and equipment is derecognised upon the disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income / expenses in the statement of profit and loss.

Depreciation:

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset’s carrying amount, no depreciation charge is recognised till the asset’s residual value decreases below the asset’s carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

The management has estimated the useful life of the Tangible Assets as mentioned below:

Asset Class	Years
Factory Building	30
Furniture and Fittings	10
Office Equipment	5
Plant & Machinery	15
Computers (end user device)	6
Motor Vehicles	8

Impairments of non-financial assets:

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining the fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount, Impairment losses are recognised in the statement of profit and loss.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.3 Financial Assets:

A. Fair Value Assessment:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

B. Subsequent Measurement:

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

C. Financial assets measured at amortized cost:

Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate ('EIR') method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

D. Financial assets at fair value through OCI ('FVTOCI'):

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income ('OCI'). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the financial asset other than equity instruments designated as FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss.

E. Financial assets at fair value through profit or loss ('FVTPL'):

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit and Loss.

F. Derecognition:

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the financial asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

G. Impairment of Financial Assets:

The Company assesses impairment based on expected credit loss ('ECL') model on the following:

- Financial assets that are measured at amortised cost; and
- Financial assets measured at FVTOCI

ECL is measured through a loss allowance on a following basis:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

2.4 Financial Liabilities:

The Company's financial liabilities include trade payable.

A. Initial recognition and measurement:

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss

B. Subsequent measurement:

The subsequent measurement of financial liabilities depends upon the classification as described below:-

a. Financial Liabilities classified as Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest expense that is not capitalized as part of costs of assets is included as Finance costs in the Statement of Profit and Loss.

b. Financial Liabilities classified as Fair value through profit and loss (FVTPL):

Financial liabilities classified as FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities designated upon initial recognition at FVTPL only if the criteria in Ind AS 109 is satisfied.

Exports benefits are accounted for in the year of exports based on the eligibility and when there is certainty of receiving the same.

C. Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Other incomes, other then interest and dividend are recognized when the same are due to be received and right to receive such other income is established.

2.5 Share Capital and Share Premium:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

2.6 Dividend Distribution to equity shareholders:

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

2.7 Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

2.8 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

2.10 Revenue Recognition and Other Income:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sale of goods is recognized, when the control is transferred to the buyer, as per the terms of the contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

2.11 Leases:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a sustentive substitution right, then the asset is not identified.

- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

"- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:

  # the Company has the right to operate the asset; or

  # the Company designed the asset in a way that predetermines how and for what purpose it will be used."

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

Company as a lessee:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rates as the discount rate.

"Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments.
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early."

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments arising from a change in an index or rate, if there is change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

Leasehold land is amortised over the period of lease being remaining as on the date of purchase is stated as below:

1) Plot no. AA/34 of Sachin Udhyognagar Sahakari Sangh Limited:- 9 Years

2) Plot no. B 16/16 of Sachin Udhyognagar Sahakari Sangh Limited:- 9 Years

3) Plot no. AA/93 of Sachin Udhyognagar Sahakari Mandali Limited:- 10 Years

Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liability for the short-term leases that have lease term of 12 months of less and leases of low-value assets. The Company recognises the lease payments associated with such leases as an expense on a straight-line basis over the lease term.

2.12 Income Taxes:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax:

Deferred tax is provided using the balance sheet method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

"Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss,

- Taxable temporary differences arising on the initial recognition of goodwill.

- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future."

"Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses (including unabsorbed depreciation) can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss."

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.13 Current versus Non-Current classification:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,

- Held primarily for the purpose of trading,

- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current."

b) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

c) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

d) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

2.14 Employee benefits:

Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries, incentives, allowances and bonus are recognized in the period in which the employee renders the related service.

Long term benefits:

Defined Contribution Plans:

The Company contributes to the employee's approved provident fund scheme. The Company’s contribution paid/payable under the scheme is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related services.

Provision for Gratuity:

Provisions of Gratuity Act, 1972 are not applicable to the Company as there are no employees having services of more than 5 years.

2.15 Trade Receivables:

Trade Receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered as doubtful.

2.16 Inventories:

Raw Materials are valued at cost. Finished Goods are carried at the lower of cost and net realisable value.

In determining the cost of Raw Materials FIFO Method is used. Cost of Inventory comprises of all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of Finished Goods includes the cost of Raw Materials and appropriate share of fixed and variable production overheads, indirect taxes as applicable and other costs incurred in bringing the inventories to their present location and condition.

2.17 Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset, that necessarily takes substantial period of time to get ready for its intended use or sale, are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest, and other costs that an entity incurs in connection with the borrowings of the funds.

2.18 Earnings per share:

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements and stock split in equity shares issued during the year and excluding treasury shares. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares and stock split, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS adjust the figures used in the determination of basic EPS to consider.

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.19 Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors of the Company have been identified as being the Chief Operating Decision Maker by the management of the Company.

2.20 Foreign currency transactions:

Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in the Statement of Profit and Loss.

2.21 Government grants and subsidies:

Grants / subsidies that compensate the Company for expenses incurred are recognised in the Statement of Profit and Loss as a deduction of respective expenses in the periods in which such grants become receivable.

2.22 Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Financial Statements is required to be disclosed.

Changes in the accounting policy, if any, in the last three years and their effect on our profits and reserves

Other than the transition to Ind AS from IGAAP, with effect from April 1, 2021, there have been no changes in accounting policies of the Company during the period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures.

Gross Profit, Gross Margin, EBITDA, EBITDA Margin, Return on Equity, Return on Capital Employed, and PAT Margin ("Non-GAAP Measures") presented in this Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation of Restated Profit for the year to EBITDA and EBITDA Margin

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as profit for the year minus other income plus finance costs, depreciation and amortisation expense and total tax expense, while EBITDA Margin is calculated as EBITDA divided by revenue from operations.

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit for the year (I)	2,930.63	2,358.64	1,630.09	179.86
Other income (II)	409.18	54.90	12.94	2.70
Finance costs (III)	394.49	417.80	221.04	139.50
Depreciation and amortization expense (IV)	986.93	915.23	408.54	161.52
Exceptional Item (V)	72.63	0.04	-	-
Total tax expense (VI)	627.65	480.58	359.68	39.28
EBITDA (VII = I-II+III+IV+V+VI)	**4,603.16**	**4,117.31**	**2,606.41**	**517.46**
Revenue from operations (VIII)	21,161.52	19,905.56	13,539.90	4,233.40
EBITDA Margin (%) (IX) = (VII/VIII)	**21.75%**	**20.68%**	**19.25%**	**12.22%**

Reconciliation of Total Equity to Capital Employed, Restated Profit for the year to EBIT and Return on Capital Employed

The table below reconciles total equity to capital employed. Capital employed is calculated as total equity plus total borrowings less Cash and cash equivalent while EBIT is calculated as restated profit before tax plus finance costs less other income. Return on Capital Employed is calculated as EBIT divided by capital employed.

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit/(Loss) before tax (A)	3,558.29	2,839.18	1,989.77	219.14
Finance Costs (B)	394.49	417.80	221.04	139.50
Other income (C)	409.18	54.90	12.94	2.70
EBIT (D) = (A)+(B)-(C)	**3,543.60**	**3,202.12**	**2,197.87**	**355.93**

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Capital Employed- Pre Cash (I)=(E)+(F)+(G)-(H)	**13,069.16**	**11,678.27**	**6,291.68**	**2,910.39**
Total Equity (E)	7,680.80	4,769.66	2,411.02	180.86
Non-Current Borrowings (F)	3,982.96	4,805.19	2,018.41	1,867.74
Current Borrowings (G)	1,420.40	2,104.57	1,870.91	863.48
Cash and Cash equivalents (H)	14.99	1.16	8.66	1.70
Ratio (D)/(I) (%)	**27.11%***	**27.42%**	**34.93%**	**12.23%**

***** *Not Annualized*

Reconciliation of Total Equity to Return on Equity

The table below reconciles total equity to return on equity. Return on equity is calculated as restated profit for the year divided by total equity.

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit for the year	2,930.63	2,358.64	1,630.09	179.86
Total Equity	7,680.80	4,769.66	2,411.02	180.86
Return on Equity Ratio (%)	**38.16%***	**49.45%**	**67.61%**	**99.45%**

***** *Not Annualized*

Reconciliation for Revenue from Operations to Gross Profit and Gross Margin

The table below reconciles revenue from operations to gross profit and gross margin:

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operation (A)	21,161.52	19,905.56	13,539.90	4,233.40
Cost of Material consumed (B)	13,016.12	12,302.04	8,696.31	3,062.38
Changes in inventories of finished goods and work-in-progress (C)	(119.96)	(54.12)	(68.32)	(12.05)
Gross Profit (D)=(A)-(B)-(C)	8,265.36	7,657.64	4,911.91	1,183.07
Gross Profit Margin (%) (D/A*100)	**39.06%**	**38.47%**	**36.28%**	**27.95%**

Reconciliation for Restated Profit for the year to Profit after Tax Margin (PAT Margin)

The table below reconciles restated profit for the year to PAT Margin:

(₹ lakhs, unless otherwise stated)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operation (A)	21,161.52	19,905.56	13,539.90	4,233.40
Profit after tax (B)	2,930.63	2,358.64	1,630.09	179.87
PAT Margin (%) (B/A*100)	**13.85%**	**11.85%**	**12.04%**	**4.25%**

Principal Components of Statement of Profit and Loss

Set forth below are the principal components of statement of profit and loss from our continuing operations:

Total Income

Our total income comprises of (i) revenue from operations and (ii) other income.

Revenue from Operations

Our revenue from operations primarily comprises of income from sale of grey fabric, and Polyester Textured Yarn (“PTY”). Apart from that, other revenue from operations consists of beam, downgrade sales and income generated from sale of scrap used in the manufacturing of products.

Other Incomes

Other income includes (i) interest on security deposit (ii) interest subsidy (iii) interest on income tax refund (iv) interest on overdue (v) interest on electricity and other deposits (vi) foreign exchange fluctuation (vii) dividend (viii) electricity duty refund, (ix) PMPRY (Pradhan Mantri Rojgar Protsahan Yojana) benefit received and (x) vatav & kasar.

Total Expense

Our expenses comprise of (i) cost of material consumed, (ii) change in inventories of finished goods and work-in-progress (iii) employee benefit expense (iv) finance costs (v) depreciation and amortisation expense; and (vi) other expenses.

Cost of Raw Material Consumed

Cost of raw materials consumed primarily consists of raw material i.e., Polyester Yarn.

Changes in inventories of finished goods and work in progress

Changes in inventories of finished goods and work in progress between opening and closing dates of a reporting period. Finished Goods includes grey fabric and Polyester Textured Yarn (“PTY”).

Employee benefits expense

Employee benefits expenses primarily include (i) Salaries and wages (ii) Bonus Expenses (iii) Labour Leave Salary (iv) Labour Incentive Expense (v) Director Remuneration, (vi) Labour Welfare Expenses and (vii) Provident Fund, ESIC, and other employee related Expenses.

Finance cost

Finance costs include interest expense incurred in relation to short term, long term borrowings, interest on lease obligations.

Depreciation and Amortisation expenses

Depreciation mainly includes depreciation on our plant & machinery, factory building, furniture & fixtures, computer, and motor vehicle.

Other Expenses

Other expense mainly includes (a) manufacturing service cost expenses i.e. (i) factory power expenses, (ii) generator Diesel Expenses, (iii) CETP Common Effluent Treatment expenses, (iv) millgin expenses, (v) factory shed and godown rent, (vi) maintenance expense, (b) administrative and general expenses i.e. (i) legal and professional charges, (ii) repair & maintenance expenses, (iii) factory expenses, (iv) insurance expenses, (v) CSR expense, (vi) advertisement expense, (vii) bank commission and charges (viii) electric expenses, (ix) factory license fees, (x) vehicle expenses, (xi) telephone expenses, and other (xii) miscellaneous expenses.

Operating Segment and Business Models

Our Company is operating in one business segment, i.e. manufacturing of grey fabric and Polyester Textured Yarn ("PTY"). Accordingly, manufacturing of grey fabric and Polyester Textured Yarn ("PTY") is our only operating segment. Our Company is domiciled in India and provides services in India.

Results of our Operations

The following table sets forth our income statement data, the components of which are expressed as a percentage of total income for the periods indicated below.

(₹ in Lakhs)

Particular	For the period/ Financial Year ended on							
	Nine months period ended December 31, 2024		March 31, 2024		March 31,2023		March 31,2022	
	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income
Revenue from operations	21,161.52	98.10%	19,905.56	99.72%	13,539.90	99.90%	4,233.40	99.94%
Other Income	409.18	1.90%	54.90	0.28%	12.94	0.10%	2.70	0.06%
Total Income	**21,570.70**	**100.00%**	**19,960.46**	**100.00%**	**13,552.84**	**100.00%**	**4,236.10**	**100.00%**
Expenses								
Cost of material consumed	13,016.12	60.34%	12,302.04	61.63%	8,696.31	64.17%	3,062.38	72.29%
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(119.96)	(0.56%)	(54.12)	(0.27%)	(68.32)	(0.50%)	(12.05)	(0.28%)
Employee benefits expense	1,430.76	6.63%	1,790.78	8.97%	927.93	6.85%	211.93	5.00%
Depreciation and amortisation expenses	986.93	4.58%	915.23	4.59%	408.54	3.01%	161.52	3.81%
Finance Costs	394.49	1.83%	417.80	2.09%	221.04	1.63%	139.50	3.29%
Other Expenses	2,231.44	10.34%	1,749.56	8.77%	1,377.57	10.16%	453.69	10.71%
Total Expenses	**17,939.79**	**83.17%**	**17,121.29**	**85.78%**	**11,563.07**	**85.32%**	**4,016.97**	**94.83%**
Profit/(Loss) Before Extra-Ordinary Items and Tax	**3,630.91**	**16.83%**	**2,839.18**	**14.22%**	**1,989.77**	**14.68%**	**219.14**	**5.17%**
Exceptional Items	(72.63)	(0.34%)	0.04	0.00%	0.00	0.00%	0.00	0.00%
Profit before Tax	3,558.29	16.50%	2,839.22	14.22%	1,989.77	14.68%	219.14	5.17%
Total tax expense	627.65	2.91%	480.58	2.41%	359.68	2.65%	39.28	0.93%
Profit and Loss for the Year as Restated	**2,930.63**	**13.59%**	**2,358.64**	**11.82%**	**1,630.09**	**12.03%**	**179.86**	**4.25%**

Results of operations for the nine months period ended December 31, 2024.

Revenue from operations

Our revenue from operations was ₹ 21,161.52 lakhs which primarily comprised sale of products manufactured by the Company, and other operating revenue including scrap sales. Revenue from grey fabric was ₹ 17,827.13 lakhs being 84.24% of Revenue from operation, whereas Revenue from sale of yarn and other products were ₹ 3,032.02 lakhs and ₹ 302.37 lakhs being 14.33% and 1.43% of Revenue from operation respectively.

Other Income:

Our other income increased was ₹ 409.18 lakhs for the nine-months period ended December 31, 2024. The increase in other income as compared to previous full financial year 2024 is primarily due to a receipt of Interest subsidy of ₹ 345.46 lakhs in December 31, 2024. Our Company relies on electricity and interest subsidies provided by the state government of Gujarat under Scheme for assistance to Strengthen Specific Sector in the Textile Value Chain- 2019

Total Expenditure:

Our expenses was ₹ 17,939.79 lakhs for the nine-months period ended December 31, 2024.

Cost of Material Consumed

Cost of Material consumed of the company was ₹ 13,016.12 lakhs for the nine-months period ended December 31, 2024.

Change in inventories of finished goods and work-in-progress

Our closing inventory of finished goods and work-in-progress (including stores & spares) was ₹ 254.44 lakhs as at December 31, 2024, while it was ₹ 134.48 lakhs as at April 01, 2024.

Employee Benefit Expenses

Our employee benefit expenses was ₹ 1,430.76 lakhs for the nine-months period ended December 31, 2024, primarily comprising of Salary and wages, Bonus expenses, Labour leave salary, Director's remuneration, Provident fund and contribution to other funds.

Finance Costs

Our finance costs increased was ₹ 394.49 lakhs for the nine-months period ended December 31, 2024.

Depreciation and Amortisation Expense

Our depreciation and amortization charge was ₹ 986.93 lakhs for the nine-months period ended December 31, 2024.

Other Expenses

Our other expenses was to ₹ 2,231.44 lakhs for the nine-months period ended December 31, 2024. Major contributor to other expense is Factory Power Expenses, millgin Expenses and Job work expense which increase with increase in production of our products.

Profit before Tax and Exceptional Item

As a result of the factors explained above, our profit before taxes was ₹ 3,630.91 lakhs for the nine-months period ended December 31, 2024.

Exceptional Item

During the nine-month period ended December 31, 2024, Company has incurred a loss of ₹ 72.63 lakhs in relation to Sale of Plant & Machinery and vehicle.

Tax Expenses

Current tax increased to ₹ 659.35 lakhs in the nine months ended December 31, 2024 on account of a corresponding increase in the restated profit before tax and deferred tax of ₹ 3,558.29 lakhs in the nine months ended December 31, 2024. Deferred tax were of ₹ (42.22) lakhs, further, there was a previous year tax adjustment of ₹ 10.53 lakhs in the nine months ended December 31, 2024. As a result, our total income tax expense amounted ₹ 627.65 lakhs in the nine months ended December 31, 2024.

Profit after Tax (PAT)

Due to the factors discussed above, our profit for the period was ₹ 2,930.63 lakhs for the nine-months period ended December 31, 2024.

Fiscal 2024 Compared to Fiscal 2023

Revenue from operations

Our revenue from operations increased by 47.01% from ₹ 13,539.90 lakhs in Fiscal 2023 to ₹ 19,905.56 lakhs in Fiscal 2024. This increase is primarily attributed to revenue generated from our sales of products and due to increase in installed capacity and actual production of our products. During FY 2023-24, we established Unit-3 with installed capacity of 97200000 meters with 300 Waterjet looms. Due to which, actual production in meters has increased from 70303790 meters in Fiscal 2023 to 127515434 meters in Fiscal 2024 showing an increase of 81.38%. We derive our substantial revenue from operations from our primary product i.e., Sale of Grey Fabric. The detailed product wise bifurcation for Fiscal 2024 as compared to Fiscal 2023 is provided below:

(₹ in Lakhs)

Particulars	Fiscal 2024		Fiscal 2023	
	Amount in ₹ Lakhs	**% of Revenue From Operations**	**Amount in ₹ Lakhs**	**% of Revenue From Operations**
Grey fabric	14,366.13	72.17	8,541.31	63.08
Yarn	5,260.17	26.43	4,572.53	33.77
Other Product	279.26	1.40	426.06	3.15
Total	**19,905.56**	**100.00**	**13,539.90**	**100.00**

**Other Products include sale of wastage, Beam Sales and Downgrade Sale.*

As evident from the above data, the sale of grey fabric increased from ₹ 8,541.31 Lakhs in Fiscal 2023 to ₹ 14,366.13 Lakhs in Fiscal 2024, contributing 72.17% of our revenue from operations. Further, we derive entire of our revenue from operations from India only, substantial from the State of Gujarat. The detailed geographical bifurcation for Fiscal 2024 as compared to Fiscal 2023 is provided below:

(₹ in Lakhs)

Particulars	Fiscal 2024		Fiscal 2023	
	Amount in ₹ Lakhs	**% of Revenue From Operations**	**Amount in ₹ Lakhs**	**% of Revenue From Operations**
Domestic Sales				
Gujarat	19,885.75	99.89	13,539.14	99.99
Other State	19.81	0.11	0.76	0.01
Revenue from Operations	**19,905.56**	**100.00**	**13,539.90**	**100.00**

Other States include Haryana, Delhi, Uttar Pradesh, Rajasthan and West Bengal.

Other Income:

Our other income increased by 324.29% to ₹ 54.90 lakhs for Fiscal 2024 from ₹ 12.94 lakhs for Fiscal 2023, primarily due to an increase in Interest on Electricity deposits and non-recurring income i.e. foreign exchange fluctuation of ₹ 27.15 lakhs in Fiscal 2024.

Total Expenditure:

Our expenses increased by 48.07% to ₹ 17,121.29 lakhs for Fiscal 2024 from ₹ 11,563.07 lakhs for Fiscal 2023. The reasons for change are discussed below:

Cost of Material Consumed

Cost of Material consumed of the company increased by 41.46% to ₹ 12,302.04 lakhs for Fiscal 2024 from ₹ 8,696.31 lakhs for Fiscal 2023. The increase was primarily due to an increase in scale of business and an increase in actual production of our products. Cost of material consumed as a percentage of total income has decreased from 64.17% for Fiscal 2023 to 61.63% of total income for Fiscal 2024.

Change in inventories of finished goods and work-in-progress

Our closing inventory of finished goods and work-in-progress (including stores & spares) was ₹ 134.48 lakhs as at March 31, 2024, while it was ₹ 80.37 lakhs as at March 31, 2023.

Employee Benefit Expenses

Our employee benefit expenses increased by 92.99% to ₹ 1,790.77 lakhs for Fiscal 2024 from ₹ 927.93 lakhs for Fiscal 2023, primarily due to an increase in full time employee headcount to 793 for Fiscal 2024 from 568 for Fiscal 2023 together with the annual wage increase resulting in an increase in salaries and annual wage increases.

Finance Costs

Our finance costs increased by 89.02% to ₹ 417.80 lakhs for Fiscal 2024 from ₹ 221.04 lakhs for Fiscal 2023, primarily due to increase in interest expenses on term loans and cash credit facility availed from banks and financial institutions to ₹ 279.74 lakhs and ₹ 78.21 lakhs for Fiscal 2024 respectively from ₹ 155.39 lakhs and ₹ 32.00 lakhs for Fiscal 2023 respectively.

Depreciation and Amortisation Expense

Our depreciation and amortization charge increased by 124.02% to ₹ 915.23 lakhs for Fiscal 2024 from ₹ 408.54 lakhs for Fiscal 2023, primarily due to an increase in depreciation on tangible assets from the procurement of capital assets to support our business growth.

Other Expenses

Our other expenses increased by 27.00% to ₹ 1,749.56 lakhs for Fiscal 2024 from ₹ 1,377.57 lakhs for Fiscal 2023. The absolute increase was mainly driven by increases in (i) Millgin Expenses to ₹ 247.72 lakhs in Fiscal 2024 from ₹ 83.20 lakhs in Fiscal 2023, (ii) Millgin Expenses (Texturising Oil) to ₹ 315.87 lakhs in Fiscal 2024 from ₹ 246.88 lakhs in Fiscal 2023. However, increase was offset by Factory Power Expenses. During the Fiscal 2024, Company received electricity subsidy (reduced from total power expense) due to which Factory power expense increased by only 4.47% from previous period in proportion i.e. not in proportion of increase in our production in meters.

Profit before Tax and Exceptional Items

As a result of the factors explained above, our profit before taxes increased by 42.69% to ₹ 2,839.18 lakhs for Fiscal 2024 from ₹ 1,989.77 lakhs for Fiscal 2023.

Exceptional Item

During Fiscal 2024, Company has incurred a gain of ₹ 0.04 lakhs in relation to Sale of Investments.

Tax Expenses

Current tax increased from ₹ 353.69 lakhs for the Fiscal 2023 to ₹ 501.01 lakhs for the Fiscal 2024 on account of a corresponding increase in the restated profit before tax and deferred tax of ₹ 5.11 lakhs for the Fiscal 2023 to ₹ (20.43) lakhs for the Fiscal 2024. Further, there was a previous year tax adjustment of ₹ 0.88 lakhs for the Fiscal 2023. As a result, our total income tax expense amounted to ₹ 359.68 lakhs for the Fiscal 2023 as compared to ₹ 480.58 lakhs for the Fiscal 2024.

Profit after Tax (PAT)

Due to the factors discussed above, our profit for the year increased by 44.69% to ₹ 2,358.64 lakhs for Fiscal 2024 from ₹ 1,630.09 lakhs for Fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Revenue from operations

Our revenue from operations increased by 219.84% to ₹ 13,539.90 lakhs in Fiscal 2023 from ₹ 4,233.40 lakhs in Fiscal 2022. This increase is primarily attributed to revenue generated from our sales of products and due to increase in installed capacity and actual production of our products. During FY 2022-23, we established Unit-2 with installed capacity of 89424000 meters with 256 Waterjet looms. Due to which, actual production in meters has increased from 15494341 meters in Fiscal 2022 to 70303790 meters in Fiscal 2023 showing an increase of 353.74%. We derive our substantial revenue from operations from our primary product i.e., Sale of Grey Fabric. The detailed product wise bifurcation for Fiscal 2023 as compared to Fiscal 2022 is provided below:

(₹ in Lakhs)

Particulars	Fiscal 2023		Fiscal 2022	
	Amount in ₹ Lakhs	**% of Revenue From Operations**	**Amount in ₹ Lakhs**	**% of Revenue From Operations**
Grey fabric	8,541.31	63.08	1,941.08	45.85
Yarn	4,572.53	33.77	2,149.76	50.78
Other Product	426.06	3.15	142.57	3.37
Total	**13,539.90**	**100.00**	**4,233.40**	**100.00**

**Other Products include sale of wastage, Beam Sales and Downgrade Sale.*

As evident from the above data, the sale of grey fabric increased from ₹ 1,941.08 Lakhs in Fiscal 2022 to ₹ 8,541.31 Lakhs in Fiscal 2023, contributing 63.08% of our revenue from operations. Further, we derive entire of our revenue from operations from India only, substantial from the State of Gujarat. The detailed geographical bifurcation for Fiscal 2023 as compared to Fiscal 2022 is provided below:

(₹ in Lakhs)

Particulars	Fiscal 2023		Fiscal 2022	
	Amount in ₹ Lakhs	**% of Revenue From Operations**	**Amount in ₹ Lakhs**	**% of Revenue From Operations**
Domestic Sales				
Gujarat	13,539.14	99.99	4,233.40	100.00
Other State	0.76	0.01	0.00	0.00
Revenue from Operations	**13,539.90**	**100.00**	**4,233.40**	**100.00**

Other States include Haryana, Delhi, Uttar Pradesh, Rajasthan and West Bengal.

Other Income:

Our other income increased by 379.26% to ₹ 12.94 lakhs for Fiscal 2023 from ₹ 2.70 lakhs for Fiscal 2022, primarily due to Interest on over-dues and dividend income of ₹ 1.99 lakhs in Fiscal 2023.

Total Expenditure:

Our expenses increased by 187.86% to ₹ 11,563.07 lakhs for Fiscal 2023 from ₹ 4,016.97 lakhs for Fiscal 2022. The reasons for change are discussed below:

Cost of Material Consumed

Cost of Material consumed of the company increased by 183.97% to ₹ 8,696.31 lakhs for Fiscal 2023 from ₹ 3,062.38 lakhs for Fiscal 2022. The increase was primarily due to an increase in scale of business and an increase in actual production of our products. Cost of material consumed as a percentage of total income has decreased from 72.29% for Fiscal 2022 to 64.17% of total income for Fiscal 2023.

Change in inventories of finished goods and work-in-progress

Our closing inventory of finished goods and work-in-progress (including stores & spares) was ₹ 80.37 lakhs as at March 31, 2023, while it was ₹ 12.05 lakhs as at March 31, 2022.

Employee Benefit Expenses

Our employee benefit expenses increased by 337.85% to ₹ 927.93 lakhs for Fiscal 2023 from ₹ 211.93 lakhs for Fiscal 2022, primarily due to an increase in full time employee headcount to 568 for Fiscal 2023 from 193 for Fiscal 2022 together with the annual wage increase resulting in an increase in salaries and annual wage increases.

Finance Costs

Our finance costs increased by 58.45% to ₹ 221.04 lakhs for Fiscal 2023 from ₹ 139.50 lakhs for Fiscal 2022, primarily due to increase in interest expenses on term loans from banks and financial institutions to ₹ 155.39 lakhs for Fiscal 2023 respectively from ₹ 69.38 lakhs for Fiscal 2022 respectively.

Depreciation and Amortisation Expense

Our depreciation and amortization charge increased by 152.93% to ₹ 408.54 lakhs for Fiscal 2023 from ₹ 161.52 lakhs for Fiscal 2022, primarily due to an increase in depreciation on tangible assets from the procurement of capital assets to support our business growth.

Other Expenses

Our other expenses increased by 203.64% to ₹ 1,377.57 lakhs for Fiscal 2023 from ₹ 453.69 lakhs for Fiscal 2022. The absolute increase was mainly driven by increases in (i) Factory Power Expenses to ₹ 927.18 lakhs in Fiscal 2023 from ₹ 293.60 lakhs in Fiscal 2022, (ii) Millgin Expenses (Texturising Oil) to ₹ 246.88 lakhs in Fiscal 2023 from ₹ 85.40 lakhs in Fiscal 2022, (iii) Millgin Expenses to ₹ 83.20 lakhs in Fiscal 2023 from ₹ 61.13 lakhs in Fiscal 2022, and (i) CEPT Expenses to ₹ 57.69 lakhs in Fiscal 2023 from ₹ 6.96 lakhs in Fiscal 2022.

Profit before Tax (PBT)

As a result of the factors explained above, our profit before taxes increased by 807.99% to ₹ 1,989.77 lakhs for Fiscal 2023 from ₹ 219.14 lakhs for Fiscal 2022.

Tax Expenses

Current tax increased from ₹ 31.61 lakhs for the Fiscal 2022 to ₹ 353.69 lakhs for the Fiscal 2023 on account of a corresponding increase in the restated profit before tax and deferred tax of ₹ 7.66 lakhs for the Fiscal 2022 to ₹ 5.11 lakhs for the Fiscal 2023. Further, there was a previous year tax adjustment of ₹ 0.88 lakhs for the Fiscal 2023. As a result, our total income tax expense amounted to ₹ 179.86 lakhs for the Fiscal 2023 as compared to ₹ 359.86 lakhs for the Fiscal 2023.

Profit after Tax (PAT)

Due to the factors discussed above, our profit for the year increased by 806.31% to ₹ 1,630.09 lakhs for Fiscal 2023 from ₹ 179.86 lakhs for Fiscal 2022.

Liquidity and Capital Resources

We have historically financed the expansion of our business and operations primarily through internal accruals, through borrowings. From time to time, we may obtain loan facilities to finance our working capital requirements.

Cashflows

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated below:

(₹ in Lakhs)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
Net cash flows generated from/ (used in)	2,577.01	2,213.26	689.60	(832.62)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31,2024	March 31,2023	March 31,2022
operating activities				
Net cash flows generated from/ (used in) investing activities	(629.71)	(4,807.34)	(2,210.34)	(1,637.09)
Net cash flows generated from/ (used in) financing activities	(1,933.47)	2,586.57	1,527.69	2,470.22
Net generated from/ (used in) cash and cash equivalents	**13.83**	**(7.50)**	**6.95**	**0.52**
Add: Opening Cash and cash equivalent	**1.16**	**8.66**	**1.70**	**1.19**
Closing Cash and cash equivalent	**14.99**	**1.16**	**8.66**	**1.70**

Net cash flow (used in)/generated from operating activities

Nine-months period ended December 31, 2024

Net cash flow from our operating activities was ₹ 2,577.01 lakhs for the nine-months period ended December 31, 2024. Our operating profit before working capital changes was ₹ 5,012.06 lakhs in the nine-months period ended December 31, 2024, which was the result of profit for the period/year of ₹ 2,930.63 lakhs primarily adjusted by depreciation and amortization of ₹ 986.93 lakhs, the provision of income tax of ₹ 627.65 lakhs and finance cost of ₹ 394.49 lakhs. Our movements in working capital primarily consisted of an increase in trade receivable of ₹ 1,059.86 lakhs, increase in inventories of ₹ 457.77 lakhs and other current assets of ₹ 117.01 lakhs, other financial liabilities of ₹ 117.60 lakhs, other current liabilities of ₹ 755.97 lakhs and a decrease in trade payables of ₹ 858.75 lakhs, provision other than income tax of ₹ 142.36 lakhs. Tax paid during the year/period was ₹ 672.88 lakhs**.**

Fiscal 2024

Net cash flow from our operating activities was ₹ 2,213.26 lakhs for Fiscal 2024. Our operating profit before working capital changes was ₹ 3,650.40 lakhs in Fiscal 2024, which was the result of profit for the period/year of ₹ 2,358.64 lakhs primarily adjusted by depreciation and amortization of ₹ 915.23 lakhs, the provision of income tax of ₹ 480.58 lakhs, finance cost of ₹ 417.80 lakhs and other financial assets of ₹ 521.82 lakhs. Our net investment of working capital was ₹ 1,039.61 lakhs. Our movements in working capital primarily consisted of an increase in inventory of ₹ 349.06 lakhs, an increase in trade receivables of ₹ 362.90 lakhs, an increase in other current assets of ₹ 1,088.72 lakhs and increase in trade payables of ₹ 835.77 lakhs. Tax paid during the year/period was ₹ 397.52 lakhs.

Fiscal 2023

Net cash flow from our operating activities was ₹ 689.60 lakhs for Fiscal 2023. Our operating profit before working capital changes was ₹ 2,379.63 lakhs in Fiscal 2023, which was the result of profit for the period/year of ₹ 1,630.09 lakhs primarily adjusted by depreciation and amortization of ₹ 408.54 lakhs, the provision of income tax of ₹ 359.68 lakhs, finance cost of ₹ 221.04 lakhs and other financial assets of ₹ 239.72 lakhs. Our net investment of working capital was ₹ 1,304.77 lakhs. Our movements in working capital primarily consisted of an increase in inventory of ₹ 1,654.20 lakhs, an increase in other current assets of ₹ 418.24 lakhs and decrease in trade payables of ₹ 461.26 lakhs. Tax paid during the year/period was ₹ 385.26 lakhs.

Fiscal 2022

Net cash flow used in our operating activities was ₹ 832.62 lakhs for Fiscal 2022. Our operating profit before working capital changes was ₹ 350.52 lakhs in Fiscal 2022, which was the result of profit for the period/year of ₹ 179.86 lakhs primarily adjusted by depreciation and amortization of ₹ 161.52 lakhs, the provision of income tax of ₹ 39.28 lakhs, finance cost of ₹ 139.50 lakhs and other financial assets of ₹ 169.64 lakhs. Our net investment of working capital was ₹ 1,175.07 lakhs. Our movements in working capital primarily consisted of an increase in trade receivable of ₹ 705.75 lakhs, an increase in inventory of ₹ 373.51 lakhs and increase in other current assets of ₹ 282.63 lakhs. Tax paid during the year/period was ₹ 8.07 lakhs.

Net cash flow generated from/(used in) investing activities

Nine-months period ended December 31, 2024

Net cash flow used in investing activities was ₹ 629.71 lakhs for the nine-months period ended December 31, 2024, which was primarily attributable to the investment in property, plant and equipment and capital work-in-progress of ₹ 895.32 lakhs which was partially offset by proceeds from sale of plant and machinery of ₹ 265.60 lakhs.

Fiscal 2024

Net cash flow used in investing activities was ₹ 4,807.34 lakhs for Fiscal 2024, which was primarily attributable to the investment in property, plant and equipment and capital work-in-progress of ₹ 4,842.45 lakhs which was primarily offset by proceeds from sale of plant and machinery of ₹ 2.60 lakhs and proceeds from Sale of investment of ₹ 32.52 lakhs.

Fiscal 2023

Net cash flow used in investing activities was ₹ 2,210.34 lakhs for Fiscal 2023, which was primarily attributable to the investment in property, plant and equipment and capital work-in-progress of ₹ 2,191.34 lakhs and purchase of investment of ₹ 19.00 lakhs.

Fiscal 2022

Net cash flow used in investing activities was ₹ 1,637.09 lakhs for Fiscal 2022, which was primarily attributable to the investment in property, plant and equipment and capital work-in-progress of ₹ 1,578.28 lakhs and purchase of investment of ₹ 58.82 lakhs.

Net cash flow (used in) financing activities

Nine-months period ended December 31, 2024

Net cash used in financing activities was ₹ 1,933.47 lakhs for the nine-months period ended December 31, 2024, mainly consisting of repayment of non-current borrowings, current borrowings and lease liabilities of ₹ 822.24 lakhs, ₹ 684.18 lakhs (net) and ₹ 13.06 lakhs respectively and Interest paid on such borrowings of ₹ 394.49 lakhs and ROC Expense Related to Increase in Authorised Share Capital of ₹ 19.50 lakhs.

Fiscal 2024

Net cash flow from financing activities was ₹ 2,586.57 lakhs for Fiscal 2024, mainly consisting of proceeds from non-current borrowings and current borrowings of ₹ 2,786.78 lakhs and ₹ 233.66 lakhs respectively, repayment of lease liabilities of ₹ 16.07 lakhs and Interest paid on such borrowings of ₹ 417.80 lakhs.

Fiscal 2023

Net cash flow from financing activities was ₹ 1,527.69 lakhs for Fiscal 2023, mainly consisting of proceeds from non-current borrowings and current borrowings of ₹ 150.67 lakhs and ₹ 1,007.43 lakhs respectively and proceeds from issuance of Equity Share capital of ₹ 600.07 lakhs, which was primarily offset by repayment of lease liabilities of ₹ 9.44 lakhs and Interest paid on such borrowings of ₹ 221.04 lakhs.

Fiscal 2022

Net cash flow from financing activities was ₹ 2,470.22 lakhs for Fiscal 2022, mainly consisting of proceeds from non-current borrowings and current borrowings of ₹ 1,748.09 lakhs and ₹ 863.48 lakhs respectively, repayment of lease liabilities of ₹ 1.85 lakhs and Interest paid on such borrowings of ₹ 139.50 lakhs.

Financial Indebtedness

The following table sets forth our secured and unsecured debt position as of the below mentioned time period.

(₹ in Lakhs)

Particulars	For the period/ Financial Year ended on			
	Nine months period ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Secured Non-Current Borrowing	3,982.96	4,796.64	2,008.59	1,230.50
Unsecured Non-Current Borrowing	0.00	8.56	9.83	637.24
Secured Current Borrowing *(including current maturity of Non-current borrowing)*	1,420.40	2,104.57	1,870.91	863.48
Total	**5,403.35**	**6,909.77**	**3,889.33**	**2,731.22**

For more information, see "Financial Indebtedness" on page 285.

Contingent Liabilities and Commitments

Contingent liabilities, to the extent not provided for, as of the below mentioned time periods, as determined in accordance with Ind AS 37, are described below.

(₹ in Lakhs)

Particulars	Currency	For the period/ Financial Year ended on			
		Nine months ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Bank Guarantees Issued for Ricon Textile Private Limited:					
HDFC Bank - Cash Credit		100.00	100.00	-	-
HDFC Bank - Term Loan	IND (₹)	882.36	882.36	-	-
Total Amount of Bank Guarantees Issued for	IND (₹)	**982.36**	**982.36**	**-**	**-**
	IND (₹)				
Amount Outstanding in Foreign Currency*					
Raw Material		-	-	-	-
Capital Goods	IND (₹)	-	46.87	-	-
Total Amount Outstanding in Foreign Currency*	IND (₹)	**-**	**46.87**	**-**	**-**

** Post conversion from US($) to IND(₹), as the original value was in USD i.e. US$ 0.56 lakhs, the figures above reflect the amounts in IND (₹) for consistency and clarity.*

For further details of our contingent liabilities, see "Restated Financial Information – Note 28 – Contingent liabilities, contingent assets and commitments" on page 263.

Capital expenditure

The following table sets forth our gross fixed assets as at periods as indicated:

(₹ in Lakhs)

Particulars	For the period / Financial Year ended on			
	31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22
Property, plant and equipment (I)	6,865.91	7,279.19	3,332.45	1,535.78
Capital work in progress (II)	-	-	-	-
Right of use assets (III)	139.74	156.30	178.39	48.65
Total Fixed Assets (V = I + II + III)	**7,005.65**	**7,435.49**	**3,510.84**	**1,584.43**

For further details of our Capital Expenditure, see "Restated Financial Information – Note 3 – Tangible Assets" on page 249.

Quantitative and Qualitative Disclosures about Market Risk

In the course of our business, we are exposed primarily to fluctuations in interest rates, liquidity and credit risk, which may adversely impact the fair value of our financial instruments. In order to minimise any adverse effects on the financial performance of the Company, the Company has risk management policies as described below:

Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. Company transacts business in its functional currency (INR) and in other foreign currencies. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities, where revenue or expense is denominated in a foreign currency.

Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss. The potential activities where credit risks may arise include from security deposits with bank, trade receivables, loans and advances and other financial assets. The maximum credit exposure associated with financial assets is equal to the carrying amount.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which our Company grants credit terms in the normal course of business.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. Our financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We have practiced financial diligence and syndicated adequate liquidity in all business scenarios.

Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company manages its interest rates by selection appropriate type of borrowings and by negotiation with the bankers.

The exposure of the borrowings (long term and short term) to interest rate changes at the end of the reporting period are as follows:

(₹ in lakhs)

Particulars	For the period / Financial Year ended on			
	For the Nine months ended December 31, 2024	March 31, 2024	March 31,2023	March 31,2022
Variable rate borrowings	5,403.35	6,752.73	3,879.50	2,093.99
Fixed rate borrowings	-	157.04	9.83	637.24
Total borrowings	**5,403.35**	**6,909.77**	**3,889.32**	**2,731.23**

For further details see "Restated Financial Information - Note – 31 on financial risk management" on page no. 267.

Related Party Transactions

We have entered into various transactions with related parties. For further information see *"Restated Financial Information - Note 30 - Related Party Disclosures"* on page 264 of this Prospectus.

Significant Economic Changes

Other than as described above, to the best of the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations. For further details, please see *"Our Business"* and *"Risk Factors"* on pages 173 and 40, respectively.

Unusual or Infrequent Events of Transactions

Except as described in this Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 288 and the uncertainties described in the section titled *"Risk Factors"* beginning on page 40 of this Prospectus. To our knowledge, except as described or anticipated in this Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described above and in *"Our Business"* and *"Risk Factors"* on pages 173 and 40, respectively, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as disclosed in this section and in *"Our Business"* on page 173, as on the date of this Prospectus, there are no new products or business segments that have had or are expected to have a material impact on our business prospects, results of operations or financial condition.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the stub period and last three Financial Years are as described in *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Fiscal 2024 compared with Fiscal 2023 – Revenue from Operations"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Fiscal 2023 compared with Fiscal 2022 - Revenue from Operations"* above on pages 310 and 312, respectively.

Seasonality

Our business is not seasonal in nature.

Significant dependence on a single or few suppliers or customers

The percentage of contribution of our Company's customer vis-à-vis the total revenue from operations respectively for the indicated period on Restated Basis is as follows:

Customer concentration	For the period / Financial Year ended on							
	Nine months period ended December 31, 2024(1)		March 31, 2024(2)		March 31,2023(3)		March 31,2022(4)	
	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations	Revenue (₹ in lakh)	% of revenue from operations
Top 1	1,764.37	8.34%	3,282.93	16.49%	3,542.58	26.15%	1,472.63	34.77%
Top 5	6,212.49	29.37	7,765.97	39.00%	6,803.38	50.22%	2,775.30	65.53%
Top 10	9,460.06	44.70%	10,901.59	54.75%	8,557.83	63.18%	3,373.35	79.65%

(1) In the nine months ended December 31, 2024, our top 5 customer included M/s. Borana Industries LLP, Arham Weaves Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.
(2) In Fiscal 2024, our top customer was Borana Industries LLP, top 5 customers included Arham Weaves Private Limited, and top 10 Customers includes R&B Denims Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.
(3) In Fiscal 2023, our top customer was Borana Industries LLP, top 5 customers included Borana Filaments Private Limited, and top 10 Customers includes Arham Weaves Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.
(4) In Fiscal 2024, our top customer was Borana Industries LLP, and top 5 customers included Borana Filaments Private Limited. For further details, see "Summary of the Offer Document – Summary of Related Party Transactions" on page 33.

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

The percentage of contribution of our Company's supplier vis-à-vis the total purchase respectively for indicated period on Restated Basis is as follows:

Suppliers concentration	For the period / Financial Year ended on							
	Nine months period ended December 31, 2024(1)		March 31, 2024(2)		March 31,2023		March 31,2022	
	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	% of total cost of raw material procured	Amount (₹ in lakh)	% of total cost of raw material procured
Top 1	5,400.05	40.44%	2,618.23	21.42%	2,390.94	23.66%	1,372.68	40.07%
Top 5	11,235.08	84.14%	8,596.73	70.32%	7,540.52	74.62%	3,417.92	99.77%
Top 10	13,167.61	98.60%	10,993.69	89.93%	9,252.94	91.56%	3,425.58	100.00%

(1) In the nine months ended December 31, 2024, our top 5 suppliers included M/s. RB Industries, one of the members of our Promoter Group and top 10 suppliers included R & B Denims Limited. Please also see, " - We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations" on page 45.
(2) In Fiscal 2024, our top 10 suppliers included M/s. RB Industries, one of the members of our Promoter Group. Please also see, " - We procure raw material, POY Yarn, from one of the members of the Promoter Group. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations" on page 45.

Note: As certified by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C) by way of their certificate dated May 14, 2025.

Competitive Conditions

We expect to continue to compete with existing and potential competitors. For details, please refer to the discussions of our competition in the sections *"Risk Factors"*, *"Industry Overview"* and *"Our Business"* on pages 40, 140 and 173, respectively.

Significant Developments after December 31, 2024, that may affect our future results of operations

Except as set out above and elsewhere in this Prospectus, no developments have come to our attention since the date of the Restated Financial Information as disclosed in this Prospectus which materially and adversely affect or are likely to materially and adversely affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities including notices issued by such authorities; (iii) claims related to direct and indirect taxes; and (iv) any other outstanding litigation as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Promoters, and Directors ("**Relevant Parties**"). Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against the Promoters in the last five financial years including any outstanding action. Further, as on the date of this Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.*

There are no outstanding (i) criminal proceedings and (ii) actions taken by regulatory and statutory authorities including notices issued by such authorities involving our Key Managerial Personnel and members of the Senior Management.

The existing litigations involving the Relevant Parties are not so major that our Company's survival is dependent on the outcome of the pending litigation. Further, there are no outstanding litigation involving our Group Company which would have a material impact on our Company.

Pursuant to the Materiality Policy adopted by our Board on April 16, 2025 for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly disclosed in this Prospectus where:

(i) the monetary amount claim/ dispute amount, to the extent quantifiable, involved in any such outstanding litigation or arbitration proceedings exceeds: a) two percent of turnover, for the most recent financial year as per the restated financial information; or (b) two percent of net worth, as at the end of the most recent financial year as per the restated financial information; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial year as per the restated financial information, whichever is lower. The lowest of which being the amount equivalent to 5% of the average of absolute value of profit or loss after tax, as per the Restated Financial Information of our Company for the last three Fiscals amounting to ₹ 69.48 lakh; or

(ii) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of our Company; or

(iii) any claim/dispute involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹ 69.48 lakh, being the amount equivalent to 5% of the average of absolute value of profit or loss after tax, as per the Restated Financial Information of our Company for the last three Fiscals.

Pre-litigation notices received by any of the Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ taxation authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation until such time that the Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial forum. Additionally, FIRs (whether cognizance has been taken or not) initiated against the Relevant Parties shall be disclosed.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor is equal to or exceeds 5% of total outstanding dues (trade payables) of our Company, based on the Restated Financial Information. Accordingly, any outstanding dues exceeding ₹ 23.63 lakh, which is 5% of the total trade payables of our Company as at December 31, 2024, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.*

I. <u>Litigation involving our Company</u>

A. Litigation filed against our Company

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

c. Material civil proceedings

Nil

B. Litigation filed by our Company

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. Tax proceedings involving our Company

Nature of Case	Number of cases	Amount involved *(in ₹ lakh)*
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

II. <u>Litigation involving our Directors</u>

A. Litigation filed against our Directors

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

c. Material civil proceedings

Nil

B. Litigation filed by our Directors

a. Criminal proceedings

Kanav Shayamsunder Arora

Kanav Shayamsunder Arora ("**Complainant**") has filed the Criminal Complaint No. 68761 of 2024 under Section 138 of the Negotiable Instruments Act, 1881 against M/s. Ahmed Silk Mills and Sarfaraz Alam ("**Accused**") with regard to dishonour of cheque issued by the Accused for a sum of ₹ 40.21 lakhs /-. The Criminal Complaint is pending.

b. Material civil proceedings

Nil

C. Tax proceedings involving our Directors

Nature of Case	Number of cases	Amount involved *(in ₹ lakh)*
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

III. Litigation involving our Promoters

A. ***Litigation filed against our Promoters***

a. Criminal proceedings

Nil

b. Disciplinary actions including penalties imposed by SEBI or stock exchanges in the last five financial years including outstanding actions

Nil

c. Outstanding actions by regulatory and statutory authorities

Nil

d. Material civil proceedings

Nil

B. ***Litigation filed by our Promoters***

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. ***Tax proceedings involving our Promoters***

Nature of Case	Number of cases	Amount involved *(in ₹ lakh)*
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

IV. Litigation involving our KMPs

A. Litigation filed against our KMPs

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

B. Litigation filed by our KMPs

a. Criminal proceedings

Nil

V. <u>Litigation involving our SMPs</u>

A. Litigation filed against our SMPs

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

Nil

B. Litigation filed by our SMPs

b. Criminal proceedings

Nil

VI. <u>Outstanding dues to creditors</u>

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at December 31, 2024, are set out below:

Types of creditors	**Number of creditors**	**Amount involved** ***(in ₹lakh)***
Micro, Small and Medium Enterprises	2	112.12
Other creditors	4	360.55
Total	**6**	**472.67**
Material creditors	**4**	**444.95**

As certified by KSA & Associates, Chartered Accountants (Firm Registration Number: 003822C), the Statutory Auditor of our Company, by way of their certificate dated May 14, 2025.

Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 288, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of the RHP.

GOVERNMENT AND OTHER STATUTORY APPROVALS IN INDIA

Disclosed below is a list of material approvals, licenses and registrations obtained by our Company to undertake its business. In view of such approvals, licenses and registrations, our Company can undertake the Issue and its business activities, as currently conducted, and disclosed in this Prospectus. Except as disclosed herein, we have obtained all material consents, licenses, permissions, registrations and approvals, from various governmental statutory and regulatory authorities, and no further material approvals are required for carrying on the present business activities and operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Additionally, unless otherwise stated herein, these approvals are valid as on the date of this Prospectus. For incorporation details of our Company, see "History and Certain Corporate Matters" on page 196.

We have also disclosed below (i) approvals or renewals applied for but not received; (ii) approvals expired and renewal to be applied for; and (iii) approvals which are required but not obtained or applied for. For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies in India" on page 190. For Issue-related approvals, see "Other Regulatory and Statutory Disclosures" on page 327. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – 35. Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business." On page 65.

I. Approvals in relation to the Issue

For details of approvals and authorisations obtained by our Company in relation to the Issue, see '*Other Regulatory and Statutory Disclosures*' on page 327.

II. Approvals in relation to incorporation of our Company

1. Certificate of incorporation dated October 28, 2020 issued to our Company by the Registrar of Companies, Gujarat at Ahmedabad in the name and style of 'Borana Weaves Private Limited', with Corporate Identity Number (CIN) 'U17299GJ2020PTC117745'.

2. Fresh certificate of incorporation dated September 24, 2024 issued by the Registrar of Companies, Gujarat at Ahmedabad pursuant to conversion of our Company from 'private limited company' to a 'public limited company'. The new Corporate Identity Number (CIN) of our Company is 'U17299GJ2020PLC117745'

   For details in relation to the incorporation of our Company, see '*History and Certain Other Corporate Matters*' on page 196.

   The abovementioned approvals are valid until cancelled.

III. Tax related approvals

1. Permanent Account Number being AAJCB3896R issued by Income Tax Department under the Income Tax Act, 1961 ("**IT Act**"). #

2. Tax Deduction and Collection Account Number being SRTB067028B issued by the Income Tax Department, Government of India, under the Income Tax Act, 1961. #

3. Legal Entity Identifier number issued by Legal Entity Identifier India Limited, which is valid until May 16, 2025.

4. Good and Services Tax registration no. being 24AAJCB3896R1ZT issued by the Government of India under the Central Good and Services Tax Act, 2017.#

   # *The abovementioned approvals are valid until cancelled.*

IV. Foreign trade related approvals

1. Importer- Exporter Code Number issued by Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India, which is valid until cancelled.

Material approvals in relation to our Company's manufacturing facilities

A. Material Approvals in relation to the business and operations

1. Factory License issued by Deputy Director, Industrial Safety and Health, Surat, under the Factories Act, 1948 for Unit 1, which is valid until December 31, 2026.

2. Factory License issued by Deputy Director, Industrial Safety and Health, Surat, under the Factories Act, 1948 for Unit 2, which is valid until December 31, 2025.

3. Factory License issued by Deputy Director, Industrial Safety and Health, Surat, under the Factories Act, 1948 for Unit 3, which is valid until December 31, 2025.

4. Lift license issued by Director, Industrial Safety and Health for Unit 1, which is valid until December 31, 2026.

5. Lift license issued by Director, Industrial Safety and Health for Unit 2, which is valid until December 31, 2025.

6. Lift license issued by Director, Industrial Safety and Health for Unit 3, which is valid until December 31, 2025.

7. Registration of generating set under Gujarat Electricity Duty Act, 1958 for Unit 1, Unit 2 and Unit 3.

8. Consolidated consent and authorization under Water (Prevention and Control of Pollution) Amended Act, 1988, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and other Wastes (Management and Transboundary) Rules, 2016 for Unit 1, which is valid until February 14, 2027.*

9. Consolidated consent and authorization under Water (Prevention and Control of Pollution) Amended Act, 1988, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and other Wastes (Management and Transboundary) Rules, 2016 for Unit 2, which is valid until March 31, 2034.*

10. Consolidated consent and authorization under Water (Prevention and Control of Pollution) Amended Act, 1988, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and other Wastes (Management and Transboundary) Rules, 2016 for Unit 3, which is valid until October 10, 2029.

11. Consent to establish issued by Gujarat Pollution Control Board for Unit 1, which is valid until October 16, 2026.

12. Consent to establish issued by Gujarat Pollution Control Board for Unit 2, which is valid until October 16, 2026*.

13. Provisional consent to establish issued by Gujarat Pollution Control Board for Unit 3, which is valid until June 25, 2031.*

14. Provisional consent to establish issued by Gujarat Pollution Control Board for Proposed Unit 4, which is valid until November 13, 2031.

15. Certificate of verification for weights or measures issued by the Director, Legal Metrology under the Legal Metrology Act, 2009, which is valid until cancelled.

**The abovementioned approvals are in the erstwhile name of the Company i.e. Borana Weaves Private Limited.*

B. Material labour related approvals

1. Employee State Insurance Code issued by Deputy Director, Employees' State Insurance Corporation under Employee State Insurance Act, 1948**.**

2. Employee Provident Fund code issued under the Employees' Provident Fund Scheme, 1952 for Unit 2 and Unit 3.

3. Organisation account number obtained under Gujarat Labour Welfare Fund Act, 1953.

The abovementioned approvals are in the erstwhile name of the Company i.e. Borana Weaves Private Limited.

The abovementioned approvals are valid until cancelled.

Intellectual Property

For details in relation to our intellectual property, see "*Our Business–Intellectual property*" on page 187 and for risks associated with our intellectual property, see "*Risk Factors– 44. Inability to obtain or protect our intellectual property rights may adversely affect our business.*" On page 69.

V. Material approvals required and yet to be applied

Nil

VI. Material approvals which have expired for which renewal applications have been made

Nil

VII. Material approvals which have expired and for which renewal applications are yet to be made

Nil

VIII. Material approvals that have been applied for but not yet received by our Company

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

1. Our Board of Directors has authorised the Issue by a resolution passed in their meeting held on October 05, 2024.

2. Our Shareholders have approved and authorised the Issue by way of a special resolution passed at their EGM held on October 10, 2024.

3. The Draft Red Herring Prospectus was approved by our Board through its resolution in its meeting dated November 16, 2024.

4. The Red Herring Prospectus was approved by our Board through its resolution in its meeting dated May 14, 2025.

5. The Prospectus was approved by our Board through its resolution in its meeting dated May 22, 2025.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated February 17, 2025, respectively.

Prohibition by the SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group and the persons in control of our Company, as applicable, have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent in force and as applicable as on the date of this Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against any of our Directors in the five years preceding the date of this Prospectus.

Eligibility for the Issue

Our Company does not satisfy the condition specified in Regulation 6(1)(a) of the SEBI ICDR Regulations, which requires the issuer company to have net tangible assets of Rs. 3 crores, calculated on restated basis, in each of the preceding three years (of twelve months each), of which not more than fifty percent are held in monetary assets. And therefore, our Company is required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations, as set forth below:

"*An issuer not satisfying the condition stipulated in Regulation 6(1) of the SEBI ICDR Regulations shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent of the issue to qualified institutional buyers and to refund the full subscriptionmoney if it fails to do so.*"

We are therefore required to allot not less than 75% of the Issue to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion shall be available forallocation to Bidders with an application size of more than ₹2 lakhs and up to ₹10 lakhs and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹10 lakhs provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, not more than 10% of the Issue shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR

Regulations and other applicable laws. Please see "*Issue Structure*" on page 344.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

a) Neither our Company nor the Promoters, members of the Promoter Group, or the Directors are debarred from accessing the capital markets by the SEBI.

b) None of the Promoters or the Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

c) None of the Promoters or the Directors has been declared a Fugitive Economic Offender.

d) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Prospectus.

e) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

f) Our Company has entered into tripartite agreements dated September 2, 2024 and September 25, 2024 with CDSL and NSDL, respectively, for dematerialization of the Equity Shares.

g) The Equity Shares of our Company held by the Promoters are in the dematerialised form.

h) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus;

i) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)I of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO 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 DRAFT RED HERRING PROSPECTUS. THE BRLM, BEELINE CAPITAL ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE IN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 16, 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, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to the Issue will be complied with at the time of filing the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All applicable legal requirements pertaining to the Issue have been complied with at the time of filing of this Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Directors, and the BRLM

Our Company, the Directors, and the BRLM 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.boranagroup.in, would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement and as will be provided for in the Underwriting Agreement to be entered into among the Underwriters, and our Company.

All information was made available by our Company and the BRLM to the public and investors at large and no selective or additional information was available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

Bidders who Bid in the Issue were required to confirm and are deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they were eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who was not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM,its associates and affIliates in their capacity as principals or agents maI engage in transactions with, and perform services for, our Company in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and its respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad, India only.

The Issue was made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Mutual Funds registered with the SEBI, VCFs, AIFs, public financial institutions as specified under Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporation, permitted national investment funds, NBFC-SIs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, permitted insurance companies and pension funds, insurance funds set up and managed by the army, navy or air force and insurance funds set up and managed by the Department of Posts, Government of India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

The Red Herring Prospectus did not constitute an invitation to subscribe to, offer to sell or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus has come is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Issue was made only pursuant to the Red Herring Prospectus for the Issue.

No person outside India was eligible to Bid for Equity Shares in the Issue unless that person had received the preliminary offering memorandum for the Issue, which contained the selling restrictions for the Issue outside India.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from 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 or any state securities laws in the United States, and unless so registered, 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus had been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, vide its in-principle approval dated February 17, 2025 is as follows:

"BSE Limited (the "Exchange") has given vide its letter dated February 17, 2025, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which the company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

1. *warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*

2. *warrant that the Company's securities will be listed or will continue to be listed on the Exchange; or*

3. *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of the NSE

As required, a copy of the Prospectus had been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, vide its in-principle approval dated February 17, 2025 is as follows:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4860 dated February 17, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through the Red Herring Prospectus and this Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. BSE is the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Issue Closing Date or such period as may be prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the prescribed rate in accordance with applicable law.

Consents

Consents in writing of (a) our Directors, our Company Secretary and Compliance Officer, the Statutory Auditor, Dun & Bradstreet, Kruti Mokani (independent chartered engineer), the legal counsel appointed for the Issue, the bankers to our Company, the BRLM and Registrar to the Issue, to act in their respective capacities, have been obtained; and (b) the Syndicate Members, Monitoring Agency, and Bankers to the Issue/Escrow Bank, Public Issue Bank, Sponsor Bank and Refund Bank to act in their respective capacities, were obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013. Further, such consents have not been withdrawn as on the date of this Prospectus.

Experts

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

Our Company has received the written consent dated April 22, 2025 from our Statutory Auditors holding a valid peer review certificate from ICAI to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated April 16, 2025 on our Restated Financial Information; and (ii) their report dated April 22, 2025 on the statement of special tax benefits available to the Company and its shareholders in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 17, 2025 from Kruti Mokani, independent chartered engineer to include its name as required under section 26 of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent chartered engineer with respect to the information certified by her and included in this

Prospectus, and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" herein shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not undertaken any public or rights issue since its incorporation.

Particulars regarding public or rights issues by listed subsidiaries or listed Promoter during the last five years and performance vis-à-vis objects

Our corporate Promoter is not listed on any stock exchange. Further, as on the date of this Prospectus, our Company does not have any subsidiaries.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since incorporation of our Company.

Capital issue by our Company, listed Group Companies, subsidiaries and associates during the previous three years

Our Company does not have any subsidiaries or associates. Except R&B Denims Limited, one of our Group Companies, which undertook a preferential issue of its securities, the details of which are set out in the section titled "*Group Companies*" on page 227, none of our other Group Companies are listed. For details in relation to the capital issuances by our Company since incorporation, see "*Capital Structure*" at page 94.

Exemption under securities laws

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

Price Information of past issues handled by the BRLM

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing
1.	S D Retail Limited	64.98	131.00	September 27, 2024	145.00	(+2.33%) (-7.63%)	+34.66% (-9.36%)	-28.63% (-9.59%)
2.	C2C Advanced Systems Limited	99.07	226.00	December 03, 2024	429.40	+279.27% (-1.10%)	66.79% (-9.53%)	N.A.
3.	Nisus Finance Services Co Limited	114.24	180.00	December 11, 2024	225.00	+174.47% (-4.79%)	104.50% (-9.09%)	N.A.
4.	Toss The Coin	9.17	182.00	December 17, 2024	345.80	+348.79 (-4.91%)	104.73% (-8.50%)	N.A.

	Limited							
5.	Anya Polytech and Fertilizers Limited	44.80	14.00	January 02, 2025	17.10	58.57% (-2.81%)	55.00% (-4.23%)	N.A.
6.	Parmeshwar Metal Limited	24.74	61.00	January 09, 2025	84.50	4.34% (0.31%)	1.85% (-4.37%)	N.A.
7.	B.R.Goyal Infrastructure Limited	85.21	135.00	January 14, 2025	135.75	-19.07% (-0.43%)	-18.89% (-1.75%)	N.A.
8.	H.M. Electro Mech Limited	27.74	75.00	January 31, 2025	81.00	-20.89% (-5.55%)	1.16% (+3.24%)	N.A.
9.	Solarium Green Energy Limited	105.04	191.00	February 13, 2025	202.00	18.93% (-3.03%)	50.60% (+6.58%)	N.A.
10.	Identixweb Limited	16.63	54.00	April 03, 2025	55.00	15.70% (+5.51%)	N.A.	N.A.

Note:

1. *The S&P NSE Sensex and NSE Nifty are considered as the Benchmark.*
2. *"Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30^{th}/ 90^{th}/180^{th} Calendar days from listing.*
3. *"Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30^{th}/ 90^{th}/180^{th} Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.*
4. *In case 30^{th}/ 90^{th}/180^{th} day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.*

MAIN BOARD IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing
1	Mamata Machinery Limited	179.35	243.00	December 27, 2024	600.00	72.74% (-3.31%)	+44.81% (-1.79%)	N.A.

SUMMARY STATEMENT OF DISCLOSURE – SME IPO

FY	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	1	16.63	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	24	1165.44	-	-	4	14	-	6	-	5	2	5	2	2
2023-24	21	770.18	-	-	3	13	3	2	-	2	2	15	1	1
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5

MAIN BOARD IPO

FY	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	NA													
2024-25	1	179.35	-	-	-	1	-	-	-	-	-	-	-	-
2023-24	NA													
2022-23														
2021-22														

Note: Listing date is considered for calculation of total number of IPO's in the respective financial year.

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the website of the BRLM mentioned below:

BRLM	Website
Beeline Capital Advisors Private Limited	https://beelinemb.com/

For further details in relation to the BRLM, see "*General Information – Book Running Lead Manager*" on page 88.

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 as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances.

All grievances, other than of Anchor Investors 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 ofthe sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blockedor the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bidssubmitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated ata uniform rate of ₹100 per day or 15% per annum of the Bid Amount for the entire duration of delay exceeding two Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuantto SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and amended by the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part ofany SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing whichthe concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of15 days. Further, in terms of SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In terms of the SEBI ICDR Master Circular and any subsequent circulars, as applicable, issued by SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares.

Separately, pursuant to the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock

Scenario	Compensation amount	Compensation period
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

For helpline details of the BRLM pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead Manager*" on page 88.

Bidders can contact the Company Secretary and Compliance Officer, the BRLM and/or the Registrar to the Issue in case o– any pre - Issu– or post - Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLM or the Registrar to the Issue, in the manner provided below.

All grievances in relation to the Bidding process, other than those of the Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Bidders shall also enclose a copy of the Acknowledgment Slipreceived from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such asthe name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date ofthe Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paidon submission of the Bid cum Application Form and the name and address of the BRLM with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission of any acts of Designated Intermediaries including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre -Issue or post - Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Our Company has obtained SCORES authentication in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 read with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and SEBI circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Our Company, the BRLM, and the Registrar to the Issue accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complyingwith its obligations under the SEBI ICDR Regulations.

Disposal of investor grievances by our Company

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer, and issue of duplicate shares.

Our Company has also appointed Seema Luniya, Company Secretary of our Company, as the compliance officer for the Issue. For details, "*General Information- Company Secretary and Compliance Officer*" on page 87.

Our Company has not received any investor complaint during the three years preceding the date of this Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Other confirmations

No person connected with the Issue, except for fees or commission for services rendered in relation to the Issue, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

There are no findings or observations pursuant to any inspections by SEBI, RBI, or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

SECTION VII: OFFER INFORMATION

TERMS OF THE ISSUE

Equity Shares being issued and Allotted pursuant to this Issue are subject to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Issue. The Equity Shares are also subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the IsIue.

The Issue

The Issue comprised of a Fresh Issue by our Company.

Expenses for the Issue were borne our Company in the manner specified in the section entitled "*Objects of the Issue - Issue Related Expenses*" on page 122.

Ranking of Equity Shares

The Equity Shares being offered and Allotted in the Issue are subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association and Articles of Association and rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of voting rights, dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "*Description of Equity Shares and Terms of Articles of Association*" on page 368.

Mode of Payment of Dividend

Our Company shall pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, 2013, the SEBI Listing Regulations, the Memorandum of Association and Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared after the date of Allotment in this Issue will be payable to the Allottees, for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 231 and 368, respectively.

Face Value, Issue Price and Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price is ₹ 216 per Equity Share. The Floor Price of the Equity Shares was ₹ 205 and the Cap Price of the Equity Shares was ₹ 216, being the Price Band. The Anchor Investor Issue Price was ₹ 216 per Equity Share. The Issue Price and the Anchor Investor Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

The Price Band and the minimum Bid Lot were decided by our Company, in consultation with the BRLM, and shall be published at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Financial Express, a widely circulated English national daily newspaper, all editions of Jansatta, a widely circulated Hindi national daily newspaper and Ahmedabad edition of Financial Express, a widely circulated Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located) and was made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price were pre-filled in the Bid-cum-Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 368.

Market Lot and Trading Lot and Allotment of Equity Shares in dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, the following tripartite agreements had been entered into amongst the Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated September 25, 2024 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated September 2, 2024 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of 69 Equity Shares, subject to a minimum Allotment of 69 Equity Shares. For the method of Basis of Allotment, see "*Issue Procedure*" on page 348.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Ahmedabad, India will have sole and exclusive jurisdiction in relation to this Issue.

Period of operation of subscription list

See "– *Bid/Issue Period*" on page 340.

Nomination facility to investors

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of the Equity Shares; or

• to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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 90 days, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
Bid/Issue Period

BID/ ISSUE OPENED ON	May 20, 2025[(1)]
BID/ ISSUE CLOSED ON	May 22, 2025 [(2)]

[(1)] *The Anchor Investor Bid/Issue Period was one Working Day prior to the Bid/Issue Opening Date., i.e., Monday, May 19, 2025.*

[(2)] *UPI mandate end time and date was at 5.00 p.m. on Bid/ Issue Closing Date.*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/ Issue Closing Date	Thursday, May 22, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday May 23, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Monday, May 26, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, May 26, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Tuesday, May 27, 2025

* *(i) In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), and the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from thedate on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI ICDR Master Circular. in case of delays in resolving investorgrievances in relation to blocking/unblocking of funds.*

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI ICDR Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

This above timetable is indicative in nature and does not constitute any obligation or liability on our Company or the BRLM.

While 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 Exchanges are taken within three Working Days of the Bid/ Issue Closing Date or such period as may be prescribed by the SEBI, the timetable may change due to various factors, such as any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submitreports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date or such other time as prescribed by SEBI,identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and thereasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("**IST**")
Bid/ Issue Closing Date*	
Submission of Bids	**Electronic Applications** i. Online ASBA through 3-in-1 accounts – Only between 10.00 a.m. and 5.00 p.m. IST. Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹5.00 lakhs – Only between 10.00 a.m. and 4.00m. IST. i. Syndicate Non-Retail, Non-Individual Applications – Only between 10.00 a.m. and 3.00 p.m. IST **Physical Applications** i. Bank ASBA – Only between 10.00 a.m. and 1.00 p.m. IST. Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹5.00 lakhs – Only between 10.00 a.m. and 12.00 p.m. IST and Syndicate members shall transfer such applications to banks before 1 p.m. IST.
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders Categories and modification/ cancellation of Bids byRetail Individual Bidders##	Only between 10.00 a.m. and 5.00 p.m. IST
Upward Revision of Bids by QIBs and Non-Institutional Investors categories##	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 4.00 p.m. IST
Upward or downward Revision of Bidsor cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 5.00 p.m. IST

#UPI mandate end time and date was at 5:00 pm on the Bid/ Issue Closing Date.

##QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

On the Bid/ Issue Closing Date, the Bids were required to be uploaded until:

(i) 4:00 p.m. IST for Bids by QIBs and Non-Institutional Investors; and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

The Registrar to the Issue submitted the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs unblocked such applications by the closing hours of the Working Day and submitted the confirmation to the BRLM and the RTA on a daily basis, in accordance with the SEBI RTA Master Circular.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amountis not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Issue Closing Date, and were advised to submit their Bids no later than prescribed time on the Bid/ Issue Closing Date. Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids are received on the Bid/ Issue Closing Date, some Bids might not get uploaded due to lack of sufficient time. Such Bids that could not be uploaded would not be considered for allocation under the Issue. Bids were accepted only during Working Days, during the Bid/ Issue Period.

Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids were not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries modified select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5.00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Issue, and (ii) a subscription in the Issue as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

Undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Restriction, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, lock-in of the Promoter's Contribution and the Anchor Investor lock-in in the Issue as detailed in "*Capital Structure*" on page 94, and except as provided in our Articles of Association as detailed in "*Description of Equity Shares and Terms of Articles of Association*" on page 368, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting. Further, there are no restrictions on transmission of any shares/debentures of our Company and on their consolidation or splitting, except as provided in our Articles of Association.

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue, at any time after the Bid/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 days of the withdrawal or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The Book Running Lead Manager through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers wherethe pre- Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the Book Running Lead Manager, withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. Notwithstanding theforegoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges,which our Company shall apply for after Allotment and within three Working Days of the Bid/ Issue Closing Date or such other time period as prescribed under Applicable Law, and (ii) the final RoC approval of this Prospectus after it is filed and/or submitted with the RoC.

ISSUE STRUCTURE

Issue of 67,08,000* Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 216 per Equity Share (including a premium of ₹ 206 per Equity Share) aggregating to ₹ 14,489.28* lakhs. The Issue shall constituted 25.18% of the post-issue paid-up Equity Share capital of our Company.

**Subject to finalisation of Basis of Allotment*.

The Issue was made through Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations as our Company does not meet the requirement specified under Regulation 6(1)(a) of the SEBI ICDR Regulations.

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation^ (2)	50,31,000* Equity Shares	10,06,200* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Investors	6,70,800* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Issue size available for Allotment/ allocation	Not less than 75% of the Issue was available for allocation to QIBs. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) was available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion were eligible for allocation in the remaining balance Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion was made available for allocation to other QIBs.	Not more than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Investors was available for allocation, out of which: (i) one-third of the portion available to Non-Institutional Investor was reserved for applicants with an application size of more than ₹ 2 lakhs and up to ₹ 10 lakhs; and (ii) two-third of the portion available to Non-Institutional Investors was reserved for applicants with application size of more than ₹ 10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified above was allocated to applicants in the other sub-category of Non-Institutional Investors	Not more than 10% of the Issue or Issue less allocation to Net QIBs and Non-Institutional Investors was available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed^	Proportionate as follows (excluding the Anchor Investor Portion): (a) 1,00,623* Equity Shares was available for allocation on a proportionate basis to Mutual Funds only; and (b) 19,11,834* Equity Shares was available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving	The Equity Shares were available for allocation to Non- Institutional Investors under the Non- Institutional Portion, shall be subject to the following: (i) One-third of the Non-Institutional Portion was available for allocation to Bidders	The allotment to each Retail Individual Bidder was be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, was Allotted on a proportionate basis. Please see, section titled "*Issue Procedure*" on page

Particulars	QIBs	Non-InstitutionalBidders	Retail IndividualBidders
	allocation as per Iabove. (c) 60% of theQIB Portion (of 30,18,543* Equity Shares) was allocated on a discretionary basis to Anchor Investors of which one-third was made available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	with an application size exceeding ₹2 lakhs and up to ₹10 lakhs; and (ii) Two-thirds of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹10 lakhs provided that the unsubscribed portion in either of the aforementioned sub-categories was allocated to applicants in the other sub- category of Non-Institutional Investors. The Allotment to each Non-Institutional Investor was be less than the minimum application size, subject to availability in the Non- Institutional Portion, and the remainder, if any, was allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.	348.
Mode of Bid*	ASBA only (excluding the UPI mechanism) except for Anchor Investors.	ASBA only (including the UPI mechanism for Bids up to ₹ 5 lakhs).	ASBA only (including the UPI mechanism)
Minimum Bid	Such number of Equity Shares and in multiples of 69 Equity Shares so that the Bid Amount exceeds ₹ 2 lakhs.	Such number of Equity Shares and in multiples of 69 Equity Shares so that the Bid Amount exceeds ₹ 2 lakhs.	69 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 69 Equity Shares, not exceeding the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits to each Bidder.	Such number of Equity Shares in multiples of 69 Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits.	Such number of Equity Shares in multiples of 69 Equity Shares so that the Bid Amount does not exceed ₹2 lakhs.
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	69 Equity Shares and in multiples of 69 Equity Shares thereafter		
Allotment Lot	A minimum of 69 Equity Shares and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Who can apply(3)	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial	Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name ofKarta), companies,corporate bodies, scientific institutions, societies,trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs	Non-InstitutionalBidders	Retail IndividualBidders
	development corporation, multilateral and bilateral development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs in accordance with applicable law and National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	which are recategorized as category II FPIs and registered with SEBI.	
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount was payable by the Anchor Investors at the time of submission of their Bids[4]. **In case of all other Bidders:** Full Bid Amount was blocked in the bank accountof the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank throughthe UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

^ *Subject to finalisation of Basis of Allotment*

**SEBI vide its SEBI ICDR Master Circular and circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for allcategories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked*

[1] Our Company, in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 1000 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 1,000 lakhs but up to ₹ 25,000 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 500 lakhs per Anchor Investor, and (iii) in case of allocation above ₹ 25,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 25,000 lakhs, and an additional 10 Anchor Investors for every additional ₹ 25,000 lakhs or part thereof will be permitted, subject to minimum allotment of ₹ 500 lakhs per Anchor Investor. An Anchor Investor made a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 1000 lakhs. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

[2] This Issue was made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Issue was available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion was allocated on a discretionary basis. Further, not more than 15% of the Issue wasavailable for allocation to Non-Institutional Investors, of which one-third of the Non-Institutional Portion wasavailable for allocation to Bidders with an application size exceeding ₹2 lakhs and up to ₹10 lakhs and two-thirds of the Non-Institutional Portion wasavailable for allocation to Bidders with an application size of more than ₹10 lakh and under- subscription in either of these two sub-categories of Non-Institutional Portion wasallocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, not more than 10% of the Issue wasavailable for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category, except the QIB Portion, could be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to valid Bids being received at or above the Issue Price and in accordance with applicable laws. Under-subscription, if any, in the QIB Portion was not be allowed to be met with spill-over from other categories or a combination of cories.

[3] In case of joint Bids, the Bid cum Application Form contained only the name of the first Bidder whose name also appeared as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder was required in the Bid cum Application Form and such first Bidder was deemed to have signed on behalf of the joint holders.

[4]Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price was payable by the Anchor

Investor Pay-In Date as indicated in the CAN. Bidders were required to confirm and were deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Note: Bidders were required to confirm and were deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

ISSUE PROCEDURE

All Bidders were required read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the "General Information Document") which highlighted the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders were required to 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 Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v)issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds;(xi) Designated Date;(xii) interest in case of delay in Allotment or refund; and (xiii) disposal of application.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till 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 Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), issued by SEBI, 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 Bids with timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). The applicability of UPI Phase II was extended from time to time. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") was implemented by SEBI, voluntarily for all public issues opening on or after September 1,2023 and has been made mandatory for all public issues opening on or after December 1, 2023. 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. Additionally, 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, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**UPI Streamlining Circular**") has instituted certain mechanisms towards the streamlining of applications made through the UPI Mechanism as well as redressal of investor grievances. The UPI Streamlining Circular came into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of the UPI Streamlining Circular are deemed to form part of this Prospectus. The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circular to the extent they relate to SEBI ICDR Regulations. Further the SEBI ICDR Master Circular has introduced certain additional measures for streamlining the process for initial public offers and redressing investor grievances.*

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.50 lakhs shall use the UPI Mechanism and provide their UPI ID in the Bid-cum-Application Form for bidding through Syndicate, sub- syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries *involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Bidders were advised to make their independent investigations and ensure that their Bids were submitted in accordance with applicable laws and did not exceed the investment limits or maximum number of the Equity Shares that coud be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Book Building Procedure

The Issue was made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Issue was available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue was available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹2.00 lakhs and up to ₹10.00 lakhs and two-thirds of the Non-Institutional Portion was available for allocation to Bidders with an application size of more than ₹1.00 lakhs and under-subscription in either of these two sub- categories of Non-Institutional Portion was allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Issue was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except the QIB Portion, was allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, was not allowed to be met with spill-over from any other category or a combination of categories. In case of an undersubscription in the Issue, the allocation of the Equity Shares will be in accordance with the procedure specified in the section *"Terms of the Issue – Minimum Subscription"* on page 342.

In accordance with Rule 19(2)(b) of the SCRR, the Issue constitutes at least 25.00% of the post Issue paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

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 and PAN, and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), as applicable, shall be treated as incomplete and will be liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Issue, subject to applicable law.

Phased implementation of UPI Mechanism

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and 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 ASBA) for applications by UPI Bidders through Designated 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 Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was applicable from July 1, 2019 and the continuation of this phase was extended until March 31, 2020 vide SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public 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 Iy SEBI.

The Issue was made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹0.20 lakhs to ₹0.50 lakhs for UPI based ASBA in initial public offerings.

For further details, please refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM**.**

Electronic registration of Bids

a. The Designated Intermediary registered the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries had also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

b. On the Bid/ Issue Closing Date, the Designated Intermediaries uploaded the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Prospectus.

c. Only Bids that were uploaded on the Stock Exchanges platform were considered for allocation/Allotment. The Designated Intermediaries modified select fields uploaded in the Stock Exchange platform during the Bid/Issue Period till 5.00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/ unblocks, time/network latency (if any) across intermediaries and any such processes having an impact/ bearing on the Issue bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus were available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office. Electronic copy of the Bid cum Application Forms was also available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

The Anchor Investor Application Forms was available at the offices of the BRLM.

All Bidders (other than Anchor Investors) compulsorily used the ASBA process to participate in the Issue. UPI Bidders shall Bid in the Issue through UPI Mechanism for submitting their bids to Designated Intermediaries and were allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors were not permitted to participate in this Issue through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) provided bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that did not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) was required to bid using the UPI Mechanism and provided the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID were liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID were liable for rejection.

Further, ASBA Bidders ensured that the Bids were submitted at the Bidding Centers only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp might be liable for rejection. UPI Bidders using UPI Mechanism, was required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account submited their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Issue, ensured that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount could be blocked therein. In order to ensure timely information to investors SCSBs were required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Issue is made under Phase III, (on a mandatory basis) ASBA Bidders submitted the ASBA Form in the manner below:

i RIIs (other than UPI Bidders) submitted their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii UPI Bidders submitted their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii QIBs and NIIs submitted their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Bid cum Application Forms for various categories was as follows:

Category	Colour of Bid cum Application Form
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

Notes:
Electronic Bid cum Application forms and the Abridged Prospectus was also made available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)
The Anchor Investor Application Forms was made available at the offices of the BRLM

In case of ASBA Forms, the relevant Designated Intermediaries uploaded the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) submitted/delivered the ASBA Forms (except Bid cumApplication Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder had a bank account and did not submit it to any non-SCSB bank or any Escrow Collection Bank. Pursuant to NSE circular dated July22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5 lakhs and NII & QIB bids above ₹2 lakhs through SCSBs only.

For UPI Bidders, the Stock Exchanges shared the Bid details (including UPI ID) with the Sponsor Bank ona continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who accepted the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI maintained an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions was with the concerned entity (i.e., the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank and the Bankers to the Issue provided the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs sent SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Stock Exchanges validated the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis through API integration and brought inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges allowed modification of either DP ID/Client ID or PAN ID, bank code and location code in the Biddetails already uploaded.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank initiated requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders accepted UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time lapsed.

The Sponsor Bank undertook a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and also ensured that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank undertook reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks downloaded UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI coordinated with issuer banks and Sponsor Bank on a continuous basis.

The Sponsor Bank and the issuer banks provided the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs sent SMS alerts as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism was released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular,in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date andexisting process of UPI bid entry by syndicate members, registrar to the issue and depository participants shall continue till further notice.

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shallbe discontinued.

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period upto 5:00 pm on the initial public offer closure day.

(d) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with lateststatus as RC 100 – Block Request Accepted by Investor/ Client.

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/ 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 for 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.

Participation by Promoters and members of the Promoter Group of the Company, the BRLM, associates and affiliates of the BRLM and the Syndicate Members

The BRLM and the Syndicate Members were not allowed to purchase/subscribe to the Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members purchased/subscribed to the Equity Shares in the Issue in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, where the allocationis on a proportionate basis and such subscription was on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, was treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLM or any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs other than individuals, corporate bodies andfamily offices sponsored by the entities which are associates of the BRLM) applied in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor was deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoters and members of the Promoter Group did not participate by applying for Equity Shares in the Issue. Furthermore, persons related to the Promoters and the Promoter Group did not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, was deemed to be a person related to a Promoter or member of the Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate was lodged alongwith the Bid cum Application Form. Failing this, the Company reserved the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds specifically stated names of the concerned schemes for which such Bids were made.

In case of a Mutual Fund, a separate Bid was made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund was not be treated as multiple Bids, provided that such Bids clearly indicated the scheme concerned for which the Bid was submitted.

No Mutual Fund scheme invested more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% was not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes owned more than10% of any company's paid-up share capital carrying voting rights**.**

Bids by Eligible NRIs

Eligible NRIs obtained copies of Bid cum Application Form from the offices of the Designated Intermediaries.Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange were considered for Allotment. Eligible NRIs applying on a repatriation basis authorised their respective SCSBs or confirmor accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts ("**NRE Account**") (including UPI ID, if activated), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis by using Resident Forms authorised their respective SCSBs or confirmed or accepted the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism were advised to enquire with the relevantbank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non- Residents (Blue in colour). Eligible NRIs bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents (White in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by a NRI or an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, was not considered for calculation of indirect foreign investment.

Eligible NRIs were permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts.

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Rules.

(a) In accordance with the FEMA 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 preferenceshares 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. Pursuant to the special resolution dated October 10, 2024, passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

(b) For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 367.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs were made in the individual name of the Karta. The Bidder/applicant specified that the Bid were being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ,where XYZ is the name of the Karta". Bids/applications by HUFs was considered at par with Bids/applicationsfrom individuals**.**

Bids by FPIs

In terms of the SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) was below 10% of our post-Issue Equity Share capital ona fully diluted basis. Further, in terms of the applicable FEMA Rules the total holding by each FPI or an investorgroup did not exceed 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis, as applicable and the aggregate holdings of all the FPIs, including any other direct and indirect foreign investmentsin our Company, did not exceed 24% of the total paid-up Equity Share capital on a fully diluted basis, as applicable.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company reserved theright to reject any Bid without assigning any reason. FPIs who wished to participate in the Issue were advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions specified under the FEMA Rules and as specified by the Government of India from time to time.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indiancompany is subject to certain limits, i.e. the individual holding of an FPI (including its investor group) were required to be restricted to below 10% of the total paid-up share capital of the company. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity share capital of our Company, on a fully diluted basis or10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group was re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor was required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under automatic route). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the applicable limits, SEBI, pursuant to its master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 and the SEBI RTA Master Circular, has directed that at the time of finalisation of the Basis of Allotment, the Registrar (i) used the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtained validation from Depositories for the FPIs/ FPI investor group 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. 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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments were issued only by persons registered as Category I FPIs;

(b) such offshore derivative instruments were issued only to persons eligible for registration as Category I FPIs;

(c) such offshore derivative instruments were issued after compliance with the 'know your client' normsas specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, was subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); including the conditions to deal in overseas direct instruments and (b) prior consent of the FPI was obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids received from FPIs bearing the same PAN was treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilized the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids were made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who did not utilize the MIM Structure, andbear the same PAN, were 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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Participation of FPIs in the Issue was subject to the FEMA Rules.

There was no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders were treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds and Venture Capital Funds

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations continued to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up.

Category I and II AIFs did not invest more than 25% of the corpus in one investee company. A category III AIF did not invest more than 10% of the corpus in one investee company. A VCF registered as a category I AIF,did not invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. The holding in any company by any individual VCF registered with SEBI did not exceed 25% of the corpus of the VCF. AVCF invested only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

Participation of AIFs and VCFs was subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM shall not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008,a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee was required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 was 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company did not exceed 20% of the bank's paid-up share capital and reserves. A banking company could hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition was through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank was required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Issue were required to comply with the terms of the circulars bearing no. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013, dated September 13, 2012 and January 2, 2013, respectively, issued by the SEBI. Such SCSBs were 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 was required to be used solely for the purpose of making application in public issues and clear demarcated funds was made available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI was attached to the Bid cum Application Form. Failing this, the Company, in consultation with BRLM, reserved the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("**IRDA Investment Regulations**") based on the investments in the equity sharesof a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, 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) and such other approvals as was required by the NBFC – SI, must be attached to the Bid-cum Application Form. Failing this, our Company, in consultation with the BRLM reserved the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue was required to comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC – SI shall be prescribed by RBI from time to time.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible

FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2500 lakhs (subject to applicable laws) and pension funds with a minimum corpus of ₹2500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws was lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserved the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLM, in their absolute discretion, reserved the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLM, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, with minimum corpus of ₹2500 lakhs, subject to applicable laws, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund was required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserved the right to reject any Bid, without assigning any reason therefore.

Bids by Anchor Investors

In accordance with the SEBI Regulations, the key terms for participation by Anchor Investors are provided below:

1) Anchor Investor Application Forms was made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.

2) The Bid was for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹1000 lakhs. A Bid was not submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bidsby individual schemes of a Mutual Fund were aggregated to determine the minimum application size of ₹1000 lakhs.

3) One-third of the Anchor Investor Portion was reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors was open one Working Day before the Bid/ Issue Opening Date.

5) Our Company, in consultation with the Book Running Lead Manager finalized allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion was not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹1000 lakhs; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1000 lakhs but up to ₹25,000 lakhs, subject to a minimum Allotment of ₹500 lakhs per Anchor Investor; and (c) in case of allocation above ₹25,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 lakhs, and an additional 10 Anchor Investors for every additional ₹25,000 lakhs, subject to minimum allotment of ₹500 lakhs per Anchor Investor.

6) Allocation to Anchor Investors was completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation was made available in the public domain by the Book Running Lead Managers before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors did not withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Issue Price was greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price was payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Issue Price was lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors was at the higher price, i.e., the Anchor Investor Issue Price and the difference amount was not to be refunded to the Anchor Investors.

9) Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.

10) Neither (a) the Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group applied under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion was not considered multiple Bids.

For more information, please read the General Information Document.

The above information was given for the benefit of the Bidders. Bidders were advised to make their independent investigations and ensure that any single Bid from them did not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus when filed.

In accordance with RBI regulations, OCBs did not participate in the Issue.

Information for Bidders

The relevant Designated Intermediary entered a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options was not considered as multiple Bids. It was the Bidder's responsibilityto obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary did not guarantee that the Equity Shares was allocated/Allotted. Such Acknowledgement Slip was non-negotiable and by itself did not create any obligation of any kind. When a Bidder revised his or her Bid, he /she surrendered the earlier Acknowledgement Slip and requested for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system was 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 BRLM were cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor did it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor did it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company, after filing the Red Herring Prospectus with the RoC, published a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Ahmedabad editions of Financial Express, a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running 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: (i) all editions of Financial Express, a widely circulated English national daily newspaper; (ii) all editions of Jansatta, a widely circulated Hindi national daily newspaper; and (iii) Ahmedabad editions of Financial Express a widely circulated Gujarati daily newspaper (Gujarati also being the regional language of Gujarat, where our Registered and Corporate Office is located).

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Underwriters, prior to the filing of the Prospectus with the RoC, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, has entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue.

(b) The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs could revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors were not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

(a) Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

(b) Ensure that you have Bid within the Price Band;

(c) Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form (with maximum length of 45 characters. Further, UPI Bidders must mention their UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

(d) UPI Bidders 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 Bidders 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;

(e) UPI Bidders Bidding using the UPI Mechanism in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

(f) Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

(g) Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and theBidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

(h) Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

(i) In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

(j) If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI- linked bank account holder, as the case may be);

(k) All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

(l) Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) inwhich the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as thefirst holder of the beneficiary account held in joint names;

(m) Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

(n) Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

(o) Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bidwas placed and obtain a revised acknowledgment;

(p) Except for Bids (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) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

(q) Ensure that the Demographic Details are updated, true and correct in all respects;

(r) Ensure that thumb impressions and signatures other than in the languages specified in the EighthSchedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

(s) Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding System of the Stock Exchanges;

(t) Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

(u) Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign andIndian laws;

(v) Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank prior to 5:00 pm of the Bid / Issue Closing Date;

(w) Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum 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, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

(x) Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned inthe Bid cum Application Form at the time of submission of the Bid;

(y) UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidders in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

(z) FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

(aa) UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Appion Form;

(bb) UPI Bidders, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalentto the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timelymanner.

(cc) Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM; and (dd) Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the website of the SEBI,is liable to be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019is liable to be rejected.

Don'ts:

(a) Do not Bid for lower than the minimum Bid size;

(b) Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

(c) Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

(d) Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or bystock invest;

(e) Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediaryonly;

(f) Anchor Investors should not Bid through the ASBA process;

(g) Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a locationother than the Bidding Centres;

(h) Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

(i) Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

(j) Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issuesize 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 underthe terms of the Red Herring Prospectus;

(k) Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;

(l) If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;

(m) Do not Bid for a Bid Amount exceeding ₹500,000 (for Bids by UPI Bidders);

(n) Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors) and ₹5,00,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

(o) Do not submit the General Index Register (GIR) number instead of the PAN;

(p) Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or providedetails for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

(q) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBAprocess;

(r) Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available forblocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

(s) Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or theBid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

(t) Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

(u) 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 Bids submitted by UPI Bidders;

(v) Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

(w) Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

(x) Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

(y) Do not submit more than one Bid cum Application Form per ASBA Account;

(z) Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

(aa) Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders);

(bb) Do not Bid if you are an OCB; and

(cc) Do not Bid for Equity Shares in excess of what is specified for each category.

For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information*" on page 86.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are notcomplied 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 our Chief Compliance Officer, Company Secretary and Head-Legal and Compliance. For details of Chief Compliance Officer, Company Secretary and Head-Legal and Compliance, see "*General Information*" on page 86.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID (General Information Document), Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹ 2 lakhs;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLM and the Registrar, shall ensure that thebasis 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 through the Issue 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 each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject tothe availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shallbe allotted on a proportionate basis.

Payment into Escrow Account for Anchor Investors

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT). For Anchor Investors, the payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(a) In case of resident Anchor Investors: "BORANA WEAVES LIMITED - ANCHOR RESIDENT"

(b) In case of non-resident Anchor Investors: "BORANA WEAVES LIMITED - ANCHOR NON- RESIDENT"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established asan arrangement between our Company, the Syndicate, the Bankers to the Issue and theRegistrar to the Issue to facilitate collection of Bid Amounts from Anchor Investors.

Undertakings by our Company

Our Company undertakes the following:

(a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(b) if Allotment is not made, refunds are not made to the Bidders or listing and trading approvals are not obtained within the prescribed time period under applicable law, the entire subscription amount receivedwill be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond theprescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

(c) That all steps will be taken 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 within three Working Days of the Bid/ Issue Closing Date or such other timeline as may be prescribed by SEBI;

(d) That funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;

(e) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within four Working Days from the Bid/ Issue Closing Date, or such time period as specified by SEBI, giving details of the bank where the refunds shall be credited along with the amount and the expected date of electronic credit of refund;

(f) The decisions with respect to the Price Band and the Minimum Bid lot as applicable, revision of Price Band, Issue Price, will be taken by our Company, in consultation with the BRLM.

(g) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements would be published. The Stock Exchanges shall be informed promptly;

(h) that if our Company, in consultation with the BRLM withdraw the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh DRHP with SEBI, in the event our Company subsequently decides to proceed with the Issue;

(i) No further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.; and

(j) That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investor.

Utilisation of Issue Proceeds

Our Board certifies that:

(a) details of all monies utilised out of the Issue 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

(b) details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its Iurities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹10 lakhs or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than nine months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakhs or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy Circular of 2020 ("**Consolidated FDI Policy**") and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries or departments of the Government of India and the RBI.

The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly, Department of Industrial Policy and Promotion) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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 (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country , 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 FDI 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. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the FEMA Rules and Consolidated FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in the manufacturing sector. However, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue.

For further details, see '*Issue Procedure*' on page 348.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information was given for the benefit of the Bidders. Our Company and the Book Running 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. Bidders are advised to make their independent investigations, have sought independent legal advice about its liability to participate in the Issue and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Issue or the disclosures required in this Prospectus has been omitted.

As on the date of this Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act and the securities laws, as applicable.

***Adoption of Articles of Association Vide Special Resolution Passed by the Members through Extra-Ordinary General Meeting held on October 10, 2024.**

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION*
OF
BORANA WEAVES LIMITED

CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:

a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'

b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

c) 'The Company' or 'This Company' means BORANA WEAVES LIMITED

d) 'Directors' means the Directors for the time being of the Company.

e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.

f) 'Members' means members of the Company holding a share or shares of any class.

g) 'Month' shall mean a calendar month.

h) 'Paid-up' shall include 'credited as fully paid-up'.

i) 'Person' shall include any corporation as well as individual.

j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.

k) 'Section' or 'Sec.' means Section of the Act.

l) Words importing the masculine gender shall include the feminine gender.

m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.

n) 'Special Resolution' means special resolution as defined by Section 114 in the Act.

o) 'The Office' means the Registered Office for the time being of the Company.

p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.

q) 'Proxy' includes Attorney duly constituted under a Power of Attorney.

3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

4. The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to haveIen declined.

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.

(**d)** After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

(a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and

(b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.

8. **(1)** The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the ss of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

9. Issue of further shares with disproportionate rights

Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

10. Not to issue shares with disproportionate rights

The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

11. Power to pay commission

The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

12. Liability of joint holders of shares

The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

13. Trust not recognised

Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognised any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

14. Issue other than for cash

a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

15. Acceptance of shares

An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

16. Member' right to share Certificates

1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:

a. One certificate for all his shares; or

b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.

2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.

3. Every certificate shall be under the signature of two Directors and/or the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and/or the Company Secretary of the Company or authorized official(s) of the Company.

17. One Certificate for joint holders

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

18. Renewal of Certificate

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

19. Splitting and consolidation of Share Certificate

The shares of the Company will be split up/consolidated in the following circumstances:

(i) At the request of the member/s for split up of shares in marketable lot.

(ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

20. Directors may issue new Certificate(s)

Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

21. Person by whom installments are payable

If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

22. Compny's lien on shares

The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

23. As to enforcing lien by sale

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

24. Authority to transfer

a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.

b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

25. Application of proceeds of sale

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

26. Calls

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

27. When call deemed to have been made

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

28. Length of Notice of call

Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

29. Sum payable in fixed installment to be deemed calls

If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

30. When interest on call or installment payable

If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

31. Sums payable at fixed times to be treated as calls

The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

32. Payment of call in advance

The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

33. Partial payment not to preclude forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency 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 herein after provided.

FORFEITURE OF SHARES

34. If call or installment not paid, notice may be given

If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such 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. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

35. Evidence action by Company against shareholders

On the trial or hearing of any action or suit brought by the Company against any shareholder 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 shareholders 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 made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

36. Form of Notice

The notice shall name a further day (not earlier than the expiration 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 shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

37. If notice not complied with, shares may be forfeited

If the requirements of any such notice as, aforementioned 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 forfeiture.

38. Notice after forfeiture

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

39. Boards' right to dispose of forfeited shares or cancelation of forfeiture

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

40. Liability after forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

41. Effect of forfeiture

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

42. Evidence of forfeiture

A duly verified declaration in writing that the declarant is a Director 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, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and 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.

43. Non-payment of sums payable at fixed times

The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

44. Validity of such sales

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the 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.

TRANSFER AND TRANSMISSION OF SHARES

45. Transfer

a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.

b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

46. Form of transfer

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

47. Board's right to refuse to register

The Board, May, at its absolute discretion and without assigning any reason, decline to register;

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve; or

2. Any transfer or transmission of shares on which the Company has a lien:

a. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

d. The provisions of this clause shall apply to transfers of stock also.

48. Further right of Board of Director to refuse to register

a. The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.

c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.

d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:

i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.

ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single ter to joint names.

iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.

iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.

v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).

49. Rights to shares on death of a member for transmission

a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

50. Rights and liabilities of person

1. 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 be required by the Board and subject as herein, after provided elect either

a. to be registered himself as a holder of the share or

b. to make such transfer of the share as the deceased or insolvent member could have made.

2. 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.

51. Notice by such a person of his election

a. If the person so becoming entitled shall elect to be registered as holder of the shares 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. All 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 of transfer had been signed by that member.

52. No transfer to infant, etc.

No transfer shall be made to an infant or a person of unsound mind.

53. Endorsement of transfer ad issue of certificate

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf

54. Custody of transfer

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

55. Register of members

a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure Register of members

b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

56. Company's right to register transfer y apparent legal owner

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

57. Alteration and consolidation, sub-division and cancellation of shares

The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

1. Increase its share capital by such amount as it thinks expedient by issuing new shares;

2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

3. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;

4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on 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 shares from which the reduced share is derived.

5. (a). Cancel shares which, at the date of 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.

(b). The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

58. Reduction of capital, etc. by Company

The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

a. its share capital;

b. any capital redemption reserve account; or

c. any share premium account.

SURRENDER OF SHARES

59. Surrender of shares

The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

60. Power of modify shares

The rights and privileges attached to each class of shares may be modified, commuted, affected, and abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

61. Set-off of moneys due to shareholders

Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

62. Conversion of shares

The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

63. Transfer of stock

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 that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

64. Right of stockholders

The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its 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.

65. Applicability of regulations to stock and stockholders

Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

66. DEMATERIALISATION OF SECURITIES

a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of beneficial owners.

e) Rights of depositories and beneficial owners:

i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

ii. Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purpose of these Articles.

k) Company to recognize the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

67. Annual General Meeting

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

68. Extraordinary General Meeting

1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

69. Extraordinary Meeting by requisition

a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

b. The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

70. Length of notice for calling meeting

A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

71. Accidental omission to give notice not to invalidate meeting

The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution ed at such meeting.

72. Special business and statement to be annexed

All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

73. Quorum

The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of member's upto 1000: 5 members personally present

Number of member's 1000-5000: 15 members personally present

Number of member's more than 5000: 30 members personally present

74. If quorum not present, when meeting to be dissolved and when to be adjourned

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

75. Chairman of General Meeting

The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

76. When Chairman is absent

If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

77. Adjournment of meeting

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

78. Questions at General Meeting how decided

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

79. Casting vote

In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

80. Taking of poll

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

81. In what cases poll taken without adjournment

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

82. Votes

a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

83. Business may proceed notwithstanding demand for poll

A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

84. **Joint holders**

In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

85. **Member of unsound mind**

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.

86. **No member entitled to vote while call due to Company**

No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

87. **Proxies permitted on polls**

On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

88. **Instrument of proxy**

a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and/or the Company Secretary of the Company or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

b. A body corporate (whether a company within the meaning of this Act or not) may:

1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorize such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;

2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

89. **Instrument of proxy to be deposited at the office**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

90. **Validity of vote by proxy**

A vote given in accordance with the terms of an instrument of proxy shall be valid not withstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

91. **Form of proxy**

Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

92. **Number of Directors**

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than not more than 15.

a) **Present Board of Directors**

i. Mr. Mangilal Ambalal Borana

ii. Mr. Ankur Mangilal Borana

iii. Mr. Rajkumar Mangilal Borana

iv. Mr. Kanav Sham Sunder Arora

v. Mr. Arvind Kumar Rathi

vi. Ms. Nikita Abhishek Soni

b) **Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer**

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.

93. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

94. **Qualification of Directors**

Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

95. **Director's remuneration**

a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.

d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

96. **Directors may act notwithstanding vacancy**

The continuing Directors may act not withstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:

97. **Chairman of the Board**

The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

98. **Casual vacancy**

If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

99. **Vacation of office by Directors**

The office of a Director shall be vacated if:

1. He is found to be unsound mind by a Court of competent jurisdiction;

2. He applies to be adjudicated as an insolvent;

3. He is an undischarged insolvent;

4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

5. He fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;

6. An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.

7. He has not complied with Subsection (3) of Section 152

8. He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.

9. He absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;

10. He acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.

11. He becomes disqualified by an order of a court or the Tribunal

12. He is removed in pursuance of the provisions of the Act,

13. Having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:

1. for thirty days from the date of the adjudication, sentence or order;

2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or

3. Where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

100. **Alternate Directors**

(a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.

(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

(c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Women Director

(d) The Directors shall appoint at least one woman director as per the requirements of section 149 of the Act.

Key Managerial Personnel

(e) Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

101. **Additional Directors**

The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

102. **Debenture**

Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

103. **Corporation/Nominee Director**

a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

b. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

104. Disclosure of interest of Directors

a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

c. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

105. Rights of Directors

Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

106. Directors to comply with Section 184

Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

107. Directors power of contract with Company

Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

108. Rotation and retirement of Directors

At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

109. Retiring Directors eligible for re-election

A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

110. **Which Directors to retire**

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

111. **Retiring Directors to remain in office till successors are appointed**

Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

112. Power of General Meeting to increase or reduce number of Directors

Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

113. **Power to remove Directors by ordinary resolution**

Subject to provisions of Section 169 the Company, by Ordinary Resolution, May at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

114. **Rights of persons other than retiring Directors to stand for Directorships**

Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

115. **Register of Directors and KMP and their shareholding**

The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

116. **Business to be carried on**

The business of the Company shall be carried on by the Board of Directors.

117. **Meeting of the Board**

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

118. **Director may summon meeting**

A Director may at any time request the Secretary to convene a meeting of the Directors and Shorter Notice or seven days' notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

119. **Question how decided**

a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

120. **Right of continuing Directors when there is no quorum**

The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

121. **Quorum**

The quorum for a meeting of the Board 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 is equal to or exceeds 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. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

122. **Election of Chairman to the Board**

If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board 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 the Chairman of the meeting.

123 **Chairman Emeritus**

A. **(1)** Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.

(2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.

(3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.

(4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

(5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.

(6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

124. **Power to appoint Committees and to delegate**

a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

Delegation of powers

b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

125. **Proceedings of Committee**

The meeting and proceedings of any such Committee 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 not superseded by any regulations made by the Directors under the last proceeding Article.

126. **Election of Chairman of the Committee**

a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

127. **Question how determined**

a. A Committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

128 **Acts done by Board or Committee valid, notwithstanding defective appointment, etc.**

. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS

130. **General Powers of Company vested in Directors**

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

131. **Attorney of the Company**

The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and/or the Company Secretary of the Company, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

132. **Power to authorise sub delegation**

The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

133. **Directors' duty to comply with the provisions of the Act**

The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

134. **Special power of Directors**

In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

135. **To acquire and dispose of property and rights**

a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

To pay for property in debentures, etc.

b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgages

c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

To appoint officers, etc.

d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give security by way of indemnity

i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company’s property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give commission

j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

To set aside profits for provided fund

m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

136. **Managing Director**

a. Subject to the provisions of Section 196,197, 2(94), 203 of the Act, the following provisions shall apply:

b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

137. **Whole-time Director**

1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

138. Secretary

The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as May, from time to time, be delegated or entrusted to him by the Board.

139. **Powers as to commencement of business**

Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

140. **Delegation of power**

Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

141. **Borrowing Powers**

a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

142. **Assignment of debentures**

Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

143. **Terms of debenture issue**

a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgage lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.

e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

144. **Charge on uncalled capital**

Any uncalled capital of the Company may be included in or charged by mortgage or other security.

145. **Subsequent assignees of uncalled capital**

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

146. **Charge in favour of Director of indemnity**

If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

147. **Powers to be exercised by Board only at meeting**

a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

(*a*) To make calls on shareholders in respect of money unpaid on their shares;

(*b*) To authorise buy-back of securities under section 68;

(*c*) To issue securities, including debentures, whether in or outside Iia;

(*d*) To borrow monies;

(*e*) To invest the funds of the company;

(*f*) To grant loans or give guarantee or provide security in respect of loans;

(*g*) To approve financial statement and the Board's report;

(*h*) To diversify the business of the company;

(*i*) To approve amalgamation, merger or reconstruction;

(*j*) To take over a company or acquire a controlling or substantial stake in another company;

(k) To make political contributions;

(l) To appoint or remove key managerial personnel (KMP);

(m) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

(n) To appoint internal auditors and secretarial auditor;

(o) To take note of the disclosure of director's interest and shareholding;

(p) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

(q) To invite or accept or renew public deposits and related matters;

(r) To review or change the terms and conditions of public deposit;

(s) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.

(t) Such other business as may be prescribed by the Act.

b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

148. **Register of mortgage to be kept**

The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

149. **Register of holders of debentures**

Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

150. **Inspection of copies of and Register of Mortgages**

The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

151. **Supplying copies of register of holder of debentures**

The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

152. Right of holders of debentures as to Financial Statements

Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

153. Minutes

a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

154. Managing Director's power to be exercised severally

All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

155. Manager

Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

DIVIDENDS AND RESERVES

156. Rights to Dividend

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

157. Declaration of Dividends

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

158. What to be deemed net profits

The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

159. Interim Dividend

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.

160. Dividends to be paid out of profits only

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

161. Reserve Funds

a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper 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 equalising 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, think fit.

b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

162. **Method of payment of dividend**

a. Subject to the rights of persons, if any, entitled to share 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.

b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

163. **Deduction of arrears**

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 in relation to the shares of the Company or otherwise.

164. **Adjustment of dividend against call**

Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

165. **Payment by cheque or warrant**

a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly 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 in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

166. **Retention in certain cases**

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

167. Deduction of arrears

Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

168. Notice of Dividends

Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

169. Dividend not to bear interest

No dividend shall bear interest against the Company.

170. Unclaimed Dividend

No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

171. Transfer of share not to pass prior Dividend

Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

172. Capitalisation of Profits

a. The Company in General Meeting, may on the recommendation of the Board, resolve:

1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and

2. That such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:

1. Paying up any amount for the time being unpaid on any share held by such members respectively;

2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or

3. Partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

173. **Powers of Directors for declaration of Bonus**

a. whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and

2. Generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;

2. 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 the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

174. **Books of account to be kept**

a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any Director during business hours.

175. **Where books of account to be kept**

The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

176. **Inspection by members**

The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

177. **Statement of account to be furnished to General Meeting**

The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

178. **Financial Statements**

Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

179. Authentication of Financial Statements

a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.

b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

180. Auditors Report to be annexed

The Auditor's Report shall be attached to the financial statements.

181. Board's Report to be attached to Financial Statements

a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.

b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.

d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.

e. The Board shall have the right to charge any person not being a Director with the duty of seeing thaIhe provisions of Sub-clauses (a) to (e) of this Article are complied with.

182. Right of member to copies of Financial Statements

The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

183. Annual Returns

The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

184. Accounts to be audited

a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.

d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.

f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

185. Audit of Branch Offices

The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

186. Remuneration of Auditors

The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

187. Rights and duties of Auditors

a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.

b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:

1. In the case of the Balance Sheet, of the state of affairs as at the end of the financial year and

2. In the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

d. The Auditor's Report shall also state:

(a) Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) Whether the company's balance sheet and profit and loss account dealt with in the report are in agreemI with the books of account and returns;

(e) Whether, in his opinion, the financial statements comply with the accounting standards;

(f) The observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

(g) Whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;

(h) Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

(i) Whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

(j) Whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

(l) Whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

188. Accounts whether audited and approved to be conclusive

Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

189. Service of documents on the Company

A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

190. **How documents to be served to members**

a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

c. Where a document is sent by post:

i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

191. **Members to notify address in India**

Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

192. **Service on members having no registered address in India**

If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

193. **Service on persons acquiring shares on death or insolvency of members**

A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

194. **Notice valid though member deceased**

Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

195 **Persons entitled to Notice of General Meeting**

Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

(*a*) Every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(b) The auditor or auditors of the company; and

(*c*) Every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

196. **Advertisement**

a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.

b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

197. **Transference, etc. bound by prior notices**

Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

198. **How notice to be signed**

Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

199. **Authentication of document and proceeding**

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

201. **Winding up**

Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

202. **Division of assets of the Company in specie among members**

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

203. **Directors' and others' right to indemnity**

a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall incurable all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

204. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

205. **a.** No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

206. **a**. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so.

b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

BUY-BACK OF SHARES

207. 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 AUTHORITY

208. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been executed, entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, were attached to the copy of the Red Herring Prospectus and the Prospectus to be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office, between 10.00 am and 5.00 pm on all Working Days and were also made available at the website of our Company at www.boranagroup.in, from the date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/Issue Closing Date).

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act, 2013 and other applicable law.

Material Contracts to the Issue

1. Issue Agreement dated November 16, 2024 entered into among our Company and the BRLM.
2. Registrar Agreement dated November 11, 2024 entered into among our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated May 14, 2025 entered into among our Company, the BRLM, the Syndicate Members, Bankers to the Issue and the Registrar to the Issue.
4. Syndicate Agreement dated May 14, 2025 entered into among our Company, BRLM, Syndicate Members and the Registrar to the Issue.
5. Monitoring Agency Agreement dated April 22, 2025 entered into among our Company and the Monitoring Agency.
6. Underwriting Agreement dated May 22, 2025 entered into among our Company and the Underwriters.

Material Documents in relation to the Issue

1. Certified copies of updated Memorandum of Association and Articles of Association of our Company as amended until date.
2. Certificate of incorporation dated October 28, 2020, in the name of 'Borana Weaves Private Limited'.
3. Fresh certificate of incorporation dated September 24, 2024 consequent upon change of name of our Company pursuant to its conversion to a public limited company.
4. Resolution passed by our Board in relation to the Issue and other related matters dated October 05, 2024.
5. Resolution passed by our Shareholders in relation to the Issue and other related matters dated October 10, 2024.
6. Resolution of the Board of Directors dated November 16, 2024 approving the Draft Red Herring Prospectus for filing with the SEBI and the Stock Exchanges.
7. Resolution of the Board of Directors dated May 14, 2025 approving the Red Herring Prospectus for filing with the SEBI, RoC and the Stock Exchanges.
8. Resolution of the Board of Directors dated May 22, 2025 approving this Prospectus for filing with the SEBI, RoC and the Stock Exchanges.
9. Resolution of the Audit Committee dated May 14, 2025 approving the KPIs.
10. Certificates dated May 14, 2025, respectively, issued by M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), our Statutory Auditors, with respect to the (a) working capital requirements; (b) contribution of top customers and suppliers, (c) geographical wise purchases, (d) outstanding dues to creditors and MSMEs, (e) financial indebtedness, (f) fund deployment certificate, (g) other financial information (h) remuneration to Directors, KMPs and members of the Senior Management, (i) related party transactions, (j) product-wise and geography-wise bifurcation, (k) defaults and non- payment of statutory dues and (l) key performance indicators of the Company.
11. Certificates dated May 22, 2025, respectively, issued by M/s. KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), our Statutory Auditors, with respect to the (a) average cost of acquisition of shares

by the Promoters and weighted average price at which equity shares of the Company were acquired; (b) Basis for Issue Price, and (c) capitalisation statement

12. Valuation report dated March 31, 2022, issued by AAA Valuation Professionals LLP, Registered Valuer (Registration no. IBBI/RV-E/0/2019/104).

13. Appointment letter of the Managing Director dated September 30, 2024 entered into between our Company and Mangilal Ambalal Borana.

14. Board Resolution approving the appointment and terms of appointment of Ankur Mangilal Borana as the Executive Director dated September 25, 2024.

15. Board Resolution approving the appointment and terms of appointment of Rajkumar Mangilal Borana as the Executive Director dated September 25, 2024.

16. Copies of annual reports of our Company for the last three Fiscals, *i.e.*, Fiscals 2024, 2023 and 2022.

17. Consent letter from our Statutory Auditors dated April 22, 2025, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated April 16, 2025 on our Restated Financial Information; and (ii) their report dated April 22, 2025 on the statement of special tax benefits available to the Company and its shareholders in this Prospectus.

18. Written consent dated April 17, 2025 from Kruti Mokani, an independent chartered engineer, to include their name as required under the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an 'expert' under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them. Such consent has not been withdrawn up to the time of delivery of this Prospectus.

19. Certificate dated April 17, 2025 from Kruti Mokani, an independent chartered engineer, in relation to the Manufacturing Units of our Company.

20. Certificate dated April 22, 2025 from Patel Consultancy, a labour consultant, in relation to the payment of statutory dues of our Company.

21. Industry report on "*Synthetic Readymade Garments and Synthetic Grey Fabric*" dated April 14, 2025, prepared by Dun & Bradstreet, available on our Company's website at www.boranagroup.in.

22. Report titled "*Project Cost Vetting Report*" dated April 11, 2025 issued by Dun and Bradstreet, available on our Company's website at www.boranagroup.in.

23. Consent letter dated April 17, 2025 from Dun & Bradstreet with respect to the D&B Report.

24. Consent letter dated April 17, 2025 from Dun & Bradstreet with respect to the Project Cost Vetting Report.

25. Statement of Special Tax Benefits dated April 22, 2025 issued by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), our Statutory Auditors.

26. Examination Report dated April 16, 2025 on our Restated Financial Information issued by KSA & Co., Chartered Accountants (Firm Registration Number: 003822C), our Statutory Auditors.

27. Written consent of our Directors, our Promoters, our Company Secretary and Compliance Officer, our Chief Financial Officer, members of our Senior Management, Bankers to our Company, the BRLM, the Syndicate Members, legal counsel appointed for the Issue, Registrar to the Issue, independent chartered engineer, Monitoring Agency, Escrow Collection Bank, Public Issue Bank, Refund Bank, Sponsor Bank, as referred to in their specific capacities.

28. In-principle listing approvals dated February 17, 2025 issued by BSE and NSE, respectively.

29. Tripartite Agreement dated September 27, 2024 among our Company, CDSL and the Registrar to the Issue.

30. Tripartite Agreement dated September 25, 2024 among our Company, NSDL and the Registrar to the Issue.

31. Due diligence certificate dated November 16, 2024 to SEBI from the BRLM.

32. SEBI observation letter no. SEBI/HO/CFD/RAC-DIL2/P/OW/2025/7563/1 dated March 7, 2025.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mangilal Ambalal Borana

(Chairman and Managing Director)

Date: May 22, 2025

Place: Surat

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ankur Mangilal Borana

(Executive Director and Chief Executive Officer)

Date: May 22, 2025

Place: Surat

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Rajkumar Mangilal Borana

(Executive Director and Chief Financial Officer)

Date: May 22, 2025

Place: Surat

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kanav Shayamsunder Arora

(Independent Director)

Date: May 22, 2025

Place: Surat

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Arvind Kumar Rathi

(Independent Director)

Date: May 22, 2025

Place: Surat

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nitika Abhishek Soni

(Independent Director)

Date: May 22, 2025

Place: Surat