*(Please scan this QR code to view this Draft Red Herring Prospectus)*

**DRAFT RED HERRING PROSPECTUS**
**100% Book Built Issue**
**Dated: September 28, 2026**
***Please read Section 26 and 32 of the Companies Act, 2013***
***(This Draft Red Herring Prospectus***
***will be updated upon filing with the RoC)***

# PARSWAM FASHION LIMITED
## CORPORATE IDENTITY NUMBER: CIN: U14101GJ2024PLC152215

| REGISTERED OFFICE | CONTACT PERSON | TELEPHONE AND EMAIL | WEBSITE |
|---|---|---|---|
| Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. | **Kritika Gadiya**<br>Company Secretary and Compliance Officer | Tel. No: +91 9898943488<br>Email Id: theparswam@gmail.com | www.parswam.com |

**PROMOTERS OF OUR COMPANY: ANAND BOHRA, ARVIND BOHRA, PALAK BOHRA, GARIMA JAIN AND ADITYA BOHRA**

**DETAILS OF THE ISSUE**

| TYPE | FRESH ISSUE SIZE (IN ₹ LAKHS) | OFFER FOR SALE | TOTAL ISSUE SIZE (IN ₹ LAKHS) | ELIGIBILITY AND SHARE RESERVATION AMONGST QIBS, NIIS AND IIS |
|---|---|---|---|---|
| Fresh Issue | Upto 31,10,400^ Equity Shares aggregating up to ₹ [●] lakhs | Not Applicable | Upto 31,10,400^ Equity Shares aggregating up to ₹ [●] Lakhs | The issue is being made in terms of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 through Book Building Process in accordance with Regulation 229 (2) and 253(1)(2) of the SEBI ICDR Regulations. For further details, see ***"Other Regulatory and Statutory Disclosures - Eligibility of the Issue"*** on page 290. For details in relation to share reservation among QIBs, NIIs and IIs, see ***"Issue Structure"*** on page 315 |

*^Subject to finalisation of basis of allotment*

**DETAILS OF OFFER FOR SALE**

| NAME OF THE SELLING SHAREHOLDER | TYPE | NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ lakhs) | WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) |
|---|---|---|---|
| Not Applicable | | | |

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager in accordance with SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of Book Building process as stated in chapter titled ***"Basis for Issue Price"*** beginning on Page 103, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this 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 issued 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled ***"Risk Factors"*** beginning on page no. 22 of this Draft Red Herring Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**

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

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

| NAME AND LOGO | CONTACT PERSON | EMAIL AND TELEPHONE |
|---|---|---|
| **Galactico Corporate Services Limited** | Imran G. Mundhi/ Rohit S. Joisar | **E-mail:** imran.gm@galacticocorp.com<br>**Telephone:** +91 90828 51107/ +91 97733 31666 |

**REGISTRAR TO THE ISSUE**

| NAME AND LOGO | CONTACT PERSON | EMAIL AND TELEPHONE |
|---|---|---|
| **Kfin Technologies Limited** | M. Williams R | **Email Id:** parswam.ipo@kfintech.com<br>**Telephone:** +91 40 6716 2222 /1800 309 4001 |

| BID/ ISSUE PERIOD | | |
|---|---|---|
| **ANCHOR INVESTOR BIDDING ISSUE PERIOD OPENS ON* [●]** | **BID / ISSUE OPENS ON * [●]** | **BID / ISSUE CLOSES ON **# [●]** |

** Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Issue Opening Date.*
*** Our Company, in consultation with the BRLM, may decide to close the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.*
*# The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Issue Closing Day.*

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**DRAFT RED HERRING PROSPECTUS**
**100% Book Built Issue**
**Dated: September 28, 2026**
***Please read Section 26 and 32 of the Companies Act, 2013***
***(This Draft Red Herring Prospectus***
***will be updated upon filing with the RoC)***

**PARSWAM FASHION LIMITED**

Our Company was originally formed as a partnership firm under the name 'M/s Siddhi Vinayak Creation ("Partnership Firm") pursuant to a deed of partnership dated January 1, 2018 under the Indian Partnership Act, 1932 ("Partnership Act"). Thereafter, was converted from partnership firm into a private limited company in the name of 'Parswam Fashion Private Limited' under the provisions of Companies Act, 2013, vide certificate of incorporation dated June 5, 2024, issued by the Registrar of Companies, Central Registration Centre. Further, pursuant to a resolution of our Board dated June 05, 2024 and a resolution of our shareholders dated July 3, 2024, our Company was converted into a public limited company under the Companies Act, 2013 and consequently the name of our Company was changed to "Parswam Fashion Limited", and a fresh certificate of incorporation dated August 29, 2024 was issued by the Registrar of Companies, Central Processing Centre.

For details pertaining to the changes of name of our company, and change in registered office please refer to the chapter titled ***"History and Corporate Structure"*** on page no. 177 of this Draft Red Herring Prospectus.

**Registered Office**: Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India.
**Tel. No.**: +91 9898943488; **E-mail:** theparswam@gmail.com; **Website:** www.parswam.com
**Company Secretary and Compliance Officer:** Kritika Gadiya

**PROMOTERS OF OUR COMPANY: ANAND BOHRA, ARVIND BOHRA, PALAK BOHRA, GARIMA JAIN AND ADITYA BOHRA**

**INITIAL PUBLIC OFFER OF UPTO 31,10,400^ EQUITY SHARES OF FACE VALUE OF ₹10/- EACH ("EQUITY SHARES") OF PARSWAM FASHION LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹[●] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID- UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND GUJARATI EDITION OF [●], REGIONAL NEWSPAPER (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO SME PLATFORM OF BSE LIMITED ("BSE SME") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.**

*^Subject to finalisation of basis of allotment*

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank, as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be 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. 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. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of such portion was reserved for applicants with application size of more than 2 lots and up to such lots equivalent to not more than ₹ 10,00,000 and (b) two-third of such portion was reserved for applicants with application size of more than ₹ 10,00,000 provided that the unsubscribed portion in either of such subcategories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of IBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see ***"Issue Procedure"*** beginning on page 319 of this Draft Red Herring Prospectus, the words "retail individual investors" shall be read as words "individual investors who applies for minimum application size".

## RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager in accordance with SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of Book Building process as stated in chapter titled ***"Basis for Issue Price"*** beginning on Page 103 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this 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 issued 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled ***"Risk Factors"*** beginning on Page 22 of this Draft Red Herring Prospectus.

## COMPANY'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

## LISTING

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

| BOOK RUNNING LEAD MANAGER | REGISTRAR TO THE ISSUE |
|---|---|
| **Galactico Corporate Services Limited**<br>Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30A, Opp. Sanpada Rly. Stn., Vashi Navi Mumbai – 400703.<br>**Telephone:** +91 90828 51107/ +91 97733 31666<br>**E-mail:** imran.gm@galacticocorp.com<br>**Investors Grievance e-mail:** imran.gm@galacticocorp.com<br>**Contact Person:** Imran G. Mundhi/ Rohit S. Joisar<br>**Website:** **www.galacticocorp.com**<br>**SEBI Registration Number:** INM000012519 | **Kfin Technologies Limited**<br>**Address:** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai-400070, Maharashtra, India<br>**Telephone:** +91 40 6716 2222 /1800 309 4001<br>**Email Id:** parswam.ipo@kfintech.com<br>**Investors Grievance Id**: einward.ris@kfintech.com<br>**Contact Person:** M. Williams R<br>**Website:** www.kfintech.com<br>**SEBI Registration Number**: INR000000221 |

**ISSUE PROGRAMME***

| ANCHOR INVESTOR BIDDING DATE * [●] | BID / ISSUE OPENS ON * [●] | BID / ISSUE CLOSES ON **# [●] |
|---|---|---|

** Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Issue Opening Date.*

*** Our Company, in consultation with the BRLM, may decide to close the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.*

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

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**Table of contents**


**SECTION I – GENERAL ..... 1**

DEFINITIONS AND ABBREVIATIONS ..... 1

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY & MARKET DATA AND CURRENCY OF PRESENTATION ..... 18

FORWARD- LOOKING STATEMENTS ..... 20

**SECTION II - RISK FACTORS ..... 22**

**SECTION III – INTRODUCTION ..... 55**

SUMMARY OF FINANCIAL INFORMATION ..... 55

SUMMARY OF CONTINGENT LIABILITIES AND COMMITMENTS ..... 59

SUMMARY OF RELATED PARTY TRANSACTIONS ..... 60

THE ISSUE ..... 64

GENERAL INFORMATION ..... 66

CAPITAL STRUCTURE ..... 77

**SECTION IV – PARTICULARS OF THE OFFER ..... 92**

OBJECTS OF THE ISSUE ..... 92

BASIS FOR ISSUE PRICE ..... 103

STATEMENT OF SPECIAL TAX BENEFIT ..... 111

**SECTION V – ABOUT THE COMPANY ..... 116**

INDUSTRY OVERVIEW ..... 116

OUR BUSINESS ..... 148

KEY INDUSTRY REGULATIONS AND POLICIES ..... 167

HISTORY AND CERTAIN CORPORATE MATTERS ..... 177

OUR MANAGEMENT ..... 181

OUR PROMOTER AND PROMOTER GROUP ..... 196

OUR GROUP COMPANY ..... 203

DIVIDEND POLICY ..... 204

**SECTION VI - FINANCIAL INFORMATION ..... 205**

RESTATED FINANCIAL STATEMENTS ..... 205

OTHER FINANCIAL STATEMENTS ..... 261

FINANCIAL INDEBTEDNESS ..... 262

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ..... 264

CAPITALISATION STATEMENT ..... 280

**SECTION VII - LEGAL AND OTHER INFORMATION ..... 281**

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS ..... 281

GOVERNMENT AND OTHER APPROVALS ..... 286

OTHER REGULATORY AND STATUTORY DISCLOSURES ..... 290

**SECTION VIII- ISSUE RELATED INFORMATION ..... 304**

TERMS OF THE ISSUE ..... 304

ISSUE STRUCTURE ..... 315

ISSUE PROCEDURE ..... 319

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES ..... 352

**SECTION IX - MAIN PROVISIONS OF THE ARTICLE OF ASSOCIATION ..... 354**

**SECTION X - OTHER INFORMATION ..... 367**

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION ..... 367

DECLARATION ..... 369

## SECTION I – GENERAL

## DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring 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. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, Issue related terms used but not defined in this Draft Red Herring Prospectus and Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.*

*Notwithstanding the foregoing, the terms used in the sections **"Industry Overview"**, **"Key Regulations and Policies"**, **"Statement of Possible Special Tax Benefits"**, **"Financial Information"**, **"Basis for Issue Price"**, **"Outstanding Litigation and Material Developments"** and **"Main Provisions of the Articles of Association"** beginning on 116, 167, 111, 205, 103, 281, and 354 respectively, of this DRHP shall have the meaning ascribed to them in the relevant section.*

### GENERAL TERMS

| Term | Description |
|---|---|
| "Parswam Fashion Limited", "Our Company", "the Company", "the Issuer" | Parswam Fashion Limited, a public limited company incorporated in India under the Companies Act, 2013 having its Registered Office at Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. |
| "we", "us" and "our" | Unless the context otherwise indicates or implies, refers to our Company. |
| "you", "your" or "yours" | Prospective investors in this Issue |

### COMPANY RELATED TERMS

| Term | Description |
|---|---|
| AOA /Articles of Association / Articles | The Articles of Association of our Company, as amended, from time to time. |
| Audit Committee | The audit 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 – Committees of our Board of Directors – Audit Committee"*** on page 181 of this DRHP. |
| Auditor / Statutory Auditor | Rajeshkumar P Shah & Co., Chartered Accountants having their office at 25 Swastik Chambers, Nr. C.U. Shah College, Nr. Navjivan Press Lane, Income Tax, Ahmedabad - 380 014, Gujarat, India. Chartered Accountants Firm Registration No. 129110W and Peer Review Numbers. 017566. |
| Board of Directors/ the Board/ our Board | The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof. For further details of our directors, please refer to section titled ***"Our Management"*** beginning on page 181 of this Draft Red Herring Prospectus. |
| Chairman and Managing Director | The Chairman and Managing Director of our Company being, Mr. Anand Bohra. For further details, see ***"Our Management"*** on page 181. |
| Chief Financial Officer/CFO | Chief financial officer of our Company being, Arvind Bohra. For details, see ***"Our Management"*** on page 181 of this DRHP. |
| Company Secretary and Compliance Officer | Company Secretary and Compliance Officer of our Company being, Mrs. Kritika Gadiya. For details, see ***"Our Management"*** beginning on page 181 of this DRHP. |

| Term | Description |
|---|---|
| Corporate Social Responsibility Committee | Corporate Social Responsibility 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 – Committees of our Board of Directors – Corporate Social Responsibility Committee"*** on page 181 of this DRHP |
| Companies Act | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force. |
| CIN | Corporate Identification Number of our company i.e. U14101GJ2024PLC152215 |
| Director(s) | Directors on our Board as described in ***"Our Management"***, beginning on page 181 of this DRHP. |
| Equity Shares | The equity shares of our Company of face value of ₹ 10.00 each. |
| Executive Directors | Executive Directors of our Company as appointed from time to time. |
| Independent Directors | Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see ***"Our Management"*** beginning on page 181 of this DRHP. |
| ISIN | International Securities Identification Number. In this case being INE12XF01015. |
| KMP/Key Managerial Personnel | Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as applicable and as further disclosed in ***"Our Management- Key Managerial Personnel of our Company"*** on page 181 of this DRHP. |
| Materiality Policy | The policy adopted by our Board of Directors on August 11, 2026, for identification of material: (a) material outstanding litigation proceedings; (b) Group Company(ies); and (c) outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulation, 2025 as amended from time to time. |
| MoA/ Memorandum of Association | The Memorandum of Association of our Company, as amended, from time to time. |
| Nomination and Remuneration Committee | Nomination and remuneration 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 – Committees of our Board of Directors – Nomination and Remuneration Committee"*** on page 181 of this DRHP. |
| "NRIs" / "Non-Resident Indian" | A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Non-Executive Director(s) | Non-executive directors on our Board, as described in **"*Our Management*"**, beginning on page 181 of this DRHP. |
| Promoter(s) | The promoters of our Company, being Anand Bohra, Arvind Bohra, Palak Bohra, Garima Jain and Aditya Bohra. For details, see ***"Our Promoter and Promoter Group"*** on page *196* of this DRHP. |
| Promoter Group | Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in ***"Our Promoter and Promoter Group"*** on page *196* of this DRHP. |
| Registered Office | Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. |
| Restated Financial Statements/ Restated Financial Information | The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows for the financial year ended on March 31, 2026, March 31, 2025 and March 31, 2024 and along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. |
| RoC/Registrar of | Registrar of Companies, Ahmedabad at Gujarat. |

| Term | Description |
|---|---|
| Companies | |
| Shareholder(s) | Shareholders of our Company, from time to time. |
| Senior Managerial Personnel | Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in ***"Our Management – Senior Management Personnel of our Company"*** on page 181 of this Draft Red Herring Prospectus. |
| Stakeholders Relationship Committee | 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"***, beginning on page 181 of this DRHP |

**ISSUE RELATED TERMS**

| Term | Description |
|---|---|
| Acknowledgement Slip | The slip or document issued by a Designated Intermediary(ies) to an Applicant as proof of registration of the Application Form |
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf. Abridged Prospectus is to be issued under SEBI ICDR Regulations and appended to the Application Forms. |
| Allot/ Allotment/ Allotted | Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to the successful Applicants. |
| Allotment Advice | A note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Applicant(s)/Investor | Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant. |
| Application Form | The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Issue. |
| Allottee(s) | A successful Applicant to whom the Equity Shares are Allotted. |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period |
| Application Supported by Blocked Amount/ ASBA | An application, whether physical or electronic, used by ASBA Applicant to make an application and authorising an SCSB to block the Bid Amount in the specified bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue. |
| ASBA Account | A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form. |
| ASBA Applicant(s) | Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form including through UPI mode (as applicable). |
| ASBA Bid | A Bid made by an ASBA Bidder. |
| ASBA Form(s) | An application form, whether physical or electronic, used by ASBA Applicant and which will be considered as the application for Allotment in terms of the Prospectus. |
| Banker(s) to the Issue and Refund Banker | Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Public Issue Account will be opened, in this case being [●]. |
| Basis of Allotment | Basis on which Equity Shares will be Allotted to successful Applicants under the Issue, as described in *"Issue Procedure"* beginning on page *319* of this DRHP. |
| Bid | An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price |

| Term | Description |
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| | within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Draft Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly. |
| Bid Amount | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus. |
| Bid cum Application Form | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus. |
| Bidding Centres | The centres at which the Designated Intermediaries shall accept the ASBA Forms to a Registered Broker, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs. |
| Book Running Lead Manager/ BRLM | The Book Running Lead Manager to the Issue, being Galactico Corporate Services Limited. |
| Book Building Process | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made. |
| Broker Centres | Broker Centres notified by the Stock Exchanges where ASBA Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges. |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Cap Price | The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted. |
| Client ID | The client identification number maintained with one of the Depositories in relation to demat 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 from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI. |
| Cut- off Price | Offer Price, authorized by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Individual Investor are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price. |
| Circular on Streamlining of Public Issues/ UPI Circular | Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI/ HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, along with the circular issued by the National Stock Exchange of India Limited having reference no. |

| Term | Description |
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| | 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. |
| Controlling Branches | Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| Demographic Details | Details of the Applicants including their address, name of the father/husband, investor status, occupation and bank account details and UPI ID, where applicable |
| Depository | A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018. |
| Depository Participant | A Depository Participant as defined under the Depositories Act, 1996 |
| Designated CDP Locations | Such locations of the CDPs where Bidders can submit 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 |
| Designated Date | The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue |
| Designated Intermediaries/ Collecting agent | In relation to ASBA Forms submitted by IBs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br>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/agents, Registered Brokers, CDPs, SCSBs and RTAs.<br>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs |
| Designated RTA Locations | Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by IIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such II using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Intermediaries or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange | SME platform of BSE Limited ("BSE SME") |
| DP ID | Depository Participant's identity number |
| Designated Market Maker | [●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations. |
| Draft Red Herring Prospectus/DRHP | This Draft Red Herring Prospectus dated September 28, 2026, issued in accordance with Section 26 of the Companies Act, 2013 and SEBI ICDR Regulation. |
| Eligible FPI(s) | FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares. |
| Eligible NRI(s) | NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or |

| Term | Description |
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| | invitation under the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depositary participants. |
| Equity Listing Agreements | The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares. |
| Escrow and Sponsor Bank Agreement | Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Book Running Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account. |
| Escrow Account(s) | Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement |
| Escrow Collection Bank(s) | The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●]. |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable |
| First Applicant | The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalized and below which no Bids will be accepted. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000 |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations |
| Fresh Issue | The Fresh Issue of up to 31,10,400 Equity Shares aggregating up to ₹ [●] Lakhs |
| General Information Document | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager. |
| Gross Proceeds | The Offer Proceeds |
| IPO/ Offer/ Offer Size/ Public Offer | Initial Public Offering |
| Issue / Offer | The initial public offer of up to 31,10,400 Equity Shares of face value of ₹10 each aggregating up to ₹ [●]. |
| Issue Agreement | The agreement dated September 9, 2026, amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Price / Offer Price | The final price at which Equity Shares will be Allotted to successful ASBA Bidders (except for the Anchor Investors) in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor |

| Term | Description |
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| | Offer Price which will be decided by our Company in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus.<br><br>The Offer Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus. |
| Issue Proceeds | The proceeds of the Issue shall be available to our Company. For further information about the use of the Issue Proceeds, see *"Objects of the Issue"* beginning on page 92 of this DRHP |
| Issue Opening | The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Applications for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]. |
| Issue Closing | The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●] |
| Individual Investor(s)/ II(s) | Individual Applicants, who have applied for the Equity Shares for a minimum application size of two lots wherein amount exceeds ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs) |
| Individual Investor Portions | Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to IIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot size subject to availability in the Individual Investor Portion, and the remaining Equity Shares to be allotted on a proportionate basis |
| Lot Size | The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants. |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the BSE Limited. |
| Market Maker | Market Maker of the Company, in this case being [●] |
| Market Maker Reservation Portion | The Reserved portion of [●] Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company |
| Market Making Agreement | The Agreement among the Market Maker, the Book Running Lead Manager and our Company dated [●] |
| Minimum Bid Lot Size | The minimum bid lot size shall be of two lots i.e [●] Equity Shares (Minimum two lots) |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism |
| Mutual Funds | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of face value of₹10 each fully paid for cash at a price of ₹ [●] per Equity Share (the "Issue Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] |
| Net Proceeds | The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further information about use of the Issue Proceeds and the Issue expenses, see *"Objects of the Issue"* on page 92 of this DRHP. |
| Net QIB Portion | The QIB Portion less the number of Equity Shares allocated to the Anchor Investors |
| Non-Institutional Investors/ Non- | All Applicants that are not QIBs or Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible |

| Term | Description |
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| Institutional Bidders/ NIB's | NRIs) |
| Non-Institutional Portion | The portion of the Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price or through such other method of allocation as may be introduced under applicable law. |
| Non-Resident | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs |
| NPCI | NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA). |
| Offer document | Includes Draft Red Herring Prospectus/ Red Herring Prospectus and Prospectus to be filed with Registrar of Companies. |
| Offer Proceeds | The proceeds of the Fresh Issue which shall be available to our Company. For further information about use of the Offer Proceeds, see ***"Objects of the Offer"*** on page *92*. |
| Person/Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Prospectus | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue opening and closing dates, the size of the Issue and certain other information. |
| Public Issue Account(s) | Account to be opened with Banker to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date. |
| Public Issue Bank | The bank(s) which is a clearing member and registered with SEBI as a banker to an issue with which the Public Issue Account(s) is opened for collection of Application Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]. |
| Price Band | Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Offer Opening Date. |
| Pricing Date | The date on which our Company, in consultation with the BRLM, will finalise the Offer Price. |
| Qualified Institutional Buyers/ QIBs | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| QIB Category/ QIB Portion | The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹ [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors). |
| Qualified Foreign Investors / QFIs | Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI. |
| Registered Brokers | Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI. |
| Red Herring Prospectus / RHP | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have |

| Term | Description |
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| | complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. |
| Registrar Agreement | The agreement dated September 9, 2026 among 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 and Share Transfer Agents/ RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Registrar to the Issue/ Registrar | KFin Technologies Limited |
| Revision Form | Form used by the Applicants 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), as applicable. QIB Bidders, Non-Institutional Investors and Individual Bidders are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Applicants can revise their Applications upwards during the Issue Period. |
| Refund Bank(s) /Refund Banker(s) | Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●]. |
| Regulations | Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. |
| Refund Account | Account to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made. |
| Reservation Portion | The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018 |
| Reserved Category/ Categories | Categories of persons eligible for making bid under reservation portion |
| SEBI SCORES | Securities and Exchange Board of India Complaints Redress System |
| Self-Certified Syndicate Bank(s) or SCSB(s) | The list of SCSBs notified by SEBI for the ASBA process is available athttp://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. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a IIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time.<br><br>In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time.<br>In accordance with 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId |

| Term | Description |
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| | =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" or "Members of the Syndicate" | Together, the BRLM and the Syndicate Members |
| Specified Locations | Bidding centres where the Syndicate shall accept ASBA Forms from Applicants, a list of which will be included in the Application Form |
| Sponsor Bank | The Banker 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 IBs using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]. |
| Syndicate Agreement | The agreement to be entered into amongst our Company, the BRLMs and the Syndicate Members, in relation to collection of Bids by the Syndicate. |
| Syndicate Members | Intermediaries (other than BRLMs) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●]. |
| Stock Exchange | SME Platform of BSE Limited |
| Systemically Important Non-Banking Financial Companies | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid. |
| Underwriters | The [●] who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, (Repeal) 2021, as amended from time to time. |
| Underwriting Agreement | The agreement dated [●] among the Underwriter and our Company to be entered prior to filing of the Prospectus with RoC. |
| UPI | Unified Payments Interface, which is an instant payment mechanism, developed by NPCI |
| UPI Bidders | Collectively, individual investors applying as (i) Individual Bidders in the Individual Investor Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 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 Registrar and Share Transfer Agents.<br><br>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the 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 websites 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 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 and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment |
| UPI Mechanism | The Bidding mechanism that may be used by UPI Bidders to make ASBA Bids in the Issue in accordance with UPI Circulars |

| Term | Description |
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| UPI PIN | Password to authenticate UPI transaction |
| Wilful Defaulter or Fraudulent Borrower | A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations. |
| Working Days | All days on which commercial banks in Mumbai, India are open for business, provided however, with reference to (a) announcement of the Price Band; and (b) Bid/Issue Period. The term "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India is open for business and the time period between the 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 |

**CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS**

| Term | Description |
|---|---|
| ₹ or Rs. or Rupees or INR | Indian Rupees |
| A/c | Account |
| AGM | Annual general meeting |
| AIFs | Alternative investment funds as defined in and registered under the SEBI AIF Regulations |
| AS | Accounting Standards issued by the Institute of Chartered Accountants of India |
| BSE | Bombay Stock Exchange Limited |
| CAGR | Compounded Annual Growth Rate |
| Calendar Year or year | Unless the context otherwise requires, shall refer to the twelve-month period ending December 31 |
| Category I AIF | AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations |
| Category II AIF | AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations |
| Category III AIF | AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations |
| Category I FPIs | FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations |
| Category II FPIs | FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations |
| CBDT | The Central Board of Direct Taxes |
| CDSL | Central Depository Services (India) Limited |
| CFO | Chief Financial Officer |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| Companies Act, 1956 | Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires |
| Companies Act, 2013/ Companies Act | Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder |
| Competition Act | Competition Act, 2002, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires |
| Consolidated FDI Policy | The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto 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 |

| Term | Description |
|---|---|
| Demat | Dematerialised |
| Depositories Act | Depositories Act, 1996. |
| Depository or Depositories | NSDL and CDSL both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. |
| DIN | Director Identification Number |
| DP ID | Depository Participant's Identification Number |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI |
| DPIIT | The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry |
| EBITDA | Earnings before Interest, Tax, Depreciation and Amortisation |
| EGM | Extraordinary general meeting |
| EPF Act | Employees' Provident Fund and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings per share |
| EUR/ € | Euro |
| ESI Act | Employees' State Insurance Act, 1948 |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA |
| 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 |
| Financial Year, Fiscal, FY/ F.Y. | Period of twelve months ending on March 31 of that particular year, unless stated otherwise |
| FPI(s) | A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations |
| FVCI | Foreign Venture Capital Investors as defined under SEBI FVCI Regulations |
| FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 |
| FY | Financial Year |
| FPI(s) | Foreign Portfolio Investor, as defined under the FPI Regulations |
| FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| FIPB | The erstwhile Foreign Investment Promotion Board |
| FVCI | Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations |
| GDP | Gross domestic product |
| GoI or Government or Central Government | Government of India |
| GST | Goods and services tax |
| HR | Human resource |
| HUF | Hindu undivided family |
| I.T. Act | The Income Tax Act, 1961, as amended |
| IBC | Insolvency and Bankruptcy Code, 2016 |
| ICAI | The Institute of Chartered Accountants of India |
| ICSI | Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| Ind AS or Indian Accounting Standards | The Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Ind AS Rules |
| Ind AS Rules | Companies (Indian Accounting Standards) Rules, 2015 |
| IGAAP or Indian GAAP | Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) |

| Term | Description |
|---|---|
| | Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| INR | Indian National Rupee |
| IPR | Intellectual property rights |
| IRR | Internal rate of return |
| IPO | Initial public offer |
| IRDAI | Insurance Regulatory Development Authority of India |
| ISIN | International Securities Identification Number |
| IST | Indian Standard Time |
| IT | Information technology |
| India | Republic of India |
| KPI | Key Performance Indicators |
| "Listing Regulations" or "SEBI LODR Regulations" | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Listing Agreement | The equity listing agreement to be entered into by our Company with each of the Stock Exchanges |
| LIBOR | London Inter-Bank Offer Rate |
| MCA | Ministry of Corporate Affairs, Government of India |
| Mn/ mn | Million |
| MSME | Micro, Small, and Medium Enterprises |
| Mutual Fund(s) | A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not applicable |
| NACH | National Automated Clearing House |
| NAV | Net asset value |
| NCDs | Non-Convertible Debentures |
| NBFC | Non-Banking Financial Company |
| NBFC-ND-SI | Non-Banking Financial Company - Systemically Important Non-Deposit taking Company |
| NBFC-SI Master Directions | Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (Master Direction DNBR. PD. 008/03.10.119/2016-17) dated September 1, 2016 (updated on February 17, 2020) |
| NEFT | National electronic fund transfer |
| NFE | Net foreign exchange |
| NGT | The National Green Tribunal |
| 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 |

| Term | Description |
|---|---|
| P/E Ratio | Price/earnings ratio |
| PAN | Permanent account number allotted under the I.T. Act |
| PAT | Profit after tax |
| PIO | Person of India Origin |
| R&D | Research and development |
| RBI | Reserve Bank of India |
| RBI Act | Reserve Bank of India Act, 1934 |
| Regulation S | Regulation S under the Securities Act |
| RTI | Right to Information, in terms of the Right to Information Act, 2005 |
| 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 |
| SARFAESI Act | The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 |
| 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 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 |
| 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 Regulations | Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| 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 |
| SOFR | Secured Overnight Financing Rate |
| State Government | Government of a State of India |
| STT | Securities Transaction Tax |
| SICA | The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 |
| Systemically Important Non-Banking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations |
| TAN | Tax deduction account number |
| TDS | Tax deducted at source |
| US GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| USD / US$ | United States Dollars |

| Term | Description |
|---|---|
| UT | Union Territory |
| VCFs | Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations |
| w.e.f. | With effect from |
| Willful Defaulter or Fraudulent Borrower | Willful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations |
| WTD | Whole Time Director as defined in Companies Act, 2013 |
| XIRR | Extended Internal Rate of Return |
| Year/Calendar Year | Unless context otherwise requires, shall refer to the 12 month period ending Dec 31 |

**TECHNICAL/ INDUSTRY RELATED TERMS**

| Term | Description |
|---|---|
| 5F | Farm to Fibre, Fibre to Factory, Factory to Fashion and Fashion to Foreign |
| AI | Artificial Intelligence |
| AIF | Alternative Investment Fund |
| ANRF | Anusandhan National Research Foundation |
| ATMP | Assembly, Test and Packaging |
| CAGR | Compound Annual Growth Rate |
| CCI | Cotton Corporation of India |
| CETA | Comprehensive Economic Trade Agreement |
| CGTMSE | Credit Guarantee Fund Trust for Micro and Small Enterprises |
| CICR | Central Institute for Cotton Research |
| CPI | Consumer Price Index |
| CY | Calendar Year |
| DII | Domestic Institutional Investor |
| DIIs | Domestic Institutional Investors |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| ELS | Extra-Long Staple |
| EU | European Union |
| FDI | Foreign Direct Investment |
| FPI | Foreign Portfolio Investor |
| FPIs | Foreign Portfolio Investors |
| FTA | Free Trade Agreement |
| FY | Financial Year |
| GDP | Gross Domestic Product |
| GeM | Government e-Marketplace |
| GST | Goods and Services Tax |
| GREAT | Grant for Research and Entrepreneurship across Aspiring Innovators in Technical Textiles |
| GVA | Gross Value Added |
| ICAR | Indian Council of Agricultural Research |
| IIP | Index of Industrial Production |
| IMF | International Monetary Fund |
| KVIC | Khadi and Village Industries Commission |
| LMT | Lakh Metric Tonnes |
| MATEXIL | Manmade Fibre and Technical Textiles Export Promotion Council |
| MERCOSUR | Southern Common Market |
| MITRA | Mega Integrated Textile Region and Apparel |
| MoU | Memorandum of Understanding |
| MSME | Micro, Small and Medium Enterprises |
| MSP | Minimum Support Price |
| NCS | National Career Service |

| | |
|---|---|
| NICDP | National Industrial Corridor Development Programme |
| NTTM | National Technical Textiles Mission |
| PC | Polyester-Cotton |
| PE | Private Equity |
| PLI | Production-Linked Incentive |
| PM | Prime Minister |
| PM MITRA | Prime Minister Mega Integrated Textile Region and Apparel |
| PMI | Purchasing Managers' Index |
| Q1 | First Quarter |
| Q3 | Third Quarter |
| R&D | Research and Development |
| RDI | Research, Development and Innovation |
| RMG | Ready-Made Garments |
| RMSS | Raw Material Support Scheme |
| RoDTEP | Remission of Duties and Taxes on Exported Products |
| RoSCTL | Rebate of State and Central Taxes and Levies |
| SAMARTH | Scheme for Capacity Building in Textiles Sector |
| SCOPE | Standing Conference of Public Enterprises |
| SIR | Special Investment Region |
| SITP | Scheme for Integrated Textile Parks |
| TEEM | Textiles Export Promotion Mission |
| TPD | Tonnes Per Day |
| TUFS | Technology Upgradation Fund Scheme |
| UK | United Kingdom |
| US | United States |
| USA | United States of America |
| USMCA | United States–Mexico–Canada Agreement |
| VC | Venture Capital |
| WEO | World Economic Outlook |
| kg | Kilogram |
| MW | Megawatt |

**FINANCIAL AND OPERATIONAL KEY PERFORMANCE INDICATORS**

| **Particulars** | **Explanation for the KPI** |
|---|---|
| Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn help assess the overall financial performance of our Company and size of our business |
| Total Income | Total income comprises revenue from operations and other income and is used to assess overall income generation of the Company. |
| Revenue CAGR (FY 24 to FY 26) | Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2026 by the Revenue from operation for the FY 2024, raising to the power of one divided by the number of compounding period i.e. 2 years and subtracting by one |
| EBITDA | EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income. |
| EBITDA Margin | EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations. |
| Profit After Tax (PAT) | PAT Margin is calculated as PAT for the period/year divided by revenue from operations. |
| Profit After Tax Margin | PAT Margin is calculated as PAT for the period/year divided by revenue from operations. |
| ROE (Return on Equity) | Return on Equity (RoE) is equal to profit for the year divided by the shareholders equity and is expressed as a percentage. |

| Particulars | Explanation for the KPI |
|---|---|
| ROCE (Return on Capital Employed) | Return on Capital Employed is calculated as EBIT divided by total capital employed. Capital employed is calculated as sum of total equity and total borrowings. EBIT is calculated as EBITDA minus depreciation and amortization |
| Fixed Asset Turnover Ratio | Net Fixed Asset Turnover ratio is calculated as Revenue from operation divided by Net fixed Asset |
| Working Capital Turnover Ratio (in Times) | Working Capital Turnover Ratio is calculated as Revenue from operation divided by Working Capital |
| Working Capital Days | Working capital days are computed as inventory days plus trade receivable days minus trade payable days. Inventory days = Inventory ÷ COGS × 365. Trade receivable days = Trade receivables ÷ revenue from operations × 365 days. Trade payable days = Trade payables ÷ COGS × 365. |
| Debt to Equity Ratio | Debt to Equity Ratio is calculated as total borrowings divided by total equity. Total Borrowings is calculated as sum of non - current borrowings, current borrowings and lease liabilities. |
| Return on Assets | Return on Assets is calculated by dividing the profit after tax by the total assets. |
| Current Ratio | Current Ratio is a liquidity ratio that measures our ability to pay short - term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities. |
| Inventory Turnover Ratio | Cost of Goods Sold (COGS) divide by Average Inventory |
| Trade Receivables Turnover Ratio | Revenue from Operations divide by Average Trade Receivables |
| Trade Payables Turnover Ratio | Purchases divides by Average Trade Payables |

Notwithstanding the foregoing, terms in ***"Main Provisions of the Articles of Association"***, ***"Statement of Tax Benefits"***, ***"Industry Overview"***, ***"Key Regulations and Policies in India"***, ***"Financial Information"***, ***"Outstanding Litigation and Material Developments"*** and ***"Issue Procedure"*** on pages 354, *111, 116, 166, 205, 281 and 319,* respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

*[Remainder of this page has been intentionally left blank]*

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

### Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus 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. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

### Use of Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled ***"Financial Information"*** on page 205 of this Draft Red Herring Prospectus.

Our Company's financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Statements of our Company for the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 which comprise restated summary statement of assets and liabilities, the restated summary statement of profit and loss, the restated summary statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the Indian GAAP financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, 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 22, 148, and 264 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with Indian GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in ***"Risk Factors", "Industry Overview"*** and ***"Our Business"*** on pages 22, 116 and 148 respectively, this Draft Red Herring Prospectus

### Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is Draft Red Herring Prospectus in "Lakhs" units or in whole numbers where the numbers have been too small to represent in lacs. One Lakh represents 1,00,000 and one million represents 10,00,000.

**Exchange rates**

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

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

| Currency | Exchange rate as on | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| 1 USD | ₹ 94.65*** | ₹ 85.58** | ₹ 83.37* |

*Source: www.fbil.org.in*
**As on March 28, 2024*
***As on March 28, 2025*
****As on March 30, 2026*
*Note: Exchange rate is rounded off to two decimal places*

**Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained and derived from data provided by management of the company, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

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

In accordance with the SEBI ICDR Regulations, ***"Basis for Issue Price"*** on page 103 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in ***"Risk Factors"*** on page 22 of this Draft Red Herring Prospectus.

*[Remainder of this page has been intentionally left blank]*

## FORWARD- LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as ***"aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue"*** or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its 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 and changes in competition in the industries in which we operate.

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

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to successfully implement our growth strategy and expansion plans;
- Changes in consumer preferences, fashion trends and demand for apparel and fashion products;
- Our ability to maintain and expand our customer base and distribution network;
- Our ability to maintain the quality, design and timely availability of our products;
- Our ability to maintain or enhance the popularity, reputation and consumer goodwill associated with our brand;
- Our ability to source raw materials and products from our suppliers on commercially acceptable terms and in a timely manner;
- Our ability to effectively manage our inventory and working capital requirements;
- Our ability to attract, retain and manage qualified personnel;
- Significant increases in prices of, or shortages of, or disruption in supply;
- Competition in the apparel, fashion and garment industry and our ability to compete effectively;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in technology, e-commerce and consumer purchasing behaviour that may affect our business;
- Our ability to manage risks arising from the factors described above; and
- Other factors beyond our control.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see section ***"Risk Factors"***, ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** beginning on pages 22, 148, and 264 respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Forward-looking statements reflects current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements

are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward- looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoter and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

*[Remainder of this page has been intentionally left blank]*

## SECTION II - RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. Prospective Investors should carefully consider all the information in the DRHP, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, but also to the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "**Our Business**", "**Restated Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 148, 205 and 264 respectively of this DRHP, as well as the other financial and statistical information contained in this DRHP. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section.*

*This DRHP also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this DRHP. For further information, please refer to section titled "**Forward-Looking Statements**" beginning on page 20 of this DRHP.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this DRHP. For further information, please refer "**Restated Financial Statements**" on 205 of this DRHP. We have, in this DRHP, included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditors. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company 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 Statements and other information relating to our business and operations included in this DRHP.*

***Materiality***

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

*The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this DRHP, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Parswam Fashion Limited.*

**INTERNAL RISK FACTORS**

1. ***There are outstanding tax proceedings involving our Company, Siddhi Vinayak Creation (the erstwhile partnership firm whose business was transferred to our Company), one of our Promoters and one of our Directors, and any adverse outcome in such proceedings may adversely affect our business, reputation, financial condition and results of operations.***

A summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company, our Promoters, our Directors, our Key Managerial Personnel and our Senior Managerial Personnel, as at the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings, actions by statutory or regulatory authorities or material civil litigation involving our Company, our Promoters or our Directors, and no disciplinary action has been taken by SEBI or the Stock Exchanges against our Promoters in the last five Financial Years. However, certain tax proceedings are outstanding. In particular, a outstanding demand against the order in Form DRC-07 bearing reference no. ZD2409250565916 dated September 17, 2025 has been issued for Financial Year 2018-19 raising a demand of ₹34.97 Lakhs on Siddhi Vinayak Creation, the erstwhile partnership firm whose business was transferred. An appeal has been filed on December 13, 2025. In the event such demand is upheld, the liability may be required to be borne by our Company, which may adversely affect our financial condition and cash flows.

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material Civil Litigations | Aggregate amount involved (₹ in Lakhs) |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By the Company | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Company | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Siddhi Vinayak Creation (erstwhile partnership firm)[(1)] | Nil | 2 | Nil | Nil | Nil | 34.97 |
| **Promoters** | | | | | | |
| By Promoter | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Promoter (Bohra Arvind) | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Promoters (Anand Bohra, Garima Jain, Aditya Bohra and Palak Bohra) | Nil | Nil | Nil | Nil | Nil | Nil |
| **Directors other than Promoters** | | | | | | |
| By our directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Directors[(2)] (Nitin Gadia) | Nil | 1 | Nil | Nil | Nil | 0.31 |

| Name of Entity | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoter | Material Civil Litigations | Aggregate amount involved (₹ in Lakhs) |
|---|---|---|---|---|---|---|
| **Key Managerial Personnel and Senior Managerial Personnel*** | | | | | | |
| By the KMPs and SMPs | Nil | N.A. | Nil | N.A. | N.A. | Nil |
| Against the KMPs and SMPs | Nil | N.A. | Nil | N.A. | N.A. | Nil |

**Notes:**

(1) Represents (a) an Outstanding demand of ₹34,97,174, on Siddhi Vinayak Creation vide demand order in Form DRC-07 bearing reference no. ZD2409250565916 dated September 17, 2025 for Financial Year 2018-19 and (b) an outstanding TDS demand of ₹200 for F.Y. 2019-20, which is negligible. An appeal has been filed on December 13, 2025

(2) Represents an outstanding income tax demand of ₹29,658 along with accrued Interest against Nitin Gadia for A.Y. 2019-20 under Section 154 read with Section 147 of the Income Tax Act, 1961

* For KMPs and SMPs only the criminal litigation and Statutory or Regulatory Proceedings have been provided/disclosed in line with SEBI ICDR Regulations, 2018.

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

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

For further details of the outstanding proceedings involving our Company, our Promoters and our Directors, see *"Outstanding Litigation and Material Developments"* beginning on page 281 of this Draft Red Herring Prospectus.

2. ***We do not own or operate any manufacturing facility and depend on independent third-party job workers for the manufacture of all our products. Any inability of our job workers to meet our requirements relating to capacity, quality, cost or delivery schedules could adversely affect our business, results of operations, cash flows and financial condition.***

We operate an asset-light business model under which manufacturing activities, including pattern development, cutting, sewing, assembly, washing, finishing and related activities, are undertaken by independent third-party job workers. As of March 31, 2026, we engaged 37 active job workers, and our largest job worker accounted for 14.54 % of our total job-work expenditure in Fiscal 2026. We do not control the day-to-day operations, production capacity, workforce, infrastructure or financial condition of these job workers. During the last three Fiscal 2026, 2025 and 2024 we have worked with 37, 27 and 14 job workers.

The below table represents the cost of job workers incurred in the last 3 Fiscal Years:

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Job-work expense (₹ in Lakhs)(A) | 774.89 | 535.56 | 358.74 |
| Total Expense (₹ in Lakhs) (B) | 2,602.67 | 1,950.08 | 1,859.66 |
| **(A/B) %** | **29.77 %** | **27.46 %** | **19.29 %** |

Our arrangements with job workers are primarily based on purchase orders or governed by agreements and do not provide us with dedicated or exclusive manufacturing capacity. Job workers may accept orders from other customers, including our competitors, and may not allocate sufficient capacity to us during periods of peak demand. Their performance may also be affected by labour shortages or disputes, increases in wages and utility costs, machinery breakdowns, fire, accidents, natural disasters, regulatory action, financial distress, interruptions in the availability of power or water, or shortages of raw materials. There can therefore be no assurance that our job workers will, at all times, have sufficient capacity to meet our orders, or be able to fulfil their obligations, including those in relation to maintenance of quality standards in a manner acceptable to us, or at all. From time to time we may have to cease working with certain job workers, for reasons including delay or insufficiency in delivery and quality defects. If a job worker delays, reduces or discontinues production, increases job-work charges or fails to meet our specifications, we may be unable to shift production to an alternative job worker on a timely basis or on comparable commercial terms. Although we have not experienced any such instances in the past, we cannot assure you that no such instances will occur in the future.

Engaging and onboarding alternative job workers may require sample development, technical alignment, quality trials and training before commercial production can commence. Any resulting delay or shortfall in production may lead to stock-outs, delayed fulfilment of customer orders, additional costs, customer claims or loss of business Our asset-light model therefore exposes us to risks arising from third-party performance, and any material failure by our job workers could adversely affect our business, reputation, results of operations, cash flows and financial condition. Although, in the last three fiscals we have not faced any such delays which has impacted our business, reputation, results of operations, cash flows and financial condition. Further, we may also be unable to control the costs of production of job workers, which may increase in the future, including due to increase in the cost of labour and other utilities. Our inability to obtain sufficient quantities or desired quality of products from job workers in a timely manner or at acceptable prices may adversely affect our business, financial condition and results of operations

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

The manufacturing facilities of our job workers and raw material suppliers are subject to various operating risks, including some of which are beyond their control, such as the breakdown and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. Further, since a significant majority of our job workers facility located in a particular region in India, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect operations of our job workers's facilities. Further if our supplier or third-party manufacturers fail to comply with applicable laws, including environmental laws, they risk having their facilities shut down, which may adversely affect our operations.

We cannot assure you that we will always be able to arrange for alternate manufacturing capacity, or alternate sources of our raw materials, at prices acceptable to us, or at all, or that we will be able to pass on any increase in cost to our customers, although we endeavour to do so. Any inability on our part to arrange for alternate manufacturing capacity or sources for raw materials, on commercially acceptable terms, may have an adverse effect on our business, results of operations and financial condition.

4. ***Our business depends on our ability to anticipate and respond to changes in customer preferences and market trends. Any failure to accurately assess demand or maintain appropriate inventory levels may adversely affect our business, financial condition and results of operations.***

The apparel industry is characterised by changing customer preferences, evolving fashion trends and seasonal demand. Our ability to maintain sales and profitability depends on our ability to identify these changes and offer products that meet customer expectations. If our products do not achieve the expected level of market acceptance or if we are unable to respond to changing demand in a timely manner, our sales and margins may be adversely affected.

As of March 31, 2026, our product portfolio comprised 915 active SKUs. New designs or product categories may not receive the level of acceptance anticipated by us, may require greater marketing expenditure, may generate lower margins than our existing products or may cannibalise sales of existing products. Conversely, a delay in introducing products that reflect prevailing trends may result in lost sales and weaken the positioning of our brand.

If we inaccurately forecast demand or fail to adjust our product mix in a timely manner, we may experience stock-outs in successful products and accumulate slow-moving or obsolete inventory in unsuccessful products. We may then be required to provide discounts, accept returns, liquidate products at reduced prices or make inventory provisions or write-downs, which could adversely affect our revenue, margins, cash flows and financial condition.

5. ***Our business requires us to maintain significant levels of inventory. Ineffective inventory management may result in stock-outs, excess or ageing inventory, write-downs and increased working-capital requirements.***

Our inventory primarily comprises raw materials, work-in-progress and finished goods. We procure materials and place production orders based on customer's demand. The time required to procure fabrics and trims, develop samples, allocate production, undertake washing and finishing, complete quality checks and dispatch finished products requires us to commit working capital before the related products are sold and customer payments are collected.

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. Any error in our forecast could result in either surplus stock, which we may be unable to sell in a timely manner, or at all, or under-stocking, which will affect our ability to meet customer demand. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecast, demand and requirements for the forthcoming seasons. We have inventory manufactured and stored at our warehouse ahead of an upcoming season.

Ensuring availability of our products requires prompt turnaround time and a high level of coordination amongst raw material procurement teams, manufacturers, warehouse management and retail stores and staff. While we aim to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we under-stock inventory, our ability to meet customer demand may be impaired. If we over-stock inventory, our capital requirements may increase and we may incur additional financing costs. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations and financial condition.

As of March 31, 2026, March 31, 2025 and March 31, 2024, our inventories were ₹ 1235.50 lakhs, ₹ 718.50 lakhs and ₹ 368.13 lakhs, respectively, and our inventory turnover ratio were 2.35 times, 3.10 times and 3.49 times days, respectively. Any inability to manage inventory efficiently may increase our borrowings and finance costs and adversely affect our margins, cash flows and financial condition.

6. ***Our substantial portion of our sales is concentrated in a Gujarat and Kerala. Any adverse development in these states, or our inability to diversify our geographical presence, could materially affect our business, results of operations and cash flows.***

Our sales are concentrated in Gujarat and Kerala which accounted for 46.42 % and 41.28 %, respectively, of our revenue from operations in Fiscal 2026 and, together, accounted for 87.70% of our revenue from operations during the same period. As on March 31, 2026, we have presence in 15 states and 2 union territories. The below table represents the state-wise revenue generated in last 3 Fiscal.

| State | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Gujarat | 1,398.79 | 46.42% | 448.93 | 21.34% | 76.13 | 3.80% |
| Kerala | 1,244.13 | 41.28% | 1,203.42 | 57.20% | 1,622.78 | 81.07% |

| State | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Maharashtra | 149.73 | 4.97% | 173.38 | 8.24% | 197.36 | 9.86% |
| West Bengal | 52.24 | 1.73% | 118.15 | 5.62% | 27.30 | 1.36% |
| Delhi | 47.78 | 1.59% | 63.44 | 3.02% | 0.47 | 0.02% |
| Haryana | 40.49 | 1.34% | 6.05 | 0.29% | 6.58 | 0.33% |
| Tamil Nadu | 26.98 | 0.90% | 28.96 | 1.38% | 0.99 | 0.05% |
| Telangana | 19.68 | 0.65% | 10.70 | 0.51% | 9.33 | 0.47% |
| Madhya Pradesh | 14.35 | 0.48% | 19.99 | 0.95% | 26.76 | 1.34% |
| Karnataka | 6.80 | 0.22% | 13.37 | 0.64% | 23.45 | 1.17% |
| Others | 12.55 | 0.42% | 17.48 | 0.83% | 10.52 | 0.53% |
| **Total** | **3,013.52** | **100.00%** | **2,103.86** | **100.00%** | **2,001.67** | **100.00%** |

*Others include - Rajasthan, Assam, Orissa, Bihar, Chattisgarh, Uttar Pradesh, Jharkhand, Puducherry and Andhra Pradesh.*

This concentration exposes us to economic conditions, consumer preferences, competitive intensity, political or social events, changes in local taxes or regulation, adverse weather and natural disasters, transportation disruptions and changes in the performance or financial condition of wholesalers, distributors and retailers in these states. An adverse development affecting one or more of our material states could therefore have a disproportionate impact on our orders, receivable collections, inventory movement, revenue and cash flows.

Our brand recognition outside our principal states may be comparatively limited, and the products, price points, sizes and distribution practices that have been successful in our core markets may not be equally successful elsewhere. Although we intend to expand into new cities and states, such expansion will require expenditure on sales personnel, marketing, logistics and working capital and may take time to achieve scale. We cannot assure you that our geographical diversification strategy will be successful or that revenue from other states will offset any weakness in our principal markets.

***7. We currently derive our revenue from bottom-wear products, and a significant portion may be generated from denim jeans. Adverse changes affecting these categories could materially affect us.***

Our present product portfolio comprises denim jeans, cotton pants, denim shorts, formal trousers and other kids and men's bottom-wear products. Denim jeans were our largest product category and accounted for 79.86 % of our revenue from operations in Fiscal 2026. We do not currently have a diversified revenue base across multiple apparel segments. Demand for men's bottom-wear and denim products may be affected by changes in consumer preferences, fashion cycles, work and leisure patterns, climatic conditions, competitive product launches and changes in the relative prices of denim, cotton and alternative fabrics. A decline in demand, increased competition or reduced margins in our principal categories could have a disproportionate impact on our business.

Our proposed expansion into women's apparel and adjacent categories is subject to execution and acceptance risks and may not diversify our revenue in the near term. Until such expansion reaches material scale, our business will remain dependent on the performance of men's bottom-wear, particularly denim jeans.

***8. The strength and reputation of the "Par Swam" brand are important to our business. Adverse publicity, customer dissatisfaction, counterfeit products or ineffective marketing may impair our brand and reduce demand for our products.***

We market and sell our products under the "Par Swam" brand. Our ability to maintain and expand sales depends in part on customer and end-consumer perception of our product quality, design, fit, value and reliability. Actual or alleged product defects, delayed deliveries, inappropriate conduct by persons associated with us, disputes with customers, suppliers or job workers, regulatory action or adverse content on social or digital media may damage our reputation even if such allegations are unfounded.

Counterfeit products, unauthorised use of our name, logo, product photographs or designs, or the sale of lower-quality products presented as ours may confuse customers and dilute our brand. Because we provide designs and specifications to job workers and other third parties, confidential product information may also be misused or disclosed.

We intend to invest in digital marketing, event sponsorships, exhibitions and other brand-building initiatives. These expenditures may not generate the anticipated increase in brand awareness or sales and may reduce our profitability. Any material impairment of our brand, or inability to strengthen its visibility in a cost-effective manner, could adversely affect our market position, revenue and results of operations.

***9. We operate in a highly competitive and fragmented apparel market. Our inability to compete effectively on product, quality, price, brand visibility and distribution reach may adversely affect our market share and margins.***

We compete with organised branded-apparel companies, regional brands, garment manufacturers, wholesalers, private labels, online sellers and participants in the unorganised market. Certain competitors have greater financial resources, stronger brands, broader product portfolios, larger distribution networks, direct-to-consumer capabilities, established retail stores and greater bargaining power with suppliers, job workers and channel partners.

Competition may require us to reduce prices, increase discounts, extend credit, accept returns, increase marketing expenditure or invest in additional designs and SKUs. At the same time, increases in fabric, trim, job-work, freight and employee costs may limit our ability to maintain margins. Our wholesale selling prices and commercial terms vary based on order size, product mix, payment terms and customer relationships, and sustained pricing pressure could adversely affect our gross margins.

New entrants and existing competitors may replicate our products or target our core markets and customers. If we cannot differentiate our products, respond to changing trends, maintain quality and product availability, strengthen our brand and distribution network or manage costs, our revenue, profitability and prospects may be adversely affected.

**10. *Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

We have experienced negative cash flows from operating activities during certain periods in the past and may continue to experience negative cash flows in the future. The following table sets forth our cash flows from operating, investing and financing activities for the periods indicated:

*(₹ in Lakhs)*

| **Particulars** | **Financial Year ended** | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| Net Cash from Operating Activities | -3.94 | -74.09 | -107.42 |
| Net Cash Used for Investing Activities | -2.27 | -4.43 | -5.40 |
| Net Cash from Financing Activities | 5.11 | 82.62 | 113.54 |

Our negative cash flows from operating activities during Financial Years 2025-26, 2024-25 and 2023-24 were primarily attributable to changes in working capital requirements, particularly movements in inventory, trade receivables and trade payables, as further described below.

Our negative cash flows from operating activities were primarily attributable to increases in working capital requirements, including changes in inventory, trade receivables and trade payables, in the respective periods.

For Financial Year 2025-26, notwithstanding operating cash flows before working capital changes of ₹498.74 lakhs, our cash flows from operating activities were adversely impacted primarily by an increase in inventory of ₹517.00 lakhs and an increase in trade receivables of ₹69.02 lakhs and increase in current assets. This was partially offset by a decrease in loans and advances of ₹41.49 lakhs, an increase in trade payables of ₹94.75 lakhs and an increase in other current liabilities of ₹8.46 lakhs. Further, income taxes paid during the year amounted to ₹51.13 lakhs. Consequently, our net cash used in operating activities was ₹-3.94 lakhs for Financial Year 2025-26. Restated Financial Statements

For Financial Year 2024-25, operating cash flows before working capital changes amounted to ₹225.44 lakhs. However, cash flows from operations were adversely affected primarily by an increase in inventory of ₹350.37 lakhs, an increase in trade receivables of ₹287.58 lakhs, an increase in loans and advances of ₹69.00 lakhs and an increase in other current assets of ₹12.32 lakhs. These outflows were substantially offset by an increase in trade payables of ₹490.63 lakhs, while other current liabilities decreased by ₹33.82 lakhs. After payment of income taxes of ₹37.07 lakhs, our net cash used in operating activities was ₹74.09 lakhs for Financial Year 2024-25. Restated Financial Statements

For Financial Year 2023-24, operating cash flows before working capital changes amounted to ₹202.93 lakhs. The operating cash flows were adversely impacted primarily by an increase in trade receivables of ₹369.63 lakhs and a decrease in trade payables of ₹139.69 lakhs. These effects were partially offset by a decrease in inventory of ₹200.84 lakhs and a decrease in other current assets of ₹19.75 lakhs. Further, income taxes paid amounted to ₹23.00 lakhs. Accordingly, our net cash used in operating activities was ₹107.42 lakhs for Financial Year 2023-24.

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details, see section titled *"Restated Financial Statements"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 205 and 264, respectively of this DRHP.

***11. We may not be able to manage our growth or successfully expand into new geographical markets, and unsuccessful expansion could increase our costs without generating commensurate revenue.***

Our strategy includes deepening our presence in existing markets and selectively expanding into new cities and states. Expansion requires the identification of suitable wholesalers, distributors and retailers; recruitment and supervision of sales personnel; assessment of regional product preferences and credit risk; reliable logistics; adequate inventory; and sustained marketing expenditure.

We may underestimate competition, costs, working-capital requirements or the time required to establish channel relationships in a new market. Our existing products, price points and commercial practices may not be accepted, and potential customers may require longer credit periods, higher margins or greater marketing support. Rapid expansion may also strain our management, systems, internal controls and supply chain.

If new markets do not generate anticipated sales or collections, we may incur employee, marketing, freight and inventory costs without adequate returns. We may also be required to withdraw from or scale back such markets, which could result in inventory liquidation, receivable losses and reputational impact.

***12. We are dependent on sales through wholesalers, multi-brand outlets, departmental stores, retailers and online for a significant portion of our revenues. Our business, results of operations and financial condition could suffer if we fail to maintain relationships with such third parties.***

We rely on third parties such as wholesalers, multi-brand outlets, departmental stores, retailers and online, for a significant portion of our sales and revenues. The below table represents our channel wise revenue from operations during the last three fiscal:

| Particulars | Fiscal 2026 | | | Fiscal 2025 | | | Fiscal 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations |
| **Multiple brand outlets** | 76 | 657.67 | 21.82% | 110 | 634.34 | 30.15% | 120 | 734.84 | 36.71% |
| **Departmental Stores** | 01 | 40.49 | 1.34% | 02 | 7.73 | 0.37% | 02 | 8.68 | 0.43% |
| **Wholesalers** | 55 | 2,169.28 | 71.98% | 47 | 1,280.89 | 60.88% | 41 | 948.05 | 47.36% |
| **Retailers** | 45 | 146.02 | 4.85% | 69 | 180.90 | 8.60% | 71 | 310.10 | 15.49% |
| **Online** | 01 | 0.06 | 0.00% | - | - | - | - | - | - |
| **Total** | **178** | **3,013.52** | **100.00%** | **228** | **2,103.86** | **100.00%** | **234** | **2,001.67** | **100.00%** |

During Fiscal 2026, Fiscal 2025 and Fiscal 2024, revenue generated through wholesalers accounted for 71.98%, 60.88% and 47.36%, respectively, of our revenue from operations, while revenue generated through multi-brand outlets accounted for 21.82%, 30.15% and 36.71%, respectively. Accordingly, a significant portion of our revenue is dependent on our ability to maintain and expand our relationships with these third-party distribution channels.

We market and sell our products through a network of wholesalers, multiple brand outlets, departmental stores and retailers across various geographies. We generally do not enter into long-term formal agreements with a significant portion of our wholesalers, multi-brand outlets, departmental stores and retailers and our business relationships with such counterparties are generally based on purchase orders, commercial understandings and customary industry practices. Consequently, we may not have contractual certainty with respect to the continuation of such relationships or the volume of products that may be purchased by such counterparties. Such counterparties may, among other things, reduce or discontinue their purchases from us, modify their ordering patterns, seek revised commercial terms, reduce the shelf space or visibility allocated to our products or increase their purchases of competing products.

Further, the absence of formal long-term agreements may limit our ability to enforce or secure minimum purchase commitments, exclusivity, product placement, promotional support, payment terms, inventory management arrangements or other commercial commitments from such counterparties. Our counterparties may also choose to stock and sell products of our competitors, including products that may compete directly with our products in terms of price, product range, quality, brand positioning or other attributes. Any increase in the availability, visibility or preference for competing products through these channels could adversely affect the demand for our products.

Our dependence on third-party distribution channels also exposes us to risks relating to changes in their business strategies, financial position, customer base, geographic presence and operating practices. Any deterioration in our business relationship with key wholesalers or other channel partners, including due to disputes, changes in commercial terms, delayed payments, reduction in orders or cessation of business, could adversely affect our sales and distribution network. In addition, any inability to replace such counterparties with alternative distributors or retail channels in a timely manner may result in disruption to our distribution network and loss of sales opportunities.

Notwithstanding the above, during the last three Fiscal Years, we have not experienced any material loss of our wholesalers, multi-brand outlets, departmental stores or retailers or any material disruption to our distribution arrangements due to discontinuation of such relationships. Further, as of March 31, 2026, we have 21 repeat customers representing 16.10% of revenue of operations. However, there can be no assurance that we will be able to maintain such relationships in the future or that we will not experience any material loss or disruption in our distribution

network. Any such loss or disruption in the future could adversely affect our sales, revenue from operations, cash flows, results of operations and financial condition.

Our ability to maintain and increase our sales is also dependent on our ability to continuously expand our network of wholesalers, multi-brand outlets, departmental stores and retailers and to maintain adequate product availability across such channels. Any inability to retain existing counterparties, establish relationships with new counterparties or expand our presence across distribution channels may adversely affect our market reach and sales volumes.

Any material reduction in purchases by our wholesalers or other channel partners, loss of significant distribution relationships, deterioration in the terms of our arrangements with such counterparties, increased competition at the retail or distribution level, or inability to replace lost channel partners could have a material adverse effect on our business, revenue from operations, cash flows, results of operations, financial condition and prospects.

***13. Our business may be affected by seasonality and variations in consumer demand, and our results for individual quarters may not be comparable.***

Demand for apparel may vary based on festivals, wedding seasons, school and holiday periods, weather, promotional activity and the timing of customer purchases and inventory stocking. B2B customers may place orders in anticipation of seasonal retail demand and subsequently reduce, defer or cancel orders if sell-through is weaker than expected. Our results of operations and cash flows across quarters in a Fiscal may not be comparable and any such comparisons may not be meaningful or may not be indicative of our annual financial results or our results in any future quarters or periods.

We may be required to procure materials and manufacture products in advance of the relevant selling period. Any mismatch between production timing and demand may result in stock-outs during peak periods or excess inventory after the season. Revenue concentration in particular quarters may also affect utilisation of working-capital facilities and the comparability of quarterly results.

The quarterly contribution (%) to our revenue from operations in Fiscals 2026, 2025 and 2024:

| Quarter | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---:|---:|---:|
| Q1 | 26.77 | 15.33 | 14.98 |
| Q2 | 11.98 | 17.76 | 19.05 |
| Q3 | 13.68 | 12.17 | 13.68 |
| Q4 | 47.57 | 54.74 | 52.29 |
| **Total** | **100.00** | **100.00** | **100.00** |

Investors should not rely on results for any individual quarter as indicative of our annual or future performance.

***14. Non-compliance by our job workers or suppliers with labour, environmental, health and safety or other applicable laws may disrupt our supply chain and adversely affect our reputation.***

Although employees and workers engaged by independent job workers are not our employees, their operations are subject to laws relating to wages, social security, contract labour, occupational health and safety, factories, pollution control, waste and effluent management and other matters. Washing and processing of denim products may involve chemicals, water use and effluent that require appropriate approvals and treatment by the relevant job worker.
Although we have not experienced any such instances in the past, we cannot assure you that no such instances will occur in the future.

We do not have day-to-day control over the legal and regulatory compliance of job workers and suppliers. Any violation, accident, unsafe working condition, use of child or forced labour, environmental harm or enforcement action at their premises may lead to suspension or closure, delay production, expose us to claims or scrutiny, and result in

adverse publicity for our brand. In certain circumstances, authorities or courts may seek to impose liability on us as principal employer or otherwise.

Audits or contractual undertakings may not identify or prevent all non-compliance. Replacing an affected job worker or supplier may take time and increase costs. Any material compliance failure in our supply chain could adversely affect our operations, reputation, results of operations and financial condition.

15. ***We carry out our operations from a single warehouse located in Gujarat. Any disruption in the operation of our warehouse, including due to adverse developments in the region, may have an adverse effect on our business and prospect.***

Our warehouse is currently located in Gujarat and any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect operations. Further, our warehouse may be subject to operating risks, such as performance below expected levels of efficiency, labor disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. We rely significantly on the timely delivery of our products and our ability to have an uninterrupted supply of our products is critical to our business. Any disruption of operations of our warehouse could result in delayed delivery of our product, which in turn may lead to inventory challenges at our stores, such as inability to meet demand and carry out sales as anticipated, compelling us to forego some sales had such products been available at the stores. Although no such disruptions have occurred in the past three fiscals, we cannot assure you that such incidents will not occur in the future. While our strategic objectives include geographical expansion across India, in the event that we are unable to make available our products in a prompt manner and within the requisite timelines or if there is a lapse in coordination across stores located countrywide, our business, financial condition and prospects may be adversely affected.

16. ***Our "Par Swam" brand and reputation are important to our business. Any damage to our brand or reputation may adversely affect our business, results of operations and financial condition.***

We primarily market and sell our products under the **"Par Swam"** brand. We also manufacture products for certain customers under their own brands on a private label basis, which currently constitutes a negligible portion of our revenue from operations. The reputation and goodwill associated with the **"Par Swam"** brand, together with our reputation for supplying products that meet customer specifications and quality requirements, are important to our ability to maintain relationships with wholesalers, distributors, retailers and private label customers, attract new customers and support demand for our products.

Our brand and reputation may be adversely affected by, among other things, actual or perceived product defects, inconsistent product quality, delays in fulfilling customer orders, customer complaints, adverse publicity, unauthorised use or infringement of our brand or product designs, counterfeit or look-alike products, and acts or omissions of our suppliers, job workers, distributors or other business partners. In addition, although our private label business currently represents only a small portion of our operations, any quality issues, product defects or delays relating to products manufactured under such arrangements may adversely affect our relationships with those customers and our ability to secure repeat orders.

We prescribe product specifications for all products manufactured by our job workers and undertake quality checks at identified stages of production. However, there can be no assurance that these measures will prevent all quality-related or reputational issues. Any material damage to the reputation of the **"Par Swam"** brand or our reputation as a supplier of quality apparel products may reduce customer confidence, affect demand for our products, impair our ability to retain existing customers or attract new customers, and adversely affect our business, results of operations and financial condition.

17. ***We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.***

Our business is dependent on our continuing relationships with our customers. Our Company neither have any long-term contract with any of customers nor have any marketing tie up for our products as our sales are primarily conducted through individual purchase orders that set out terms, volumes and delivery schedules. The absence of long-term commitments exposes us to the risk of customer retention and creates uncertainty in production planning. If one or more of our key customers reduce their orders, cease to source from us, or are unable to perform their obligations due to financial distress, insolvency, business restructuring, regulatory actions, or shifts in procurement policies, our revenue and profitability could be materially impacted.

We believe that we have maintained good and long-term relationships with our customers. However, there can be no assurance that we will be successful in maintaining such relationships or increasing the number of such relationships. If we are not able to maintain existing relationships with our current customers or if we are not able to develop new relationships, including if we are not able to deliver our products on a timely basis or issue services that meet the needs of the customers, the number of customers could decline in the future and as a result, our business, prospects, results of operations and financial condition could be adversely affected in the future. Although we have not experienced a material loss of a key customer in last 3 Fiscals, we cannot assure you that we will be able to retain our existing customers, secure equivalent replacement customers on comparable terms, or continue to maintain the current level of revenues.

Our top ten customers contribute to a substantial portion of our revenues for the year ended March 31, 2026, March 31, 2025, and March 31, 2024. The table below sets forth details of revenue generated from our largest customer, top 5 customers and top 10 customers for our products for the Financial Year 2026, 2025 and 2024 of our revenue from operations.

**(₹ in Lakhs)**

| **Period** | **Revenue from Largest Customer (₹ in Lakhs)** | **% Contribution of largest customer to revenue from operations** | **Revenue from Top 5 Customers (₹ in Lakhs)** | **% Contribution of top 5 to revenue from operations** | **Revenue from Top 10 Customers (₹ in Lakhs)** | **% Contribution of top 10 to revenue from operations** |
|---|---|---|---|---|---|---|
| Fiscal 2026 | 368.36 | 12.22 | 1,057.39 | 35.08 | 1,514.65 | 50.26% |
| Fiscal 2025 | 204.58 | 9.72 | 588.83 | 27.98 | 909.27 | 43.22% |
| Fiscal 2024 | 157.12 | 7.85 | 549.48 | 27.46 | 888.10 | 44.37% |

However, the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. Any decline in our quality standards, growing competition and any change in the demand for our products by these customers may adversely affect our ability to retain them. Also, any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

**18.** ***We have sought Exemption from disclosing individual as part of the 'promoter group' of our Company. There is no guarantee that SEBI will grant such exemption in a timely manner or at all.***

Our Company has filed an application dated September 16, 2026 with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking exemption from the strict enforcement of the applicable requirements relating to identification and disclosure of Smt. Jayanti R. Banthiya as a member of our Promoter Group. Regulation 300 permits SEBI, in specified circumstances, to relax strict enforcement of the ICDR Regulations, and similar applications have been made by issuers in relation to promoter-group disclosures.

Smt. Jayanti R. Banthiya is the biological sister of our Promoters, Mr. Arvind Bohra and Mr. Anand Bohra, and is accordingly related to certain other Promoters by marriage. Our Company has sought the aforesaid exemption from identifying and disclosing her, and such entities, if any, which may be required to be identified pursuant to the definition of "promoter group" under the SEBI ICDR Regulations, as members of our Promoter Group.

As on the date of this Draft Red Herring Prospectus, The Application is in process. There can be no assurance that SEBI will grant the exemption sought by our Company, either in whole or in part, or within the timelines anticipated

by us. SEBI has, in other cases, declined similar exemption requests and required issuers to include the relevant relatives and connected entities as members of the promoter group and make the applicable disclosures based on available information.

If SEBI does not grant the exemption sought by us, or grants it subject to conditions, we may be required to identify Smt. Jayanti R. Banthiya and the applicable entities connected with her as members of our Promoter Group and make consequential disclosures, confirmations and undertakings in this Draft Red Herring Prospectus and/or other Issue-related documents in accordance with the SEBI ICDR Regulations. This may require amendments to the Issue documents, collection of additional information and completion of further regulatory compliances, and may consequently result in additional time and costs in connection with the Issue.

***19. We are dependent upon few suppliers for the material requirements of our business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to procure raw materials and finished products of the required quality and quantity, at competitive prices, our business, results of operations and financial condition may be adversely affected.***

While we have maintained a long-term relationship with many of our suppliers and we have been able to negotiate favorable credit terms from them due to increased order sizes and timely payments, we cannot assure you that we shall be able to maintain such favorable credit terms in future. In this regard, for the year ended March 31, 2026, March 31, 2025, and March 31, 2024, our top 10 suppliers contributed around 63.50 %, 69.36 % and 70.06 % respectively of our purchases. We are, to a major extent, dependent on external suppliers for our Denim fabric, Cotton fabric, Zippers, Buttons, Labels, etc.; we do not have any long-term supply agreements or commitments in relation to the same used in our manufacturing process. Although we have long term relationship with our suppliers, we do not have a formal written agreement with any of them. We get longer credit periods based on our relationship with the suppliers established over a period of time primarily because of continuity of orders placed with them, size of the order and timely payments made to suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Further, the amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time. In addition, 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. Although there have not been any instances in the past 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. The names and other identifying particulars of suppliers have not been disclosed due to commercial confidentiality, as disclosure of such information may reveal sensitive information relating to our procurement arrangements and supplier relationships and may adversely affect our competitive position and business interests.

Further, we are also exposed to fluctuations in the prices of fabric. Thus, we may be unable to control the factors affecting the price at which we procure our raw material. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Particularly, we face the risk of our products becoming unaffordable if pass on the increase in the cost of production to our customers through a corresponding increase in the price of our products in order to maintain our margins. Upward fluctuation of price of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial conditions and results of operations.

***20. Any disruptions to the supply, or increases in the pricing, of the raw materials and finished products that we outsource, may adversely affect the supply and pricing of our products and, in turn, adversely affect our business, cash flows, financial condition and results of operations.***

Our primary raw material is fabrics. Raw materials price volatility caused by various factors such as the quality and availability of supply, consumer demand, changes in government programs and regulatory sanctions. Our suppliers

may be unable to provide us with a sufficient quantity of our raw materials at a suitable price for us to meet the demand for our products. The prices and supply levels of raw materials are dependent on factors, which are not in our control such as general economic conditions, competition, production levels, transportation costs and import duties.

Any increase in raw material prices may affect our procurement of raw materials and will result in corresponding increases in our product costs, while the increase in the selling price of the finished products may not be in proportionate to the increase in raw material price. Such change in pricing may adversely affect our sales, cash flow and our overall profitability.

Our Company's cost of raw material consumed 93.28 %, 96.61 %, and 71.63 % of our revenues from operation for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively. If we are unable to manage these costs or increase the prices of our products to offset these increased costs, our margins, cash flows and our profitability may be adversely affected.

We currently do not have and do not intend to enter into long term contracts with any of the raw material suppliers since we typically place orders with them in advance on the basis of our anticipated requirements. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers and which could negatively affect the overall profitability and financial performance of our business.

Although there have not been any instances in the last 3 financial years and the current financial year 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 enough 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 Company is dependent on third party transportation providers for the delivery of raw materials and finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for our products, as well the extent and reliability of Indian infrastructure may have an adverse effect on our Company's reputation, business, financial condition, results of operations and prospects.***

We use third party transportation providers for the supply of most of our raw materials and for delivery of our products to our customers. Transportation strikes could have an adverse effect on our receipt of raw materials and our ability to deliver our products to our customers. Non-availability of transportation services could also adversely affect our receipt of raw materials and the delivery of our products. In addition, transportation costs in India have been steadily increasing over the past several years. While usually the end consumer bears the freight cost, we may not always be able to pass on these costs to our customers. Transport and Freight charges incurred by our Company for the Fiscals 2026, Fiscals 2025 and Fiscals 2024 was ₹ 7.17, ₹ 3.13 Lakhs, ₹ 2.87 Lakhs, aggregating 0.28 %, 0.16 % and 0.15 % of our total expenses, respectively.

Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects. Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

We may face transportation risks including damage or losses of goods in transit, delay in deliveries to our customers etc. due to loss or pilferage, which we may not be able to fully recover from our service provider or from our insurance coverage. Further, while we adjust freight costs in the cost of products sold to our customers, we bear transportation risk for the duration of transit. In addition, we may be required to replace a service provider if its services do not meet our safety, quality or performance standards or the partner's non-compliance with applicable laws or if it should unexpectedly discontinue operations due to reasons beyond its or our control. Any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or inability to deliver our products to our customers or may require us to look for alternative means of transportation which may not be cost or time efficient, thereby adversely affecting our operations, profitability, reputation and market position.

***22. We have working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business demands significant working capital to fund the procurement of raw materials, facilitate manufacturing processes, and maintain adequate inventory of raw material and finished goods for timely customer deliveries. Our Trade Receivables for the Fiscals March 31, 2026, March 31, 2025, and March 31, 2024, were ₹1,602.74 Lakhs, ₹ 1,533.72 Lakhs and ₹ 1,251.00 Lakhs respectively and our inventories for the Fiscals March 31, 2026, March 31, 2025, March 31, 2024, were ₹ 1,235.50 Lakhs, ₹ 718.50 Lakhs and ₹ 368.13 Lakhs respectively. Furthermore, our working capital requirements is higher due to B2B customers, which requires investment in inventory and advance payment to some suppliers. Increased working capital demands may also arise as we take on a larger volume of orders due to business growth.

Our working capital is funded through borrowings and internal accruals. For details, see **"*Financial Indebtedness*"** on page 262. The table below presents our working capital requirement and its funding pattern for the indicated years:

| **Particulars** | **Fiscal 2026 (Audited)** | **Fiscal 2025 (Audited)** | **Fiscal 2024 (Audited)** |
|---|---|---|---|
| **Net Working Capital** | **1,628.65** | **1,190.60** | **1,014.21** |
| | | | |
| **Sources of Funds** | | | |
| Borrowings | 474.94 | 502.65 | 498.39 |
| Internal Accruals | 1,153.71 | 687.95 | 515.82 |
| **Total** | **1,628.65** | **1,190.60** | **1,014.21** |

We typically rely on internal accruals, borrowings from the promoters, as well as credit facilities with banks to provide for our working capital arrangements. In Fiscal 2026, Fiscal 2025 and Fiscal 2024 our days working capital was up to 213 days, 200 days, 191 days respectively. As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital requirements in the future. Any increase in debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company and could adversely impact our Equity Share price.

The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to write-offs bad debts and/ or delay in recoveries which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health. For further details of working capital requirements, please refer to the chapter titled ***"Objects of the Issue"*** on page 92 of this DRHP.

***23. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Further, since we do not execute contracts with our customers, the

order could be cancelled or there could be changes in scope and / or scheduled delivery of the products. Accordingly, it is difficult to predict with certainty if, when, and to what extent we may be able to deliver the orders placed. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business.

In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Except as disclosed in ***"Outstanding Litigation And Material Development"*** on page 281, we have not experienced any material delay, reduction in scope, cancellation, execution difficulty, delay or default in payment with regard to the orders placed with us, or any material disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Any delay, modification, cancellation of order by our large customers may have material adverse effect on our financial condition and results of operations.

***24. The growth of online retailers and current trends of discounting and pricing strategies may adversely affect our pricing ability, which may have an adverse effect on our results of operations and financial condition.***

In Fiscals 2026, sales from online channels represented 0.6% of our revenue from operations. In recent years, India has witnessed the emergence and growth of such online retailers and the market penetration of online retail in India is likely to continue to increase. This has led to current trends of discounting and deep price competition amongst ecommerce players. Online retailers sell multiple brands on their platforms, providing customers the ability to compare products and prices across brands. While we believe this provides us with an opportunity to increase the visibility of our brand, it also increases the negotiating position of such online retailers. We cannot assure you that we will always be able to negotiate agreements on favourable terms or at all, with such online retailers, particularly in relation to pricing or credit terms. If our customers perceive that prices of our products are not in line with the quality of our products, our sales may be directly impacted. We may not always be able to offer our products at prices which represent value for money. Further, some of our competitors may be able to negotiate better or more favourable terms with such online retailers as they enjoy pricing advantages due to large scale operations and multiple distribution channels. Any inability on our part to enter into agreements and on terms favourable to us, may have an adverse effect on our pricing and margins, and consequently adversely affect our results of operations and financial condition.

***25. If any new products or brands that we launch are not as successful as we anticipate, our business, results of operations and financial condition may be adversely affected.***

We currently operate under a our flagship brand, "Par Swam" alongwith our other brands "VAMA" and "Pre – Pad". but intend to expand our product portfolio. We may launch additional brands in the future in order to effectively market a wider range of apparel or other products. However, we cannot assure you that any new products or brands we launch will be successful or find traction with our customers or retail partners, or that we will be able to recover costs we incurred in developing such products and brands. If the products and brands that we launch are not as successful as we anticipate, our brand equity may suffer and our business, results of operations and financial condition may be adversely affected. Further, such expanded product offerings place a strain on our management, operational and financial resources, as well as our information systems.

***26. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.***

Our Company has been incorporated pursuant to the conversion of the Erstwhile Partnership firm under Part I Chapter XXI of the Companies Act, 2013 on June 5, 2024. Prior to conversion, the provisions of the Companies Act were not applicable to us. However, consequent to the aforesaid conversion, our Company is compliance with various provisions of the Companies Act. Though our Company will endeavour to take all possible steps comply with the provisions of the Companies Act, but in case of our inability to do so or in case of any delay, we may be subject to penal action from the appropriate authorities which may have an adverse effect on our financial and operational performance and reputation.

***27. Our estimates have not been appraised by any Bank or Financial Institution/third party. Any significant deviation in the Object could adversely impact our operations and sustainability in absence of any independent monitoring agency.***

Our company intends to utilise proceeds from issue for working capital requirements, General Corporate Purpose and to fund Public Issue Expenses. We have estimated fund raising to the extent as mentioned in the chapter titled 'Objects of the Issue'. The proposed objects for which the funds are being raised have not been appraised by any Bank or Financial Institution and the fund requirements are based primarily on management estimates and quotations received from various vendors. There is no guarantee that our estimates will prove to be accurate and any significant deviation in the project cost could adversely impact our operations and sustainability in the absence of any independent monitoring agency. For details of the ***"Object of the Issue"***, please refer Page 92 of this DRHP.

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

Our Company has entered into related party transactions with our promoter group in the past. While our Company confirms that all such transactions have been conducted on an arm's length basis and are accounted as per AS 18 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

We set out below the percentage of the related party transactions in terms of revenue for Fiscal 2026, Fiscal 2025 and Fiscal 2024.

(Rs. In Lakhs)

| **Particulars** | **Fiscal 2026** | **Fiscal 2025** | **Fiscal 2024** |
|---|---|---|---|
| Total Revenue from Operation | 3,013.52 | 2,103.86 | 2,001.67 |
| Sales with Related Party | - | 25.40 | 7.57 |
| Related party Transactions percentage to the revenue | 0.00% | 1.21% | 0.38% |

Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the ***"Annexure V Note No.32 – Related Party Transaction"*** on page no. 246 under chapter titled ***"Restated Financial Statement"*** on page 205 of this DRHP.

***29. We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materializes.***

As on March 31, 2026, we had Contingent Liability of Rs. 36.07 Lakhs for which no provision had been made. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. Details of Contingent Liabilities and commitments are as follows:

| **Particulars** | **As at** | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| **1) Contingent liabilities in respect of:** | | | |
| Claims against the company not acknowledged as debts* | 36.07 | - | 0.00 |
| **2) Commitments:** | | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | - | - | - |
| **Total** | - | - | - |

*"During the year 2025-26, the Company (erstwhile M/s Siddhi Vinayak Creation, a partnership firm) received an order under Section 74 of the CGST/GGST Act, 2017, raising a demand aggregating to Rs. 36.07 lakhs (comprising tax of Rs. 10.92 lakhs, interest of Rs. 14.23 lakhs and penalty of Rs. 10.92 lakhs) for FY 2018-19.*

*The Company has filed an appeal before the Appellate Authority against the said order and, based on management's assessment and legal advice, believes that it has a strong case on merits. Accordingly, no provision is required to be made in the Restated Financial Statements/Financial Statements, and the matter has been disclosed as a contingent liability."*

For details of the contingent liabilities of our Company, please refer to ***"Note 30: Restated Contingent Liabilities"*** under section ***"Restated Financial Statements"*** beginning on page 205 and chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page 281 of the DRHP.

***30. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event, we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected. As of March 31, 2026, March 31, 2025, and March 31, 2024 our insured assets were ₹ 220.05 Lakhs, ₹ 158.10 Lakhs and ₹ 212.01 Lakhs and our insurance cover as a percentage of the total Insurable Assets of our Company was 100 %, 73.05 % and 100 %, respectively. For more details, please refer to the chapter titled ***"Our Business"*** on page 148 of this DRHP.

***31. We have had instances of delays in filing statutory forms under the Companies Act, 2013, which may expose us to penalties or other regulatory consequences.***

In the past, Our Company is required to comply with various provisions of the Companies Act, 2013 and rules made thereunder, including timely filing of statutory forms and making requisite disclosures with the Registrar of Companies ("RoC"). In the past, there have been certain instances of delayed filings, erroneous filings and procedural non-compliances under the Companies Act, 2013. Certain forms were filed beyond the prescribed timelines and additional filing fees were paid in connection therewith. Further, certain discrepancies and non-compliances have been identified during the course of legal and secretarial due diligence. The details of certain material delayed and erroneous filings are set forth below:

| Sr. No. | Form Name | Date of Event | Date of Filing | Delay/ Discrepancy | Particulars |
|---|---|---|---|---|---|
| 1. | PAS-6 | 05.06.2024 to 31.03.2025 | 06.12.2024 | 7 days | Reconciliation of Share Capital Audit Report |
| 2. | INC-27 | 03.07.2024 | 27.07.2024 | 9 days | Conversion of the Company from Private Limited to Public Limited by deleting the word private from the name of the Company |
| 3. | MGT-14 | 30.09.2024 | 24.01.2026 | 450 Days | Approve investment limit U/S 186, Borrowing Power U/S 180(1)(c), authority for creation of Charges/Hypothecation/Mortgage of property U/S 180(1)(a) and fix the remuneration of Director |
| 4. | PAS-6 | 01.04.2025 to 30.09.2025 | 24.01.2026 | 56 days | Reconciliation of Share Capital Audit Report |
| 5. | DIR-12 | 14.05.2026 and | 13.06.2026 | 2 days | Appointment of Managing Directors, Company Secretary and Compliance |

| Sr. No. | Form Name | Date of Event | Date of Filing | Delay/ Discrepancy | Particulars |
|---|---|---|---|---|---|
| | | 12.05.2026 | | | Officer, One Whole Time Directors and Two Non-Executive Independent Directors. |
| 6. | DIR-12 | 14.05.2026 and 12.05.2026 | 13.06.2026 | 2 days | Appointment of Arvind Bohra as Whole Time Directors and Chief Financial Officer. |
| 7. | MGT-14 | 01.09.2025 | 14.10.2025 | 15 days | Filing of Board Resolution for approval of Accounts and Directors Report for FY 2024-25. |
| 8. | DIR-12 | 30.09.2025 | 24.01.2026 | 85 days | Regularization of Aditya Bohra from Additional Director to Director |
| 9. | PAS-6 | 01.10.2024 to 31.03.2025 | 24.01.2026 | 239 days | Reconciliation of Share Capital Audit Report |
| 10. | MGT-14 | 01.09.2024 | 01.09.2026 | 701 | Filling of shareholder Resolution for Approve investment limit U/S 186, Borrowing Power U/S 180(1)(c), authority for creation of Charges/Hypothecation/Mortgage of property U/S 180(1)(a) |
| 11. | MGT-14 | 01.09.2024 | 01.09.2026 | 701 | Approval of Shareholders for increase the Overall Limit of Maximum Remuneration Payable to all the Directors |

Certain filings were delayed due to inadvertent administrative lapses, resulting in additional fees being paid by the Company. While the Company has taken steps to regularise such filings, we cannot assure you that we will not have any instances of non-compliance or delays in statutory filings in the future. Any such non-compliance or delay may result in penalties, additional regulatory scrutiny or other consequences, which may adversely affect our reputation, financial condition and results of operations. Further, to improve our secretarial compliances we have appointed Kritika Gadiya as Company Secretary and Compliance Officer.

***32. There have been several instances of delay/ default in payment of statutory dues and filing of statutory returns by our Company in the past.***

There have been several instances of delay/ default in payment of statutory dues including ESIC payments and filing of GST returns by our Company in the past which were not material in nature and the same were regularised subsequently by payments and filing of return with interest and penalty. For the last three Fiscals there has been generally delay in depositing undisputed statutory dues such as Employee Estate Insurance, Tax deducted at source, Income Tax, Good and Service Tax etc. due to several reasons including liquidity issues.

Following are the details of delays in the payments of EPF in the last 3 FYs:

| Particulars | FY-26 | FY-25 | FY-24 |
|---|---|---|---|
| Total Number of Employees | 11 | 15 | 11 |
| No. of Employees registered with ESIC | 5 | NA | NA |
| Total Contribution | Rs. 2,896 | NA | NA |

Details of delays of Statutory Dues:

| Particulars | Period to which amount relates | No. of instances |
|---|---|---|
| Professional Taxes | 2024-25 | 1 |
| Professional Taxes | 2025-26 | 1 |

| | | |
|---|---|---|
| Tax Deducted at Source | 2024-25 | 3 |
| Tax Deducted at Source | 2025-26 | 1 |
| GST | 2024-25 | 1 |
| GST | 2025-26 | 2 |

Though these delays have been regularised, we cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by respective statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

***33. Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition. Additionally, our Promoters have given personal guarantees in relation to certain financing arrangements provided to the Company by the lenders which may not continue after the completion of the Offer.***

As on August 31, 2026, our total outstanding indebtedness was ₹ 953.83 Lakhs which includes secured and unsecured borrowings. For details on our borrowings, please refer to chapter titles **"*Financial Indebtedness*"** beginning from page no. 262 of this DRHP. Our debt equity ratio as in Fiscal 2026, Fiscal 2025 and Fiscal 2024 were 0.81, 1.07 and 0.96 respectively. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from our lenders for, among other things, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. We have applied to our lenders for No Objection Certificate (NOC) for our proposed Initial Public issue, for which their NOC is received.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by personal guarantees of our Promoter. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, ownership interest of the existing shareholders in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

***34. Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change***

The Government of India may implement new laws or other regulations that could affect the textile industry or the sectors we serve, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

***35. We require certain approvals, licenses, registrations and permits for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our business, results of operations and financial condition.***

Our business requires us to obtain and renew from time to time certain approvals, licenses, registrations and permits under various laws. As on the date of this Draft Red Herring Prospectus, there are no material approvals which have expired and for which renewal is yet to be applied for, nor are there any material approvals which are pending to be applied for. However, our Company was converted from a private limited company into a public limited company and a fresh certificate of incorporation dated August 29, 2024 was issued to us consequent upon the change of our name from 'Parswam Fashion Private Limited' to 'Parswam Fashion Limited'. We are in the process of changing our name as it appears on various approvals and licenses. In particular the company has applied for fire NOC and address name change in the shops and establishment certificate, the trademark "Par swam" bearing registration no. 1747607 under Class 25, which we use in our business, continues to be registered in the name of Siddhi Vinayak Creation, the erstwhile partnership firm whose business was transferred to our Company pursuant to an agreement of transfer dated October 14, 2024. Our Company has filed an application in Form TM-P dated June 04, 2026 with the Registrar of Trademarks for assignment or transfer of the said trademark in the name of our Company, which is pending as on the date of this Draft Red Herring Prospectus. Until such transfer is recorded, our ability to enforce our rights in the said trademark against third parties in our own name may be limited. Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will record the change of our name or the transfer of the said trademark, or issue these approvals or licenses, in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it may have an adverse impact on our business operations.

Further, certain registrations under labour laws become applicable upon our employee strength crossing the thresholds prescribed thereunder. As on the date of this Draft Red Herring Prospectus, our Company has filed an intimation under the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019. As our operations and employee strength grow, we will be required to obtain such additional registrations and any delay or failure in doing so may expose us to penalties and other regulatory action.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would 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. Any failure to renew our approvals upon their expiry or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see **"*Government and Other Approvals*"** on page 286 of this Draft Red Herring Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may also become involved in legal proceedings in the course of our business due to non-compliance or alleged non-compliance with the terms and conditions of our regulatory approvals or authorizations.

***36. Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.***

The Government of India may implement new laws or other regulations that could affect the textile industry or the sectors we serve, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

***37. Any failure or significant weakness of our internal controls system could cause operational errors or incidents of fraud, which would adversely affect our profitability and reputation.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal or concurrent audit functions make an evaluation of the adequacy and effectiveness of internal controls on an ongoing basis so that business units adhere to our policies, compliance requirements and internal circular guidelines. While we periodically test and update, as necessary, our internal controls systems, 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 guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified.

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 or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. Failures or material errors in our internal controls systems may lead to deal errors, pricing errors, inaccurate financial reporting, fraud and failure of critical systems and infrastructure. Such instances may also adversely affect our reputation, business and results of operations. Although, there were not any past instances during financial years ended March 31, 2026, 2025 and 2024. There can also be no assurance that we would be able to prevent frauds in the future or that our existing internal mechanisms to detect or prevent fraud will be sufficient. Any fraud discovered in the future may have an adverse effect on our reputation, business, results of operations and financial condition. For further details, please see section ―Outstanding Litigation and Material Developments on page 281.

***38. If we are subject to any fraud, theft, or embezzlement by our employees, contractors or dealers, it could adversely affect our reputation, results of operations and financial condition.***

Our business and the industry we operate in is subject to incidents of vendor/ dealer/ employee fraud, theft, or embezzlement. While there have been certain instances where our employees have engaged in pilferage of our products, however, none of these instances have been material or had any financial impact on our operations. Although we have set up various security measures such as deployment of security guards and operational processes such as periodic stock taking and have obtained relevant insurance in relation to the same, and are also entitled to recover shortages from our employees, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future or be able to successfully claim under such insurance policies on the occurrence of any such events, which could adversely affect our reputation, results of operations and financial condition.

***39. The present promoters of the Company are first generation entrepreneurs. Our present Promoters are first generation entrepreneur.***

Their experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth. Although Our Promoter Anand Bohra, Arvind Bohra, Palak Bohra, Garima Jain and Aditya Bohra have adequate experience. For further details of our Promoters, refer chapter titled ***"Our Promoter and Promoter Group"*** beginning on Page 196 of DRHP.

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

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

our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

***41. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. Although, there were not any past instances during financial years ended March 31, 2026, 2025 and 2024. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

***42. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.***

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled "*Financial Indebtedness*" beginning on page 262 of this DRHP.

***43. Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.***

Our business requires us to obtain and renew from time-to-time certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would 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. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see "Government and Other Approvals" on page 286 of this DRHP. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

***44. Unsecured loans taken by our Company can be recalled by the lenders at any time.***

Our Company has currently availed unsecured loans. These loans may be recalled by the lenders at any time. In the event that, any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company's liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, see "Financial Indebtedness" on page 262 of this DRHP.

***45. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition. The success of our business will depend greatly on our ability to effectively implement our business and growth strategies.***

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to maintain the quality of our product;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability.

***46. 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 after the Issue.***

The determination of the Price Band is based on various factors and assumptions and will be determined by us in consultation with the Book Running Lead Managers. Furthermore, the Issue Price of the Equity Shares will be determined by us in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under "Basis for Issue Price" beginning on page 103 and may not be indicative of the market price for the Equity Shares after the Issue.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Manager is below their respective issue price. For further details, see "Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Lead Managers" on page 299. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. 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.

***47. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such

employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***48. There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoters, have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

***49. Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.***

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoter, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoter for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If 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. For further information, see ***"Our Management"*** on page 181 of this DRHP.

***50. Our Directors do not possess experience of being on the board of any listed company.***

Our Directors do not possess experience of being on the board of any listed company and accordingly, may not be adequately well-versed with the activities or industry practices undertaken by the listed company. We cannot assure

you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company. Further, our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements including by engaging professionals having expertise in managing such compliances.

***51. In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Our Directors, Key Managerial Personnel ("KMP") and Senior Managerial Personnel ("SMP") are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see "Capital Structure" and "Our Management" on pages 77 and 181, respectively, of this DRHP.

***52. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'.***

Any shortfall in raising/ meeting the same could adversely affect our growth plans, operations, and financial performance. As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page no. 92 of this DRHP.

***53. There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 5,000 Lakhs. Since this Issue Size is less than Rs. 5,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the designated Stock Exchange and shall also simultaneously make the material deviations/ adverse comments of the audit committee public.

***54. Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see ***"Dividend Policy"*** on page 204 of this DRHP.

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

After completion of the Issue, Our Promoter and Promoter Group will collectively own 71.28 % of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AOA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

***56. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.***

An outbreak of COVID-19 was recognized as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures have been lifted. We proactively engaged with our clients to reassure them and to demonstrate our commitment to restart our operations and to build confidence in the safety protocols deployed at our premises. Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this period of lockdown and relaxation, our processing facility was partially operational. If we do not respond appropriately to the pandemic, or if customers did not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future.

We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

***57. Any variation in the utilization of the Net Proceeds as disclosed in this DRHP shall be subject to certain compliance requirements, including prior Shareholders' approval.***

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled "Objects of the Issue" on page no. 92 in the DRHP. In accordance with Companies Act, 2013 and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this DRHP without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled "Objects of the Issue" on page no. 92 in the DRHP. 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, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to

incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

**EXTERNAL RISK FACTORS**

1. ***Changes in Government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

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

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

   Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- Custom duties on imports of raw materials and components;
- Goods and Service Tax

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

3. ***Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

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

4. ***We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the DRHP.***

   While facts and other statistics in the DRHP relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "Industry Overview" beginning on page 116 of this DRHP. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

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

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

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

10. ***Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could

adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

**RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS**

***11. Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Offer, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Offer, our Promoters, along with our Promoter Group members, will hold, approximately [•] % of our post offer paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled *"Capital Structure"* and *"Our Promoter and Promoter Group"*, beginning on page 77 and 196 respectively, of this DRHP.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see ***"Dividend Policy"*** on page 204 of this DRHP.

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

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

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

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

***15. Investors may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Investors may be subject to Indian taxes arising out of capital gains on sale of Equity Shares. Capital gains arising from the sale of our Equity Shares are generally taxable in India. Any gain realized on the sale of our Equity Shares on a stock exchange held for more than 12 months is subject to long term capital gains tax in India. A securities transaction tax ("STT") will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realized on the sale of our Equity Shares held for more than 12 months by an Indian resident, which

are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long-term capital gains tax in India. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less that are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short-term capital gains tax at a higher rate compared to the transaction where STT has been paid in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India, as well as in their own jurisdictions on gains arising from a sale of our Equity Shares. Further, the Government of India announced the union budget for Fiscal 2026, following which the Finance Bill, 2025 ("Finance Bill") was introduced in the Lok Sabha on February 1, 2025. Investors are advised to consult their own tax advisers and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time-consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Additionally, the Union Cabinet, Government of India has recently approved the Income Tax Bill, 2025, which inter alia, proposes to amend the income tax regime and replace the Income Tax Act, 1961. There is no certainty on the impact of the Income Tax Bill, 2025, once enacted, on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate. Pursuant to amendments notified by the Finance Act (No.2) Act, 2024 ("Finance Act 2024 II"), long-term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess), without benefit of indexation. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax at the rate of 20% (plus applicable surcharges and cess) for transfers taking place after July 23, 2024. An STT will be levied both at the time of transfer and acquisition of equity shares (unless exempted) and such STT is collected by an Indian stock exchange on which our Equity Shares are sold. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges willbe on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

The Finance Act, 2020, has, inter alia, amended the tax regime, including a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, and that such dividends are likely to be subject to tax deduction at source. Further, pursuant to the Finance Act 2024 II, any payment received by the shareholders from the Company pursuant to buyback of shares undertaken after October 1, 2024 on account of buy back of shares shall be taxable as dividend and no deduction from such dividend income shall be allowed. The investors are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares. 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. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, governing our business and operations could result in us being deemed to be in contravention of such laws requiring us to apply for additional approvals.

***16. There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the Stock Exchange in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Stock Exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

***17. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Offer, there has been no public market for our Equity Shares. Mansi Share and Stock Broking Private Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer. For further details of the obligations and limitations of Market Makers, please refer to the section titled "General Information – Details of the Market Making Arrangement for this Offer" on page 74 of this DRHP.

***18. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.***

There has been no public market for our Equity Shares prior to the Offer. The price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on the SME Platform of BSE Limited after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

The price at which our Equity Shares will trade at after the Offer will be determined by the marketplace and may be influenced by many factors, including:

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;
- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;

- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects.

*[Remainder of this page has been intentionally left blank]*

## SECTION III – INTRODUCTION

### SUMMARY OF FINANCIAL INFORMATION

*The following tables set forth the summary financial information derived from the Restated Summary Financial Information for the Fiscal 2026, Fiscal 2025 and Fiscal 2024.*

*The summary financial information presented below should be read in conjunction with **"Financial Information"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations"** beginning on pages 205 and 264 respectively.*

*[The remainder of this page has intentionally been left blank]*

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**
**Annexure I**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| Particulars | Note No. | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | | |
| **Shareholder's funds** | | | | |
| Share capital | 3 | 600.00 | 600.00 | 590.67 |
| Reserves and surplus | 4 | 384.63 | 72.01 | - |
| **Total shareholder's funds** | | **984.63** | **672.01** | **590.67** |
| **Non-current liabilities** | | | | |
| Long-term borrowings | 5 | 230.73 | 166.78 | 43.54 |
| Deferred tax liability | 6 | - | 0.25 | 0.48 |
| Long-term provision | 7 | 5.62 | 2.99 | 2.30 |
| **Total non current liabilities** | | **236.35** | **170.02** | **46.32** |
| **Current liabilities** | | | | |
| Short-term borrowings | 8 | 562.99 | 555.25 | 521.19 |
| Trade payables | 9 | | | |
| Total outstanding dues of micro enterprises and small enterprises | | 317.14 | 641.61 | 350.32 |
| Total outstanding dues of other than micro enterprises and small enterprises | | 801.02 | 381.80 | 182.46 |
| Other current liabilities | 10 | 12.93 | 4.47 | 38.29 |
| Short-term provisions | 11 | 104.14 | 50.24 | 38.03 |
| **Total current liabilities** | | **1,798.22** | **1,633.37** | **1,130.29** |
| **Total Equity and Liabilities** | | **3,019.20** | **2,475.40** | **1,767.28** |
| **ASSETS** | | | | |
| **Non-current assets** | | | | |
| Property, plant and equipment and intangible assets | | | | |
| Property, plant & equipment | 12 | 110.51 | 121.22 | 131.56 |
| Intangible assets | 13 | 0.03 | 0.06 | 0.11 |
| Deferred tax assets | 14 | 0.88 | - | - |
| Long term loans and advances | 15 | 27.51 | 69.00 | - |
| Other non current assets | 16 | 5.06 | 3.97 | 3.97 |
| **Total non current assets** | | **143.99** | **194.25** | **135.64** |
| **Current assets** | | | | |
| Inventories | 17 | 1,235.50 | 718.50 | 368.13 |
| Trade receivables | 18 | 1,602.74 | 1,533.72 | 1,251.00 |
| Cash and cash equivalents | 19 | 11.33 | 12.43 | 8.33 |
| Other current assets | 20 | 25.64 | 16.50 | 4.18 |
| **Total current assets** | | **2,875.21** | **2,281.15** | **1,631.64** |
| **Total assets** | | **3,019.20** | **2,475.40** | **1,767.28** |

The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No. - 70866
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**RESTATED STATEMENT OF PROFIT AND LOSS**
**Annexure II**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| Particulars | Note No. | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from operations | 21 | 3,013.52 | 2,103.86 | 2,001.67 |
| Other income | 22 | 5.59 | 0.13 | 3.88 |
| **Total income** | | **3,019.11** | **2,103.99** | **2,005.55** |
| **Expenses** | | | | |
| Cost of material consumed | 23 | 2,810.96 | 2,032.47 | 1,433.70 |
| Changes in inventories of finished goods, work in progress and stock in trade | 24 | (517.00) | (350.37) | 200.84 |
| Employee benefit expenses | 25 | 92.79 | 77.86 | 72.90 |
| Finance costs | 26 | 66.58 | 52.17 | 39.53 |
| Depreciation & amortisation expenses | 27 | 14.35 | 14.82 | 15.22 |
| Other expenses | 28 | 134.99 | 123.13 | 97.47 |
| **Total expenses** | | **2,602.67** | **1,950.08** | **1,859.66** |
| **Profit before tax** | | **416.44** | **153.91** | **145.89** |
| **Tax expense:** | | | | |
| Current tax | | 104.95 | 50.29 | 53.76 |
| Deferred tax (credit)/ charge | 6 & 14 | (1.13) | (0.23) | 0.48 |
| **Total Tax Expenses** | | **103.82** | **50.06** | **54.24** |
| **Profit/Loss for the year** | | **312.62** | **103.85** | **91.65** |
| **Earning per equity share (face value of Rs. 10 each/-)** | 29 | | | |
| (a) Basic (Rs.) | | 5.21 | 1.73 | 1.53 |
| (b) Diluted (Rs.) | | 5.21 | 1.73 | 1.53 |

The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No. - 70866
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**RESTATED CASH FLOW STATEMENT**
**Annexure III**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| | Particulars | | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|---|
| A | **CASH FLOW FROM OPERATING ACTIVITIES** | | | | |
| | Profit before tax | | 416.44 | 153.91 | 145.89 |
| | **Add:** | | | | |
| | Depreciation & amortization | | 14.35 | 14.82 | 15.22 |
| | Finance cost | | 66.58 | 52.17 | 39.53 |
| | Provision for gratuity | | 2.71 | (0.32) | 3.40 |
| | Provision for bad debts | | - | 4.86 | 4.68 |
| | **Less:** | | | | |
| | Interest received | | (1.34) | - | - |
| | Prior period adjustment | | - | - | (5.79) |
| | **Operating cash flows before working capital changes** | | **498.74** | **225.44** | **202.93** |
| | **Changes in working capital** | | | | |
| | (Increase) / decrease in inventory | | (517.00) | (350.37) | 200.84 |
| | (Increase) / decrease in trade receivables | | (69.02) | (287.58) | (369.63) |
| | (Increase) / decrease in loans & advances | | 41.49 | (69.00) | - |
| | (Increase) / decrease in other current assets | | (9.14) | (12.32) | 19.75 |
| | (Increase) / decrease in other non current assets | | (1.09) | - | (0.30) |
| | Increase/ (decrease) in trade payables | | 94.75 | 490.63 | (139.69) |
| | Increase/ (decrease) in provision | | - | - | - |
| | Increase/(decrease) in other current liabilities | | 8.46 | (33.82) | 1.68 |
| | **Cash generated/(used) in operations** | | **47.19** | **(37.02)** | **(84.42)** |
| | Income taxes paid | | (51.13) | (37.07) | (23.00) |
| | **Net cash generated from operating activities** | | **(3.94)** | **(74.09)** | **(107.42)** |
| B | **CASH FLOW FROM INVESTING ACTIVITIES** | | | | |
| | Purchase of property plant and equipment and intangible assets | | (3.69) | (4.43) | (5.40) |
| | Sale of property plant and equipment and intangible assets | | 0.08 | - | - |
| | Interest received | | 1.34 | - | - |
| | Security deposits received (Liabilities) | | - | - | - |
| | Repayment of security deposits (Liabilities) | | - | - | - |
| | Refund of security deposits (Assets) | | - | - | - |
| | Security deposits paid (Assets) | | - | - | - |
| | **Net cash generated (used) in investing activities** | | **(2.27)** | **(4.43)** | **(5.40)** |
| C | **CASH FLOW FROM FINANCING ACTIVITIES** | | | | |
| | Proceeds from long term borrowings | | 160.00 | 225.00 | 75.00 |
| | Repayment of long term borrowings | | (60.60) | (71.96) | (177.93) |
| | Proceeds from short term borrowings | | 559.66 | 1,057.44 | 511.28 |
| | Repayment of short term borrowings | | (587.37) | (1,053.18) | (227.62) |
| | Interest paid | | (66.58) | (52.17) | (39.53) |
| | Proceeds from issue of share (net) | | - | - | - |
| | Partners Payment | | - | (22.51) | (27.66) |
| | **Net cash generated /(used) in financing activities** | | **5.11** | **82.62** | **113.54** |
| | **Net increase / (decrease) in cash & cash equivalents** | 'A+B+C' | **(1.10)** | **4.10** | **0.72** |
| | Cash & cash equivalents at the beginning of the year | | 12.43 | 8.33 | 7.61 |
| | **Cash & cash equivalents at the end of the year** | | **11.33** | **12.43** | **8.33** |
| | **Cash & cash equivalents comprise:** | | | | |
| | Cash in hand | | 10.92 | 10.14 | 0.53 |
| | Balance in current account with banks | | 0.41 | 2.29 | 7.80 |
| | **Total** | | **11.33** | **12.43** | **8.33** |

The above cash flow statement has been prepared under the indirect method as per Accounting Standard 3 - Cash flow statement
The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No. - 70866
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

**S**

## SUMMARY OF CONTINGENT LIABILITIES AND COMMITMENTS

The details of Contingent Liability and Commitments derived from the Restated Financial Information are as set out in the table below:

**Details of contingent liabilities are as given below:**

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|---|---|---|
| | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| **1) Contingent liabilities in respect of:** | | | |
| Claims against the company not acknowledged as debts* | 36.07 | - | 0.00 |
| **2) Commitments:** | | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | - | - | - |
| **Total** | - | - | - |

* ***Note:***

*(a) a demand of ₹36,06,328 raised on Siddhi Vinayak Creation vide demand order in Form DRC-07 bearing reference no. ZD2409250565916 dated September 17, 2025, for Financial Year 2018-19 and*

*(b) an outstanding TDS demand of ₹200 for F.Y. 2019-20, which is negligible.*

*[Remainder of this page has been intentionally left blank]*

## SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transactions entered into by our Company for Fiscal 2026, Fiscal 2025 and Fiscal 2024 as per AS 18 –Related Party Disclosures read with SEBI ICDR Regulations and derived from the Restated Financial Information are as set out in the table below**:**

| Name of the related party | Category | Description of Relation | Date of Appointment |
|---|---|---|---|
| Arvind Bohra | Director | Whole-time director and Chief Financial Officer | June 05, 2024 |
| Anand Bohra | Director | Managing Director | June 05, 2024 |
| Aditya Bohra | Director | Whole Time Director | June 12, 2024 |
| Palak Bohra | Director | Director | June 05, 2024 |
| Kritika Gadiya | KMP | Company Secretary & Compliance Officer | May 12, 2026 |

**Relatives of Key Managerial Personnel**

| Name of the related party | Category | Description of Relation |
|---|---|---|
| Garima Jain | Relative of KMP | Relative of Arvind Bohra |
| Neelu Sethi | Relative of KMP | Relative of Arvind Bohra |
| Manoj Kumar Sethi | Relative of KMP | Relative of Arvind Bohra |

**Other Related parties where there have been transactions**

| Name of the related party | Category |
|---|---|
| M/S Siddhi Vinayak Creation | (Prop. Entity owned/controlled by KMP Arvind Bohra) |

**Related Party Transactions**

*(₹ in lakhs)*

| Particulars | Nature of Transaction | For the Financial Year ended | | |
|---|---|---|---|---|
| | | March 31, 2026 | March 31, 2025 | March 31, 2024 |
| Mr. Anand Bohra | Remunerations to KMP / Directors | 15.00 | 9.00 | - |
| Mr. Arvind Bohra | Remunerations to KMP / Directors | 15.00 | 9.00 | - |
| Mrs. Palak Bohra | Remunerations to KMP / Directors | 12.00 | 6.00 | - |
| Mr. Aditya Bohra | Remunerations to KMP / Directors | 9.00 | 4.80 | - |
| Mrs. Garima Jain | Remunerations to relatives of KMP / Directors | 12.00 | 6.00 | - |
| | | | | |
| Mr. Anand Bohra | Remuneration to Partners | - | 4.50 | 10.00 |

| | | | | |
|---|---|---|---|---|
| Mr. Arvind Bohra | Remuneration to Partners | - | 4.50 | 10.00 |
| Mrs. Palak Bohra | Remuneration to Partners | - | 3.00 | 9.00 |
| Mr. Aditya Bohra | Remuneration to Partners | - | 1.50 | 3.00 |
| Mrs. Garima Jain | Remuneration to Partners | - | 3.00 | 9.00 |
| Mrs. Neelu Sethi | Remuneration to Partners | - | 1.50 | - |
| | | | | |
| Mr. Anand Bohra | Net Capital introduced/(drawing) in the firm by Partners | - | (18.59) | (10.02) |
| Mr. Arvind Bohra | Net Capital introduced/(drawing) in the firm by Partners | - | (35.69) | (35.59) |
| Mrs. Palak Bohra | Net Capital introduced/(drawing) in the firm by Partners | - | 21.84 | (21.70) |
| Mr. Aditya Bohra | Net Capital introduced/(drawing) in the firm by Partners | - | 4.15 | 3.71 |
| Mrs. Garima Jain | Net Capital introduced/(drawing) in the firm by Partners | - | (10.41) | (11.77) |
| Mrs. Neelu Sethi | Net Capital introduced/(drawing) in the firm by Partners | - | 2.75 | 0.71 |
| Mr. Manoj Kumar Sethi | Net Capital introduced/(drawing) in the firm by Partners | - | 6.24 | 0.05 |
| | | | | |
| M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | Sales of Goods | - | 25.40 | 7.57 |
| | | | | |
| M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | Payment received against Sale of goods | 32.97 | - | - |
| | | | | |
| Mr. Anand Bohra | Loans received from KMP/ Directors | 291.65 | 280.01 | - |
| Mr. Arvind Bohra | Loans received from KMP/ Directors | 172.97 | 122.14 | - |
| Mrs. Palak Bohra | Loans received from KMP/ Directors | - | 41.06 | - |
| Mr. Aditya Bohra | Loans received from KMP/ Directors | 8.86 | 17.65 | - |
| | | | | |

| | | | | |
|---|---|---|---|---|
| Mrs. Garima Jain | Loans received from relatives of KMP/ Directors | - | 14.81 | - |
| | | | | |
| Mr. Anand Bohra | Repayment of loans to KMP/ Directors | 301.15 | 372.63 | - |
| Mr. Arvind Bohra | Repayment of loans to KMP/ Directors | 185.46 | 372.59 | - |
| Mrs. Palak Bohra | Repayment of loans to KMP/ Directors | 0.38 | 133.61 | - |
| Mr. Aditya Bohra | Repayment of loans to KMP/ Directors | 8.67 | 28.30 | - |
| | | | | |
| Mrs. Garima Jain | Repayment of loans to relatives of KMP/directors | 0.94 | 140.00 | - |
| Mrs. Neelu Sethi | Repayment of loans to relatives of KMP/directors | 0.25 | 5.75 | - |
| | | | | |
| Mr. Anand Bohra | Loan received from Partners | - | - | 0.15 |
| Mr. Arvind Bohra | Loan received from Partners | - | - | 0.15 |
| Mr. Manoj Kumar Sethi | Loan received from Partners | - | 7.80 | - |
| | | | | |
| Mr. Manoj Kumar Sethi | Loan repaid to Partners | 0.36 | 8.48 | - |

**Related Party Balances**

*(₹ in lakhs)*

| **Particulars** | **Nature of Transaction** | **For the Financial Year ended** | | |
|---|---|---|---|---|
| | | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| Mr. Anand Bohra | Outstanding loan payable to KMP / Directors | 0.17 | 9.83 | 0.15 |
| Mr. Arvind Bohra | Outstanding loan payable to KMP / Directors | 0.93 | 6.79 | 0.15 |
| Mrs. Palak Bohra | Outstanding loan payable to KMP / Directors | 0.41 | 0.79 | - |
| Mr. Aditya Bohra | Outstanding loan payable to KMP / Directors | 0.23 | 0.04 | - |
| Mrs. Garima Jain | Outstanding loan payable to relatives of KMP / Directors | - | 0.94 | - |

| | | | | |
|---|---|---|---|---|
| Mrs. Neelu Sethi | Outstanding loan payable to relatives of KMP / Directors | - | 0.25 | - |
| M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | Trade receivables | - | 32.97 | 7.57 |
| Mr. Manoj Kumar Sethi | Unsecured Loan | - | 0.36 | - |

**As certified by statutory auditor M/s Rajeshkumar P Shah & Co., Chartered Accountants, pursuant to their certificate dated September 28, 2026.*

*[The Remainder of this Page has intentionally been left Blank]*

**THE ISSUE**

| **PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS** | |
|---|---|
| **Equity Shares Offered through Public Offer(1)(2)** | Upto 31,10,400 Equity Shares of face value of ₹ 10 each fully paid up for cash at price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per Share aggregating to ₹[●] Lakhs. |
| Out of which: | |
| **Offer Reserved for the Market Makers** | Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs. |
| **Net Offer to the Public** | Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs. |
| Out of which* | |
| **A. QIB Portion(3)(4) (5)** | Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs |
| **Of which** | |
| **i) Anchor Investor Portion** | Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs |
| **ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)** | Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs |
| **B. Non-Institutional Applicants** | Not less than [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs |
| **Of which** | |
| **(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs** | [●] Equity Shares of face value ₹10/ - each |
| **(b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs** | [●] Equity Shares of face value ₹10/ - each |
| **C. Individual Investor Portion** | Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹[●] Lakhs |
| **Pre and Post – Offer Equity Shares** | |
| **Equity Shares outstanding prior to the Offer** | [●] Equity Shares of face value of ₹10 each |
| **Equity Shares outstanding after the Offer** | Upto [●] Equity Shares of face value ₹10 each |
| **Use of Net Proceeds by our Company** | Please see the chapter titled "Objects of the Issue" on page 92 of this Prospectus. |

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

***Notes:***

1. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

2. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 11, 2026 and by the Shareholder of our Company, vide a special resolution passed pursuant to applicable provisions of the Companies Act, 2013 at the Extra Ordinary General Meeting held on August 13, 2026.

3. The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

   Provided (a) One third of the portion available to non-institutional investors shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) Two-thirds of the portion available to non-institutional investors shall be reserved for applicants with an application size of more than ₹10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b) may be allocated to applicants in the other sub-category.

4. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

5. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the 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 allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

6. In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

   SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5 lakhs, shall use UPI. Individual investors bidding under the Non- Institutional Portion bidding for more than ₹ 2 lakhs and up to ₹ 5 lakhs, using the UPI Mechanism, shall 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.

   *For further details, please refer section titled "Issue Procedure" beginning on page 319 of this Prospectus.*

## GENERAL INFORMATION

**Brief Summary:**

Our Company was originally formed as a partnership firm under the name 'M/s Siddhi Vinayak Creation ("Partnership Firm") pursuant to a deed of partnership dated January 1, 2018, under the Indian Partnership Act, 1932 ("Partnership Act"). Thereafter, was converted from partnership firm into a private limited company in the name of 'Parswam Fashion Private Limited' under the provisions of Companies Act, 2013, vide certificate of incorporation dated June 5, 2024, issued by the Registrar of Companies, Central Registration Centre. Further, pursuant to a resolution of our Board dated June 05, 2024, and a resolution of our shareholders dated July 3, 2024, our Company was converted into a public limited company under the Companies Act, 2013 and consequently the name of our Company was changed to "Parswam Fashion Limited", and a fresh certificate of incorporation dated August 29, 2024, was issued by the Registrar of Companies, Central Processing Centre.

For details of incorporation, change in name and registered office of our Company, see the chapter titled ***"History and Certain Corporate Matters"*** beginning on 177 of this DRHP.

**Company Registration Number and Corporate Identity Number**

The registration number and corporate identity number of our Company are as follow:

| Particulars | Number |
|---|---|
| Company Registration Number | 152215 |
| Corporate Identity Number | U14101GJ2024PLC152215 |

**Registered Office of our Company**

| Registered Office of our Company |
|---|
| Block I, House No 7, Samet Business Park Near Khokhara Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. |

For details of change in registered office of our Company, see the chapter titled ***"History and Certain Corporate Matters"*** beginning on 177 of this DRHP.

**Registrar of Companies**

**Our Company is registered with the Registrar of Companies, Ahmedabad, which is situated at the following address:**

ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.

**Board of Directors of our Company**

**The following table sets out the details of our Board as on the date of this Draft Red Herring Prospectus:**

| Sr. No. | Name of director | Designation | DIN | Address |
|---|---|---|---|---|
| 1. | Anand Bohra | Chairman & Managing Director | 06511960 | 5-B, Viral Bungalow, Gokul Park, Behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat - 380008 |
| 2. | Palak Bohra | Whole Time Director | 10657836 | B-5 Viral Bunglow, Gokul Park, Behind Devam Hospital, Gollimda, Maninagar, Ahmedabad, Gujarat – 380008 |
| 3. | Aditya Bohra | Whole-Time Director | 10664042 | 5-B, Viral Bunglow, Gokul Park, Gollimda, Maninagar, Ahmedabad, Gujarat - 380008 |

| Sr. No. | Name of director | Designation | DIN | Address |
|---|---|---|---|---|
| 4. | Nitin Gadia | Non-Executive Director | 11736801 | 215, Veer Durga Das Nagar, Pali, Rajasthan - 306401 |
| 5. | Balwant Singh Dabi | Non-Executive Independent Director | 11706884 | Sales Tax Office ke piche, Naya Bazar Bhatakara, Sirohi, Rajasthan - 307001 |
| 6. | Vatsalya Navin Saxena | Non-Executive Independent Director | 11709952 | C-203, Viaan Residency, New Vatva, Above Ossia Mall, Daskroi, Ahmedabad, Gujarat - 382445 |

For further details of our Board of Directors, see ***"Our Management"*** on page 181 this Draft Red Herring Prospectus.

**Chief Financial Officer**

**Arvind Bohra**
**Address:** Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad, Gujarat-380008, India
**Telephone No.:** +91 9898943488
**E-mail:** cfo@parswam.com

**Company Secretary and Compliance Officer**

**Kritika Gadiya**
**Address:** Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad, Gujarat-380008, India
**Telephone No.:** +91 9898943488
**E-mail:** compliance@parswam.com

**Investor Grievances:**
Investors can contact the Compliance Officer 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 orders and non-receipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the BRLM, who shall respond to the same.

Investors may contact the BRLM for complaints, queries, information or clarifications pertaining to the Issue.

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 Intermediaries to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In terms of the SEBI Master Circular no. SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024(to the extent applicable), 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. In terms of the SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 (to the extent applicable), SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLMs are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement

number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. 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, name and address of the BRLMs, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

**Details of Key Intermediaries pertaining to this Issue of our Company**

| **BOOK RUNNING LEAD MANAGER TO THE ISSUE** | **REGISTRAR TO THE ISSUE** |
|---|---|
| **GALACTICO CORPORATE SERVICES LIMITED**<br>Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30A, Opp. Sanpada Rly. Stn., Vashi Navi Mumbai – 400703.<br>**Tel No:** +91 90828 51107/ +91 97733 31666<br>**Contact Person:** Imran G. Mundhi/ Rohit S. Joisar<br>**Email Id:** imran.gm@galacticocorp.com<br>**Website:** www.galacticocorp.com<br>**Investor Grievance Email:** imran.gm@galacticocorp.com<br>**SEBI Registration Number:** INM000012519 | **KFIN TECHNOLOGIES LIMITED**<br>301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra<br>**Tel No:** +91 40 6716 2222<br>**E-mail Id:** parswam.ipo@kfintech.com<br>**Website:** www.kfintech.com<br>**Investor Grievance ID:** einward.ris@kfintech.com<br>**Contact Person**: M Williams R<br>**SEBI Registration No:** INR000000221 |
| **LEGAL ADVISOR TO THE ISSUE#** | **BANKERS TO THE ISSUE / REFUND BANK /SPONSOR BANK** |
| **Zenith India Lawyers**<br>**Address:** D-49, Sushant Lok III, Sector-57 Gurugram, Haryana - 122003.<br>**Email:** raj@zilawyers.com<br>**Website:** www.zilawyers.com<br>**Contact Person:** Raj Rani Bhalla<br>**Tel No.:** 0124-4240681 | **[●]** |
| **BANKERS TO THE COMPANY** | **STATUTORY AUDITOR AND PEER REVIEW AUDITOR** |
| **IndusInd Bank**<br>**Address:** 3rd Floor, Parker House, Near Panchvati Circle, Ahmedabad.<br>**Tel. No**: +91-9033009073<br>**Email**: chirag.maheshvari@indusind.com<br>**Contact Person:** Chirag Maheshwari | **Rajeshkumar P Shah & Co**<br>**Address:** 25 Swastik Chambers, Nr. Navjivan Press Lane, Income Tax, Ahmedabad - 380014<br>**Email:** rpshahco@gmail.com<br>**Contact Person:** Rajeshkumar P Shah<br>**Firm Registration:** 129110W<br>**Membership Number:** 105321<br>**Peer Review Registration Number:** 017566 |
| **UNDERWRITERS** | **MARKET MAKER** |
| **[●]** | **[●]** |

| | |
|---|---|
| | |

**Changes in auditors during the last three years**

Except as stated below, there have been no change in the statutory auditors of our company during the three years immediately preceding the date of this Draft Red Herring Prospectus:

| Name of Auditor | Date of Change | Reason for Change |
|---|---|---|
| **A R Rathod & Associates**<br>**Address:** B-403, Panchshlok Appartment, Sterling City, Bopal, Ahmedabad-380058<br>**Contact Person:** CA Abhijitsinh Rajendrasinh Rathod<br>**Email Id:** arrathod2508@gmail.com<br>**Membership No.:** 601178<br>**Firm Registration No.:** 0158197W | September 30, 2025 | Appointed by Board of Directors as first Auditor of company on June 05, 2024 and shall hold office until the conclusion of first Annual General Meeting. |
| **Rajeshkumar P Shah & Co**<br>**Address:** 25 Swastik Chambers, Nr. C.U. Shah College, Nr. Navjivan Press Lane, Income Tax, Ahmedabad - 380 014, Gujarat, India<br>**Email Id:** rpshahco@gmail.com<br>**Firm registration number:** 129110W<br>**Peer Review No:** 017566<br>**Contact Person:** Rajeshkumar P Shah | September 30, 2025 | Appointed in Annual General Meeting as an Auditor on September 30, 2025 for a term of five years. |

**Designated Intermediaries**

***Self-Certified Syndicate Banks and SCSBs enabled for UPI Mechanism***

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time

***Syndicate SCSB Branches***

In relation to Bids (other than Bids by Anchor Investors) submitted under the ASBA process 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?doRecognised=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 at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time.

***Registered Brokers***

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

***Registrar and Share Transfer Agent***

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 website of SEBI (www.sebi.gov.in) at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, respectively, as updated from time to time.

***Collecting Depository Participants***

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

**Experts to the Issue**

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

Our company has received a written consent dated September 25, 2026 from our Statutory Auditor, namely Rajeshkumar P Shah & Co, Chartered Accountants, to include their names as required under section 26(1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus, and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as Peer Reviewed Auditor, and in respect of their (a) examination report dated September 25, 2026 for the financial year ended March 31, 2026 and March 31, 2025, March 31, 2024 on the restated financial statements (b) report dated September 25, 2026 on the statement of possible tax benefits available to our Company and its Shareholders.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

**Statement of inter-se allocation of responsibilities**

Galactico Corporate Services Limited being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter-se allocation of responsibilities is not required**.**

**IPO Grading**

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

**Monitoring Agency**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of a monitoring agency is not mandatory if the Issue size is up to ₹ 5000 Lakhs. Since the Issue size is below ₹ 5000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue and as per regulation 262(5) of SEBI ICDR (Amendment) regulations 2025, we shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to exchange while filing the quarterly financial results, till the issue proceeds are fully utilized.

**Appraising Entity**

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

**Credit Rating**

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

**Debenture Trustee**

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

**Green Shoe Option**

No green shoe option is contemplated under the Issue.

**Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ ROC**

A copy of the Draft Red Herring Prospectus has been filed with the SME platform of BSE Limited where the Equity Shares are proposed to be listed.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Red Herring Prospectus/ Prospectus shall be furnished to the Board in soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus/ Prospectus along with the material contracts and documents required to be filed under Section 26 and 32 of the Companies Act, 2013 will also be filed with the Registrar of Companies, Ahmedabad through the electronic portal at www.mca.gov.in

## Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Gujarati Edition of Regional newspaper where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

Our Company;
The Book Running Lead Manager in this case being Galactico Corporate Services Limited.
The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE/ BSE and eligible to act as Underwriters.
The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
The Registrar to the Issue and; The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "Anchor Investor Portion"), forty per cent of the anchor investor portion, shall be reserved

as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the 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. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of such portion was reserved for applicants with application size of more than 2 lots and up to such lots equivalent to not more than ₹ 10,00,000 and (b) two-third of such portion was reserved for applicants with application size of more than ₹ 10,00,000 provided that the unsubscribed portion in either of such subcategories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Individual Investor who apply for Minimum Application Size, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, Individual Bidders, Non-Institutional Bidders and QIB Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. For Individual Investors only the upward revision is allowed during the Bid/ Issue Period. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.**

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled ***"Issue Procedure"*** beginning on page 319 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled ***"Issue Procedure"*** on page 319 of this Draft Red Herring Prospectus.

**Illustration of the Book Building and Price Discovery Process:**

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

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

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

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid (see section titled ***"Issue Procedure"*** on page 319 of this Draft Red Herring Prospectus;
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

**Withdrawal of the Issue**

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

If our Company withdraws the Issue any time after the Bid/ Issue Opening Date but before the allotment of Equity shares, a public notice will be issued by our Company within two (2) Working Days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of II's using the UPI Mechanism) to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction.

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

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with the RoC.

## Underwriting Agreement

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

*(This portion has been intentionally left blank and will be filled in before the Red Herring Prospectus or the prospectus, as applicable is filed with RoC)*

| Details of the Underwriter | Number of Equity Shares to be Underwritten | Amount Underwritten (₹ in Lakhs) | % of the total Issue size Underwritten |
|---|---|---|---|
| [●] | [●] | [●] | [●] |

**Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [●] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

*The above-mentioned is indicative underwriting and will be finalised after determination of Issue Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.*

In the opinion of the Board of Directors of our company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange

The Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

## Market Maker

**Details of Market Making Arrangement for this Issue**

Our Company and the BRLM has entered into a Market Making Agreement dated [●] with the following Market Maker, to fulfil the Market Making obligations under this Issue:

| | |
|---|---|
| **Name** | **[●]** |
| **Correspondence Address** | |
| **Tel No.** | |
| **E-mail** | |
| **Website** | |
| **Contact Person** | |
| **SEBI Registration No.** | |
| **Market Maker Registration No.** | |

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with [●] to fulfil the obligations of Market Making)

dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by [●] and SEBI in this matter from time to time.

*(This portion has been intentionally left blank and will be filled in before the Red Herring Prospectus or the prospectus, as applicable is filed with RoC)*

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

- The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

- The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

- The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited from time to time.

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

- There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.

- The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

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

- The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

  In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Managers to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

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

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

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

- The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

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

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

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

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

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

## CAPITAL STRUCTURE

Set forth below are the details of the Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Particulars | Aggregate nominal value (in lakhs) | Aggregate value at Issue Price* (in lakhs) |
|---|---|---|---|
| **A.** | **Authorized Share Capital** | | |
| | 1,15,00,000 Equity Shares of face value of ₹ 10/- each | 1150.00 | **[●]** |
| | | | |
| **B.** | **Issued, Subscribed and Paid-up share Capital before the Issue** | | |
| | 80,00,000 Equity Shares of face value of ₹ 10/- each | 800.00 | **[●]** |
| | | | |
| **C.** | **Present Issue in terms of this Draft Red Herring Prospectus** | | |
| | Fresh Issue of up to 31,10,400 Equity Shares of face value of ₹ 10/- each aggregating up to ₹ [●] Lakhs [(1) (2)] | **[●]** | **[●]** |
| | | | |
| | ***Which Comprises of:*** | | |
| **D.** | **Reservation for Market Maker portion** | | |
| | [●] Equity Shares of face value of ₹ [●]/- each | **[●]** | **[●]** |
| | | | |
| **E.** | **Net Issue to the Public** | | |
| | I. Allocation to Individual Investors<br>At least [●] Equity Shares having face value of ₹10/- each aggregating up to ₹ [●] Lakhs will be available for allocation to Individual Investors. | **[●]** | **[●]** |
| | II. Allocation to Non-Institutional Investors<br>At least [●] Equity Shares having face value of ₹10/- each aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors. | **[●]** | **[●]** |
| | III. Allocation to Qualified Institutional Buyers<br>Not more than [●] Equity Shares having face value of ₹10/- each aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers. | **[●]** | **[●]** |
| | | | |
| **F.** | **Issued, Subscribed and Paid-up share Capital after the Issue**[#] | | |
| | Upto [●] Equity Shares of face value of ₹ [●]/- each***** | **[●]** | **[●]** |
| | | | |
| **G.** | **Securities Premium Account** | | |
| | Before the Issue<br>(as on date of this Draft Red Herring Prospectus) | NIL | |
| | After the Issue | **[●]** | |

****** To be updated upon finalisation of the Issue Price, and subject to finalisation of Basis of Allotment.*
*[#]Assuming full subscription to the issue.*

(1) The present Issue has been authorized pursuant to a resolution of our Board dated August 11, 2026, and by Special Resolution passed under the applicable provisions of the Companies Act, 2013 at an Extra-Ordinary

General Meeting of our shareholders held on August 13, 2026.

(2) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories except QIB, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and Stock Exchange. Such inter-se spill-over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Offer and its allocation various categories, please refer chapter titled ***"The Issue"*** on page 64 of this Draft Red Herring Prospectus.

*For details of changes to our Company's authorized share capital in the last 10 years, see "History and Certain Corporate Matters - Amendments to our Memorandum of Association" on page 177.*

**NOTES TO THE CAPITAL STRUCTURE**

**1. Details of changes in Authorized Share Capital of the Company since incorporation:**

| Particulars of Increase | Cumulative No. of Equity Shares | Cumulative Authorized Equity Share Capital (₹ in Lakh) | Date of Shareholders Meeting |
|---|---|---|---|
| The Authorized Share Capital of our Company is ₹6,00,00,000/- consisting of 60,00,000 Equity Shares of face value of ₹ 10.00 /- each. | 60,00,000 | 600.00 | Upon Incorporation |
| Increase of Authorized Share Capital from ₹6,00,00,000/- consisting of 60,00,000 Equity Shares of face value of ₹10.00 /- each to ₹11,50,00,000/- consisting of 1,15,00,000 equity shares of ₹10 each. | 1,15,00,000 | 1,150.00 | June 19, 2026 |

**2. Equity Share Capital History of our Company**

The history of the equity share capital of our Company is set forth below:

| Date of Allotment | Number of Equity Shares allotted | Face value (₹) | Issue Price (₹) | Nature of Consideration | Nature of allotment | Cumulative number of Equity Shares | Cumulative Paid-up Equity Share Capital (₹) |
|---|---|---|---|---|---|---|---|
| On Incorporation | 60,00,000 | 10 | 10 | Issued against the Partner's Capital Account | Subscription to MOA [(1)] | 60,00,000 | 6,00,00,000 |
| July 11, 2026 | 20,00,000 | 10 | - | Other than cash | Bonus Issue in the ratio of 1 Equity Share for every 3 Equity Shares held [(2)] | 80,00,000 | 8,00,00,000 |

[(1)] *Initial Subscribers to the MOA subscribed to 60,00,000 Equity Shares of face value of ₹10 each, details of which are given below:*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Mr. Anand Bohra | 16,20,000 |
| 2. | Mr. Arvind Bohra | 16,20,000 |
| 3. | Mrs. Palak Bohra | 12,00,000 |

| | | |
|---|---|---|
| 4. | Mrs. Garima Jain | 12,00,000 |
| 5. | Mr. Aditya Bohra | 2,40,000 |
| 6. | Mr. Manojkumar Sethi | 60,000 |
| 7. | Mrs. Neelu Sethi | 60,000 |
| **Total** | | **60,00,000** |

(2) *Bonus Issue* on July 11, 2026, of 20,00,000 Equity Shares in the ratio of 1 (One) Equity Shares for every 3 (Three) Equity Shares held of face value of ₹10 each fully paid-up, details of which are given below:*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Mr. Anand Bohra | 5,40,000 |
| 2. | Mr. Arvind Bohra | 5,40,000 |
| 3. | Mrs. Palak Bohra | 4,00,000 |
| 4. | Mrs. Garima Jain | 4,00,000 |
| 5. | Mr. Aditya Bohra | 80,000 |
| 6. | Mr. Manojkumar Sethi | 20,000 |
| 7. | Mrs. Neelu Sethi | 20,000 |
| **Total** | | **20,00,000** |

***** *Pursuant to resolution of the board of directors dated July 09,2026 and resolution of the shareholders dated July 10, 2026. As certified by the Statutory Auditors Rajeshkumar P Shah & Co, pursuant to their certificate dated September 25, 2026, the Company had a surplus in free reserves of ₹ 384.63 Lakhs, appearing in the audited financial statement of the Company as on March 31,2026 , which was adequate for the issuance of bonus shares of the Company, since the Company capitalized a sum of ₹ 200.00 Lakhs of its reserves and surplus account as on July 11, 2026 to allot 20,00,000 Equity Shares of ₹10 each, under a bonus issue in the ratio of 1:3 Equity Shares (i.e.; each member will be entitled for 1 Bonus share against 3 shares held by them in the Company). Such Equity Shares have not been issued by utilization of revaluation reserves of the Company and have been issued to only those shareholders which were the existing shareholders of the Company on July 10, 2026 being the record date for the bonus issue. Post capitalisation of reserves for bonus issue, the Company had a surplus in the free reserves of ₹ 184.63 Lakhs, existing in the books of accounts of the Company as on July 12, 2026.*

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

**3. History of preference share capital of our Company**

Our Company has not issued any Preference Share Capital in the past.

**4. Issue of Shares for consideration other than cash, bonus issues or out of revaluation reserves**

i. Our Company has not issued any shares out of revaluation reserves since its incorporation.

ii. Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash and other than Bonus:

| Date of allotment | Nature of Allotment | No. of Equity Shares Allotted | Face value (₹) | Offer price (₹) | Reason for allotment and Benefits accrued to our Company |
|---|---|---|---|---|---|
| July 11, 2026 | Bonus Issue | 20,00,000 | 10.00 | Nil | Capitalization of Reserves |

**5. Equity Shares allotted in terms of any schemes of arrangement**

Our Company has not allotted any Equity Shares pursuant to any schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230-232 of the Companies Act, 2013, as applicable.

**6. Equity Shares allotted at a price lower than the offer price in the last year**

The offer price shall be determined by our Company in consultation with the Lead Manager, after the Bid / Offer Closing Date. Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

**7.** Our Company has not issued any shares pursuant to an Employee Stock Option Scheme. Our company doesn't have any Employee Stock Option Scheme ("ESOP")/ Employee Stock purchase scheme ("ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed issue. As and when options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**8.** All transactions in Equity Shares by our Promoter and members of our Promoter group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Issue shall be reported to the Stock Exchanges within 24 hours of such transactions.

**9. Shareholding Pattern of our Company:**

Set forth is the shareholding pattern of our company as on the date of this Draft Red Herring Prospectus:

-

| 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 No. of Equity Shares held (VII) =(IV)+(V)+(VI) | Shareholding as a % of total number of Equity Shares (calculated as per SCRR,1957) (VIII) as a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | | No. of Equity shares underlying outstanding convertible securities (including warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2) | Number of locked in Equity Shares (XII) | | No. of Equity Shares pledged or otherwise encumbered (XIII) | | No. of Equity Shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Number of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Equity Shares held (b) | No. (a) | As a % of total Equity Shares held (b) | |
| | | | | | | | | Class (Equity Equity Shares) | Class (Others) | Total | | | | | | | | |
| (A) | Promoter and Promoter Group | 6 | 79,20,000 | - | - | 79,20,000 | 99 | 79,20,000 | - | 79,20,000 | 99 | - | 99 | - | - | - | - | 79,20,000 |
| (B) | Public | 1 | 80,000 | - | - | 80,000 | 1 | 80,000 | - | 80,000 | 1 | - | 1 | - | - | - | - | 80,000 |
| (C) | Non-Promoter- Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C1) | Shares underlyi | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | ng DRs | | | | | | | | | | | | | | | | | |
| **(C2)** | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total** | **7** | **80,00,000** | **-** | **-** | **80,00,000** | **100** | **80,00,000** | **-** | **80,00,000** | **100** | **-** | **100** | **-** | **-** | **-** | **-** | **80,00,000** |

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

**5. Other details of Shareholding of our Company**

As on the date of the filing of this DRHP, our Company has 7 Shareholders of Equity Shares.

(a) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this DRHP:

| S. No. | Name of the Shareholders | Number of Equity Shares held | Percentage of the pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1. | Anand Bohra | 21,60,000 | 27.00 |
| 2. | Arvind Bohra | 21,60,000 | 27.00 |
| 3. | Palak Bohra | 16,00,000 | 20.00 |
| 4. | Garima Jain | 16,00,000 | 20.00 |
| 5. | Aditya Bohra | 3,20,000 | 4.00 |
| 6. | Manojkumar Sethi | 80,000 | 1.00 |
| 7. | Neelu Sethi | 80,000 | 1.00 |
| | **Total** | **80,00,000** | **100.00** |

Notes: Details as on September 28, 2026, being the date of this DRHP

(b) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of ten days prior to filing this DRHP:

| S. No. | Name of the Shareholders | Number of Equity Shares held | Percentage of the pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1. | Anand Bohra | 21,60,000 | 27.00 |
| 2. | Arvind Bohra | 21,60,000 | 27.00 |
| 3. | Palak Bohra | 16,00,000 | 20.00 |
| 4. | Garima Jain | 16,00,000 | 20.00 |
| 5. | Aditya Bohra | 3,20,000 | 4.00 |
| 6. | Manojkumar Sethi | 80,000 | 1.00 |
| 7. | Neelu Sethi | 80,000 | 1.00 |
| | **Total** | **80,00,000** | **100.00** |

Notes: Details as on September 28, 2026, being the date ten days prior to the date of this DRHP

(c) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to filing this DRHP:

| S. No. | Name of the Shareholders | Number of Equity Shares held | Percentage of the pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1. | Anand Bohra | 16,20,000 | 27.00 |
| 2. | Arvind Bohra | 16,20,000 | 27.00 |
| 3. | Palak Bohra | 12,00,000 | 20.00 |
| 4. | Garima Jain | 12,00,000 | 20.00 |
| 5. | Aditya Bohra | 2,40,000 | 4.00 |
| 6. | Manojkumar Sethi | 60,000 | 1.00 |
| 7. | Neelu Sethi | 60,000 | 1.00 |
| | **Total** | **60,00,000** | **100.00** |

Notes: Details as on September 28, 2026, being the date one year prior to the date of this DRHP

(d) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to filing this DRHP:

| S. No. | Name of the Shareholders | Number of Equity Shares held | Percentage of the pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1. | Anand Bohra | 16,20,000 | 27.00 |
| 2. | Arvind Bohra | 16,20,000 | 27.00 |
| 3. | Palak Bohra | 12,00,000 | 20.00 |
| 4. | Garima Jain | 12,00,000 | 20.00 |
| 5. | Aditya Bohra | 2,40,000 | 4.00 |
| 6. | Manojkumar Sethi | 60,000 | 1.00 |
| 7. | Neelu Sethi | 60,000 | 1.00 |
| | **Total** | **60,00,000** | **100.00** |

Notes: Details as on September 28, 2026, being the date two years prior to the date of this DRHP

**11.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/ consolidation of the denomination of Equity Shares or issue of specified securities on a preferential basis or issue of bonus or rights or further public offer of specified securities, within a period of six months from the date of opening of the issue. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**12. Details of Shareholding of our Promoters and Promoter Group in the Company:**

a. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 78,40,000 Equity Shares, equivalent to 98.00 % of the issued, subscribed and paid-up equity share capital of our Company, as set forth in the table below:

| S. No | Name of the Shareholders | Pre-Issue | | Post-Issue | |
|---|---|---|---|---|---|
| | | No. Of Equity Shares | Percentage Of Total Shareholding (%) | No. Of Equity Shares | Percentage Of Total Shareholding (%) |
| **(A) Promoters** | | | | | |
| 1. | Anand Bohra | 21,60,000 | 27.00 | [●] | [●] |
| 2. | Arvind Bohra | 21,60,000 | 27.00 | [●] | [●] |
| 3. | Palak Bohra | 16,00,000 | 20.00 | [●] | [●] |
| 4. | Garima Jain | 16,00,000 | 20.00 | [●] | [●] |
| 5. | Aditya Bohra | 3,20,000 | 4.00 | [●] | [●] |
| **Total (A)** | | **78,40,000** | **98**.00 | [●] | [●] |
| **(B) Promoter Group** | | | | | |
| 1. | Neelu Sethi | 80,000 | 1.00 | [●] | [●] |
| **Total (B)** | | **80,000** | **1**.00 | [●] | [●] |
| **Total (A+B)** | | **79,20,000** | **99**.00 | [●] | [●] |

b. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

**13. Capital Build-up in respect of Shareholding of our Promoters:**

Set forth below is the build-up of the Shareholding of our Promoters in our Company since incorporation:

| Date of Allotment / Transfer | Nature of acquisition (Allotment/ Acquired/ transfer) | No. of Equity Shares | Face value per Equity Share (₹) | Issue price/ Transfer price per Equity Share (₹) | % of the pre- Issue capital (%) | % of the post- Issue capital (%) |
|---|---|---|---|---|---|---|
| **1. Anand Bohra** | | | | | | |
| June 5, 2024 | Pursuant to MOA | 16,20,000 | 10.00 | 10.00 | 20.25 | [●] |
| July 11, 2026 | Bonus Issue | 5,40,000 | 10.00 | Nil | 6.75 | |
| **Total (A)** | | **21,60,000** | **10.00** | - | **27.00** | **[●]** |
| **2. Arvind Bohra** | | | | | | |
| June 5, 2024 | Pursuant to MOA | 16,20,000 | 10.00 | 10.00 | 20.25 | [●] |
| July 11, 2026 | Bonus Issue | 5,40,000 | 10.00 | Nil | 6.75 | |
| **Total (B)** | | **21,60,000** | **10.00** | - | **27.00** | **[●]** |
| **3. Palak Bohra** | | | | | | |
| June 5, 2024 | Pursuant to MOA | 12,00,000 | 10.00 | 10.00 | 15.00 | [●] |
| July 11, 2026 | Bonus Issue | 4,00,000 | 10.00 | Nil | 5.00 | |
| **Total (C)** | | **16,00,000** | **10.00** | - | **20.00** | **[●]** |
| **4. Garima Jain** | | | | | | |
| June 5, 2024 | Pursuant to MOA | 12,00,000 | 10.00 | 10.00 | 15.00 | [●] |
| July 11, 2026 | Bonus Issue | 4,00,000 | 10.00 | Nil | 5.00 | |
| **Total (D)** | | **16,00,000** | **10.00** | - | **20.00** | **[●]** |
| **5. Aditya Bohra** | | | | | | |
| June 5, 2024 | Pursuant to MOA | 2,40,000 | 10.00 | 10.00 | 3.00 | [●] |
| July 11, 2026 | Bonus Issue | 80,000 | 10.00 | Nil | 1.00 | |
| **Total (E)** | | **3,20,000** | **10.00** | - | **4.00** | **[●]** |
| **Total (A+B+C+D+E)** | | **78,40,000** | **10.00** | - | **98.00** | **[●]** |

**Weighted average price at which the Equity Shares were acquired by our Promoters, in the one year preceding the date of this Draft Red Herring Prospectus**

Details of the weighted average price at which our Promoters acquired the Specified Securities in the one year immediately preceding the date of this Draft Red Herring Prospectus are as follows:

| Name | Number of equity shares acquired in the one year preceding the date of this Draft Red Herring Prospectus | Weighted average price per Equity Share (₹) |
|---|---|---|
| ***Promoters*** | | |
| Anand Bohra | 5,40,000 | 0.00^ |
| Arvind Bohra | 5,40,000 | 0.00^ |
| Palak Bohra | 4,00,000 | 0.00^ |
| Garima Jain | 4,00,000 | 0.00^ |
| Aditya Bohra | 80,000 | 0.00^ |

^*Pursuant to Bonus Issue*

**Average Cost of Acquisition of Equity Shares by our Promoters (including the Promoter Selling Shareholders), the Promoter Group Selling Shareholder and the Investor Selling Shareholder**

| Name of the Promoter | Number of Equity Shares held | Average cost per Equity Share (₹) |
|---|---|---|
| ***Promoters (also the Promoter Selling Shareholders)*** | | |
| Anand Bohra | 21,60,000 | 7.5 |
| Arvind Bohra | 21,60,000 | 7.5 |
| Palak Bohra | 16,00,000 | 7.5 |

| Name of the Promoter | Number of Equity Shares held | Average cost per Equity Share (₹) |
|---|---|---|
| ***Promoters (also the Promoter Selling Shareholders)*** | | |
| Garima Jain | 16,00,000 | 7.5 |
| Aditya Bohra | 3,20,000 | 7.5 |

**14.** Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Draft Red Herring Prospectus.

**15.** Except as disclosed in the "***13. Capital Build-up in respect of Shareholding of our Promoters***", none of the Promoters, member of the Promoter Group, Directors of our Company nor any of their immediate relatives Equity Shares have acquired/ purchased / sold any securities of our Company within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

**16.** There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company 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 (06) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

**17. Details of Promoter's Contribution locked-in for Three Years**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post-Issue Capital held by our Promoter shall be considered as Promoter's Contribution ("**Promoter's Contribution**") and shall be locked in for a period of three years from the date of allotment of Equity Shares pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 78,40,000 Equity Shares, equivalent to 70.56% of the Post Issued, subscribed and Paid-up Equity Share Capital of our Company, which are eligible for the Promoters Contribution.

Our Promoter Anand Bohra, Arvind Bohra, Palak Bohra, Garima Jain and Aditya Bohra have given written consent to include such number of Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting post issue Equity Shares of our Company. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this 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 to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

| Name of the Promoter | Date of Allotment/ Acquisition and when made fully paid-up | Nature of Acquisition | No. of Equity Shares | Face Value (in ₹) | Issue Price per Equity share(in ₹) | % of Pre-Issue Equity share capital | % of Post Issue Equity share Capital | Lock in Period |
|---|---|---|---|---|---|---|---|---|
| Anand Bohra | June 05, 2024 | On Incorporation | 6,15,270 | 10 | NA | 7.69% | 5.54% | 3 years |
| Arvind Bohra | June 05, 2024 | On Incorporation | 6,15,270 | 10 | NA | 7.69% | 5.54% | 3 years |
| Palak Bohra | June 05, 2024 | On Incorporation | 4,55,760 | 10 | NA | 5.70% | 4.10% | 3 years |

| Name of the Promoter | Date of Allotment/ Acquisition and when made fully paid-up | Nature of Acquisition | No. of Equity Shares | Face Value (in ₹) | Issue Price per Equity share(in ₹) | % of Pre-Issue Equity share capital | % of Post Issue Equity share Capital | Lock in Period |
|---|---|---|---|---|---|---|---|---|
| Garima Jain | June 05, 2024 | On Incorporation | 4,55,760 | 10 | NA | 5.70% | 4.10% | 3 years |
| Aditya Bohra | June 05, 2024 | On Incorporation | 91,150 | 10 | NA | 1.14% | 0.82% | 3 years |
| **Total** | | | **22,33,210** | | | **27.92%** | **20.10%** | |

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue. Equity Shares offered by the Promoter for the minimum Promoter's contribution are not subject to pledge.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares.

As per Regulation 238 of the SEBI (ICDR) (Amendment) Regulations, 2025, The Promoters' holding in excess of the minimum promoter contribution, shall be locked-in in a phased manner from the date of allotment in this issue as mentioned below:

a. 50% of Promoters' holding in excess of minimum Promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer;
b. and remaining 50% of Promoters' holding in excess of minimum Promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

Our Company further confirms that Minimum Promoters Contribution of 20.10% of the post issued paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

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

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

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

| Reg. No | Promoter's Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter's Contribution |
|---|---|---|
| 237 (1)(b) | Specified securities acquired by the promoter's and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity(individual or non-individual) forming part of promoter group other than the promoter(s) during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer. | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Not Applicable.** |
| 237 (1)(c) | Specified securities allotted to the promoter and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issue formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoter of the issue and there is no change in the management. | The minimum Promoter's contribution does not consist of Equity Shares allotted to alternative investment funds. **Hence Not Applicable.** |
| 237 (1)(d) | Specified securities pledged with any creditor. | Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Not Applicable.** |

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

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

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

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

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

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

**21. Inscription or recording of non-transferability:**

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

**22. Pledge of Locked in Equity Shares:**

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

➢ In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.

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

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

**23. Transferability of locked in Equity Shares:**

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

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

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

**24. Other requirements in respect of lock-in**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, Equity Shares held by the Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank or a public financial institution or Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

a) With respect to the Equity Shares locked-in as Promoter's Contribution for three years from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

b) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI (ICDR) Regulations.
In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, Equity Shares held by our Promoter and locked-

in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011.
In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, 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.

**25.** Neither we, nor our Promoters, Promoter Group, Directors and the BRLM to this Issue have entered into any Buyback and/ or standby arrangements and/ or similar arrangements for the purchase of the Equity Shares being offered through the Issue from any person.

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

**27.** The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. The BRLM and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions or investment management services in respect with our Company for which they may in the future receive customary compensation.

**28.** The Book Running Lead Manager or Syndicate Members cannot apply in the Offer 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 Lead Manager or alternate investment funds or a FPI (other than individuals, corporate bodies and family offices) or pension funds sponsored by entities which are associates of the Lead Manager.

**29.** As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.

**30.** None of our Promoters or members of our Promoter Group will participate in the Offer.

**31.** Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.

**32.** None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.

**33.** As per RBI Regulations, OCBs are not allowed to participate in this Offer.

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

**35.** As per Regulation 268(2) of the SEBI ICDR Regulations, an over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.

**36.** Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price.

Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. The SME Platform of BSE Limited. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

**37.** At any given point of time, there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

**38.** No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, 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.

**39.** No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

**40.** We confirm that none of the investors of our Company are directly/indirectly related with Lead Managers and their associates.

**41.** Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Managerial Personnel, Promoter, Promoter Group as on the date of filling this Draft Red Herring Prospectus:

| Sr. No. | Name of Director / KMP/ Promoters/ Promoter Group | Number of Equity | % of the Pre – Issue Equity Share Capital |
|---|---|---|---|
| **Directors** | | | |
| 1. | Anand Bohra | 21,60,000 | 27.00 |
| 2. | Palak Bohra | 16,00,000 | 20.00 |
| 3. | Aditya Bohra | 3,20,000 | 4.00 |
| 4. | Nitin Gadia | Nil | Nil |
| 5. | Balwant Singh Dabi | Nil | Nil |
| 6. | Vatsalya Navin Saxena | Nil | Nil |
| **KMP** | | | |
| 1. | Arvind Bohra | 21,60,000 | 27.00 |
| 2. | Kritika Gadiya | Nil | Nil |
| **SMP** | | | |
| 1. | Prahlad Singh Chouhan | Nil | Nil |
| 2. | Garima Jain | 16,00,000 | 20.00 |
| 3. | Krishnaben Patel | Nil | Nil |

## SECTION IV – PARTICULARS OF THE OFFER

## OBJECTS OF THE ISSUE

The Issue comprises a fresh issue of up to 31,10,400 Equity Shares, aggregating up to ₹ [●] lakhs by our Company (**"Fresh Issue"** or **Issue**).

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

1. Funding incremental working capital requirements of our Company;
2. General corporate purposes.

(collectively, the "**Objects**").

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

In addition to the above-mentioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

**Requirement of Funds**

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

| **Particulars** | **Amount** *(₹ in lakhs)* |
|---|---|
| Gross proceeds of the Issue | [●] |
| (Less) Issue related expenses in relation to the Fresh Issue (1) | [●] |
| **Net Proceeds (2)** | [●] |

*(1) See "Issue Expenses" on page 99.*
*(2)* To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

**Requirement of funds and utilization of Net Proceeds**

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

| **Particulars** | **Amount** *(₹ in lakhs)* |
|---|---|
| Funding incremental working capital requirements of our Company; | 1677.77 |
| General corporate purposes* | [●] |
| **Net Proceeds** | **[●]** |

**To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹ 10 Crore whichever is lower.*

**Proposed Schedule of Implementation and Deployment of Net Proceeds**

We intend to deploy the Net Proceeds towards the Objects as disclosed in the table below in accordance with the business needs of our Company. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Issue, market conditions, our Board's analysis of economic trends and business requirements, ability to identify and consummate proposed investments and acquisitions, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects at the discretion of our management and in accordance with applicable laws. For further details, see '*Risk Factor **53** - There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our*

*Management and our Board of Directors, though it shall be monitored by the Audit Committee'*. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution'.

**Estimated deployment of Net Proceeds**

| **Particulars** | **Total Estimated Amount** *(₹ in lakhs)* | **Proposed Utilization from Net Proceeds In Fiscal 2027** *(₹ in lakhs)* |
|---|---|---|
| Funding incremental working capital requirements of our Company | 1677.77 | 1677.77 |
| General corporate purposes | [●] | [●] |
| **Net Proceeds** | [●] | [●] |

The above requirement of funds is based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors. These funding requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as changes in costs, financial and market conditions, our management's analysis of economic trends and our business requirements, changes in technology, ability to identify and consummate new business initiatives, inorganic and geographic expansion opportunities, competitive landscape as well as general factors affecting our results of operations, financial condition, access to capital, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling 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.

In the event the estimated utilisation of the Net Proceeds is not completely utilised for the Objects during the respective periods stated above due to factors including but not limited to (i) global or domestic economic or business conditions; (ii) timely completion of the Issue; (iii) market conditions beyond the control of our Company; (iv) rapid change in technology; and (v) any other commercial considerations, the balance Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by the Board of Directors of our Company, in accordance with applicable laws. In the event of any increase in the actual utilisation of funds earmarked and allocated for the purposes set forth above, such additional funds for that particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements.

Further, if the actual utilisation towards of the Objects, as set out above, is lower than the proposed deployment, such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 15% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals, any additional equity or debt arrangements, or both. We believe that such alternate arrangements would be available with our Company to fund any such shortfalls. For further details, please see section titled *"Risk Factors 52 -We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the "Objects of the Issue".* Any shortfall in raising / meeting the same could adversely affect our growth plans, operations, and financial performance." on page 47.

**Means of finance**

We propose to fund the requirements of the Objects detailed above entirely from the Net Proceeds. Accordingly, we confirm that there is no requirement to make 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 existing identifiable internal accruals as required under Regulation 230(1)(e) the SEBI ICDR Regulations.

**Details of Use of Issue Proceeds:**

**1. Funding incremental working capital requirements of our Company**

We propose to utilise ₹ 1677.77 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2027. We have significant working capital requirements, and we fund a majority of our working capital requirements in the ordinary course of business from our existing equity, internal accruals and financing facilities from various banks and financial institutions. As on August 31, 2026, we have a fund and non-fund based working capital loan sanctioned amount of ₹ 500.00 Lakhs against which outstanding is ₹ 481.55 Lakhs. For further information, see *"Financial Indebtedness"* and *"Financial Information"* on pages 262 and 205 respectively. Further, the funding of the incremental working capital requirements of our Company will help to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

**Existing and Estimated Working Capital Requirement**

The details of our Company's working capital requirements for Fiscal 2024, Fiscal 2025 and Fiscal 2026, as derived from the Restated Standalone Financial Statements, along with the sources of funding for such working capital requirements, and the estimated working capital requirements and proposed sources of funding thereof for Fiscal 2027, are set out in the table below:

(₹ in Lakhs)

| Particulars | 2023-24 | 2024-25 | 2025-26 |
|---|---|---|---|
| **Current Assets** | | | |
| (a) Inventories | 368.13 | 718.50 | 1,235.50 |
| (b) Trade receivables | 1,251.00 | 1,533.72 | 1,602.74 |
| (c) Short term Loans & Advances | - | - | - |
| (d) Other Current Assets | 4.18 | 16.50 | 25.64 |
| **Total Current Assets (A)** | **1,623.31** | **2,268.72** | **2,863.88** |
| | | | |
| **Current Liabilities** | | | |
| (a) Trade payables | 532.78 | 1023.41 | 1118.16 |
| (b) Other current liabilities | 38.29 | 4.47 | 12.93 |
| (c) Short term provision | 38.03 | 50.24 | 104.14 |
| **Total Current Liabilities (B)** | **609.1** | **1078.12** | **1235.23** |
| | | | |
| **Net Working Capital (A-B)** | **1,014.21** | **1,190.60** | **1,628.65** |
| | | | |
| **Sources of Funds** | | | |
| Borrowings | 498.39 | 502.65 | 474.94 |
| Internal Accruals | 515.82 | 687.95 | 1,153.71 |
| **Total** | **1,014.21** | **1,190.60** | **1,628.65** |

Considering, the existing working capital requirements and as expected for the future, the estimated working capital requirements for Fiscal 2027, the proposed funding of such working capital requirements which are detailed below:

(₹ in Lakhs)

| Particulars | Fiscal 2027 (Projected) |
|---|---|
| **Current Assets** | |
| Inventories | 1971.37 |
| Trade receivables | 2774.52 |
| Short-term loans and advances | 302.28 |
| Other Current Assets | 392.72 |
| **Total Current Assets (A)** | **5,440.89** |
| | |
| **Current Liabilities** | |
| (a) Trade payables | 1410.62 |

| Particulars | Fiscal 2027 (Projected) |
|---|---|
| (b) Other current liabilities | 0.00 |
| (c) Short term provision | 179.06 |
| **Total Current Liabilities (B)** | 1589.68 |
| **Net Working Capital (A-B)** | 3,851.21 |
| | |
| **Sources of Funds** | |
| Borrowings | 500.00 |
| Internal Accruals | 1673.45 |
| IPO Proceeds | 1,677.77 |
| **Total** | **3,851.21** |

**Holding Period (Number of Days)**

The table below contains the details of holding period (in number of days) for Financial Year, 2024, 2025 and 2026 the estimated holding period (in days) for the Fiscal 2027 and the assumptions based on which the working plan projections have been made and approved by the Board of Directors of the Company:

(in days)

| S. No. | Particulars | Fiscal 2024 (Actual) | Fiscal 2025 (Actual) | Fiscal 2026 (Actual) | Fiscal 2027 (Projected) |
|---|---|---|---|---|---|
| **I.** | **Current Assets** | | | | |
| | Inventories | 82 | 156 | 197 | 166 |
| | Trade Receivables | 228 | 266 | 194 | 190 |
| **II.** | **Current Liabilities** | | | | |
| | Trade Payables | 119 | 222 | 178 | 118 |
| **III** | **Working Capital Days** | **191** | **200** | **213** | **237** |

Notes:

(1) Holding period level days of Inventories is calculated by dividing inventories by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period.

(2) Holding period level days of Trade Receivables is calculated by dividing trade receivables by revenue from operations multiplied by number of days in the year/period.

(3) Holding period level days of trade payables is calculated by dividing trade payables by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period.

**Key justification for holding levels**

The incremental working capital requirement of our company is primarily driven by increase in the trade receivables and Inventories guided by the increase in the revenue from operations. Further, with the fund infusion from the net issue proceeds, we will also be in position to provide timely payment to our suppliers resulting into reduction in trade payables.

Key assumptions for working capital projections made by our Company:

<table>
<tr><th>Particulars</th><th>Justification</th></tr>
<tr><td>Inventories</td><td>A substantial portion of our working capital is utilised towards the procurement of raw materials and finished goods including denim and cotton fabrics and related accessories, which are used in the manufacture of our products. We source these materials from multiple suppliers and provide them to our job workers for manufacturing in accordance with our product specifications. Our procurement requirements are determined based on production requirements, product specifications and anticipated customer demand. We place purchase orders with suppliers based on our sourcing requirements and assess their production capacity based on deliveries and quantities supplied in the previous season. We also allocate certain surplus capacity to additional suppliers to maintain a capacity buffer and manage increased demand or potential delivery failures. Our inventory requirements are therefore dependent on our projected business operations, procurement requirements and production schedules.<br><br>Inventory Ageing Analysis:<br><br>(₹ in Lakhs)
<table>
<tr><th>Particulars</th><th>As at 31st March 2024</th><th>As at 31st March 2025</th><th>As at 31st March 2026</th></tr>
<tr><td>0-6 Months</td><td>368.13</td><td>718.50</td><td>1,235.50</td></tr>
</table>
<br>As reflected above, the entire inventory balance as at March 31, 2024, March 31, 2025, and March 31, 2026, was aged within 0–6 months. Accordingly, there was no inventory outstanding for a period exceeding six months as at the respective reporting dates. The ageing profile indicates that the inventory maintained by us primarily comprises relatively recent procurement and production-related inventory and has not resulted in accumulation of aged inventory.<br><br>In Fiscal 2024, our inventory stood at ₹368.13 lakh, corresponding to an inventory holding period of approximately 82 days. The inventory holding period during the year was influenced by the timing of sales, with a significant portion of our sales being realised during the fourth quarter. Accordingly, the inventory position as at March 31, 2024, reflected the procurement and stocking undertaken to meet our production and customer requirements.<br><br>In Fiscal 2025, our revenue from operations increased by approximately 5% over Fiscal 2024, from ₹2,001.67 lakh to ₹2,103.86, lakh, while our COGS increased from ₹1,634.54, lakh to ₹1,682.10 lakh. During the year, our inventory increased to ₹718.50, lakh and the inventory holding period increased to approximately 156 days. The increase in inventory was primarily attributable to the timing of procurement and stocking of raw materials and finished goods in line with our production requirements and anticipated customer demand. The inventory maintained during the year enabled us to ensure adequate availability of materials to support our manufacturing requirements and fulfil customer orders. Further, the ageing analysis indicates that the entire inventory balance of ₹718.50 lakh as at March 31, 2025, was within the 0–6 months category.<br><br>In Fiscal 2026, our revenue from operations increased significantly to ₹3,013.52 lakh, while COGS increased to ₹2,293.96 lakh. Correspondingly, our inventory increased to ₹1,235.50 lakh and the inventory holding period increased to approximately 197 days. During the year, we maintained higher inventory levels to ensure uninterrupted production, meet fluctuations in customer demand, support the increased volume of business and provide flexibility in managing procurement and supply chain requirements. The increase in inventory also reflected the procurement and stocking requirements associated with our higher level of operations and production schedules during the year. Notwithstanding the increase in the absolute inventory balance, the ageing analysis indicates that the entire inventory balance of ₹1,235.50 lakh as at March 31, 2026 was within the 0–6 months category, with no inventory aged beyond six months.</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Justification</th></tr>
<tr><td></td><td>The increase in inventory during the historical period should therefore be viewed in the context of the increase in our business operations and procurement requirements, rather than as a result of accumulation of long-outstanding or aged inventory. The fact that the entire inventory balance in each of the three historical periods was within the 0–6 months ageing category supports the requirement for inventory to be maintained in the ordinary course of our business to meet production requirements and customer demand.<br><br>For Fiscal 2027, our inventory holding period is estimated at approximately 166 days. The estimated inventory requirement has been moderate from 197 days in Fiscal 2026 to approximately 166 days in Fiscal 2027 considering the projected increase in our scale of operations, anticipated commencement of operations from the expanded capacity, projected increase in sales and COGS, procurement lead times and the requirement to maintain adequate levels of raw materials and finished goods to support continuous production and timely fulfilment of customer requirements.<br><br>Based on our historical inventory ageing profile, wherein the entire inventory balance as at March 31, 2024, March 31, 2025 and March 31, 2026 was within 0–6 months, we expect inventory to continue to be utilised within the normal operating cycle of our business. However, the actual inventory holding period may vary depending on procurement cycles, production schedules, customer demand, seasonality and the timing of sales during the relevant Fiscal.</td></tr>
<tr><td>Trade Receivables</td><td>The holding levels of our trade receivables have ranged between 194 days and 266 days during the last three Fiscals. Our trade receivables primarily arise from sales made to customers in the ordinary course of business and are influenced by the credit terms extended to customers, the timing of sales and collections, customer mix, order sizes and the geographical expansion of our business.<br><br>
<table>
<tr><th>Quarter</th><th>Fiscal 2024</th><th>Fiscal 2025</th><th>Fiscal 2026</th></tr>
<tr><td>Q1</td><td>26.77</td><td>15.33</td><td>14.98</td></tr>
<tr><td>Q2</td><td>11.98</td><td>17.76</td><td>19.05</td></tr>
<tr><td>Q3</td><td>13.68</td><td>12.17</td><td>13.68</td></tr>
<tr><td>Q4</td><td>47.57</td><td>54.74</td><td>52.29</td></tr>
<tr><td>Total</td><td>100.00</td><td>100.00</td><td>100.00</td></tr>
</table>
<br>As reflected above, a significant portion of our sales has historically been generated during the fourth quarter, with Q4 contributing approximately 47.57%, 54.74% and 52.29% of our annual sales in Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. Accordingly, the concentration of sales towards the latter part of the Fiscal may result in a higher level of trade receivables outstanding as at the end of the respective Fiscal, as the period available for collection of such sales is comparatively shorter.<br><br>In Fiscal 2024, our trade receivables stood at ₹1,251.00 lakh and our trade receivable holding period was approximately 228 days. The receivable position during the year was influenced by the credit extended to customers in the ordinary course of business and the timing of sales and collections. Further, approximately 47.57% of our sales during the Fiscal were generated in Q4, which also contributed to the level of receivables outstanding as at March 31, 2024.<br><br>In Fiscal 2025, our trade receivables increased to ₹1,533.72 lakh and the trade receivable holding period increased to approximately 266 days. The increase in the absolute level of trade receivables was partly attributable to the increase in our sales and the timing of collections from customers. During the year, approximately 54.74% of our sales were generated in Q4. Consequently, a significant portion of sales was generated towards the end of the Fiscal, resulting in a shorter collection period before the reporting date and, consequently, higher</td></tr>
</table>

| Particulars | Justification |
|---|---|
| | receivables outstanding as at March 31, 2025. The increase in trade receivable days during Fiscal 2025 should therefore be viewed in the context of the timing of sales, customer credit terms and the year-end receivable position.<br><br>In Fiscal 2026, our trade receivables increased marginally to ₹1,602.74 lakh in absolute terms. However, trade receivable days moderated significantly to approximately 194 days from 266 days in Fiscal 2025. The moderation in trade receivable days was primarily attributable to the significant increase in our revenue from operations, which increased from ₹2,103.86 lakh in Fiscal 2025 to ₹3,013.52 lakh in Fiscal 2026, while the increase in trade receivables was comparatively lower. Further, approximately 52.29% of our sales were generated in Q4 of Fiscal 2026. Despite the continued concentration of sales towards Q4, the reduction in trade receivable days indicates an improvement in the receivables cycle relative to the increase in our scale of operations.<br><br>For Fiscal 2027, our trade receivables are estimated at ₹2,774.52 lakh and trade receivable days are projected at approximately 190 days. The estimated trade receivable balance is primarily based on the projected increase in our business operations, customer base, order sizes and sales. Notwithstanding the projected increase in the absolute level of trade receivables, we intend to continue monitoring our receivables closely and maintain prudent credit assessment, customer-wise monitoring and collection practices. We will continue to evaluate the creditworthiness of customers, monitor outstanding balances and follow up for timely realisation of dues with a view to managing our receivable cycle and mitigating credit risk. |
| Other Current Assets | Other Current Assets comprises of advance to supplier, balance with government authorities, prepaid expenses and advances for IPO. Herein there is no major variation except for growth in business. |
| Trade Payables | Our Company's trade payables primarily arise from the procurement of raw materials, including fabrics and trims, from suppliers for its business operations and procurement of our finished goods from job workers. We procure raw materials based on its sourcing requirements through purchase orders, without entering into long-term supplier agreements. Accordingly, trade payables are expected to vary in line with the growth in business operations and corresponding procurement requirements.<br><br>In Fiscal 2024, our trade payables stood at ₹532.78 lakh and trade payable days were approximately 119 days. The trade payables primarily represented amounts outstanding to suppliers for raw materials and other materials procured for our manufacturing requirements. During the year, our procurement requirements were aligned with the scale of our operations and the production requirements arising from customer orders.<br><br>In Fiscal 2025, our trade payables increased significantly to ₹1,023.41 lakh from ₹532.78 lakh in Fiscal 2024, while trade payable days increased from 119 days to approximately 222 days. The increase in trade payables was primarily attributable to the increase in procurement requirements and the timing of purchases and payments to suppliers as at the end of the Fiscal.<br><br>In Fiscal 2026, our trade payables moderated to approximately 178 days from 222 days in Fiscal 2025. The reduction in trade payable days also reflects the timing of procurement and settlement of supplier dues and the level of supplier credit available during the year.<br><br>In Fiscal 2027, trade payable days are estimated to reduce from approximately 178 days in Fiscal 2026 to 118 days in Fiscal 2027. The reduction in trade payable days is based on our expectation of managing our procurement and payment cycle more efficiently and leveraging timely payments to suppliers to negotiate more favourable commercial terms, including better pricing, discounts and other procurement-related benefits. Accordingly, we expect to priorities timely settlement of supplier dues, where commercially beneficial, particularly with key suppliers and for higher-volume procurement. |

| Particulars | Justification |
|---|---|
| Other Current Liabilities | Other current liabilities majorly comprise of advance from customers, statutory dues payable, expenses payable and credit card dues payable. It has been maintained in line with the projected business activity. |
| Short term provision | Short term provision majorly comprises of provision for gratuity and income tax. It has been maintained in line with the projected business activity. |

*Notes: *As certified by Rajeshkumar P Shah & Co, Chartered Accountants pursuant to their certificate dated September 2026.*

**Conclusion**:

Adequate working capital is essential for the continued and efficient operation of our business, particularly to fund the procurement of raw materials and finished goods, support the credit extended to customers, meet our operating expenses and settle our obligations to suppliers and other stakeholders as they fall due. Any inadequacy in working capital may affect our ability to procure raw materials on a timely basis, fulfil customer orders, meet our payment obligations and maintain uninterrupted business operations.

| Particulars | Fiscal 2024 | Fiscal 2025 | Fiscal 2026 |
|---|---|---|---|
| Working Capital | 1,014.21 | 1,190.60 | 1,628.65 |
| Working Capital to sales (%) | 50.67% | 56.59% | 54.04% |

Despite similar turnover across Fiscal 2024, Fiscal 2025 and reflecting actual growth in turnover; FY26 revenue rose materially over FY25 the working capital requirement has seen a significant increase. This is primarily attributable to:

- **Strategic procurement planning and advance procurement of raw materials** to ensure adequate availability of fabrics, trims and other materials and to mitigate the impact of supply constraints and fluctuations in raw material prices.
- **Timely payment to suppliers to avail favourable pricing, discounts and other commercial benefits**, where commercially beneficial, while maintaining long-term supplier relationships.
- **Expansion into new geographical markets and increase in customer base and order sizes**, which may require additional deployment of working capital towards inventory and receivables.

Accordingly, the proposed infusion of ₹ 1,677.77 Lakhs from the Net Proceeds will help us address the increased working capital needs, maintain business continuity, and support future growth.

**2. General Corporate Purpose**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating ₹ [●] lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, initial development costs for new products, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 15% of the Gross Proceeds raised by our Company through this Issue or ₹ 1,000 Lakhs whichever is lower.

**Issue related expenses**

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The Issue related expenses primarily include fees payable to the Book Running Lead Manager and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs'

fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-up of the estimated Issue expenses is set forth below:

| **Particulars** | **Amount** | **% of Total Issue Expenses** | **% of Total Issue Size** |
|---|---|---|---|
| Book Running Lead Manager fees [including underwriting] as applicable | [●] | [●] | [●] |
| Brokerage, selling commission and other uploading fees | [●] | [●] | [●] |
| Fees payable to Registrar to the Offer | [●] | [●] | [●] |
| Fees to the legal advisor, audit / chartered accountant fees and other Professional Agencies | [●] | [●] | [●] |
| Advertising and marketing Expenses | [●] | [●] | [●] |
| Fees payable to regulators including stock exchange | [●] | [●] | [●] |
| Printing and distribution expenses | [●] | [●] | [●] |
| Miscellaneous (including fees payable to Marketing & distribution expenses, and market research firms) | [●] | [●] | [●] |
| **Total Expense** | **[●]** | **[●]** | **[●]** |

** Issue expenses include taxes, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.*

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

| | |
|---|---|
| *Portion for Individual Bidders^* | *[●]% of the Amount Allotted (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders^* | *[●]% of the Amount Allotted (plus applicable taxes)* |

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

*No additional bidding charges shall be payable by the Company to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of NSE.*

*Processing fees payable to the SCSBs on the portion for Individual Bidder and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking would be as follows:*

| | |
|---|---|
| *Portion for Individual Bidders* | *₹ [●] per valid Bid cum Application Form (plus applicable taxes)** |
| *Portion for Non-Institutional Bidders* | *₹ [●] per valid Bid cum Application Form (plus applicable taxes)** |

** For each valid application*

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

*Brokerage, selling commission and processing/ uploading charges on the portion for Individual Investors and Non-Institutional Investors (excluding UPI Bids) 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 the Syndicate (including their sub-Syndicate members) would be as follows:*

| | |
|---|---|
| *Portion for Individual Bidders^* | *[●]% of the Amount Allotted (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders^* | *[●]% 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 IIs, NIIs (up to ₹ [●] lakhs) 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 NIIs (above ₹ [●] lakhs), Syndicate ASBA Form bearing SM code and sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchange 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.*

*Bidding charges 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). Bidding charges payable to SCSBs on the QIB Portion and NIIs (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 ₹[●] per valid application (plus applicable taxes).*

*Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹ [●] lakhs (plus applicable taxes), in case if the total processing fees exceeds ₹ [●] lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Individual Investors and Non-Institutional Investors, as applicable.*

*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 NSE.*

*Selling commission/ bidding charges payable to the Registered Brokers on the portion for Individual Investors and Non-Institutional Investor which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

| | |
|---|---|
| *Portion for Individual Bidders* | *₹ [●] per valid Bid cum Application Form (plus applicable taxes)** |
| *Portion for Non-Institutional Bidders* | *₹ [●] per valid Bid cum Application Form (plus applicable taxes)** |

** For each valid application.*

*The Processing fees for applications made by Individual Bidders or Individual investors bidding under the Non-Institutional Portion for an amount of more than ₹ [●] lakhs and up to ₹ [●] lakhs using the UPI Mechanism would be as follows:*

| | |
|---|---|
| *[●]* | *₹ [●] per valid Bid cum Application Form* (plus applicable taxes)*<br><br>*The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NCPI 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.* |

** For each valid application.*

*All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.*

*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 issuing (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for IB and NIB bids up to ₹ 5 lakhs will not be eligible for brokerage.*

*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 on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

**Interim use of the Net Proceeds**

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net

Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

**Appraising entity**

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

**Bridge financing facilities**

Our Company has not raised any bridge loans from any bank or financial institution as of the date of the Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

**Monitoring of utilisation of funds**

As the Net Proceeds of the Issue will be less than ₹ 5000 Lakhs, under the SEBI ICDR Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through our Audit Committee. Pursuant to Regulation 262(5) of the SEBI ICDR Regulations, the Issuer company shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to SME exchange(s) while filing the quarterly financial results, till the issue proceeds are fully utilized.

Pursuant to Regulation 262(6) of SEBI ICDR Regulations, In an issue where working capital is one of the objects of the issue and the amount raised for the said object exceeds five crore rupees, the issuer shall submit a certificate of the statutory auditor to SME exchange(s) while filing the quarterly financial results, for use of funds as working capital in the same format as disclosed in the Issue document, till the proceeds raised for the said object are fully utilized.

**Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoter 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 Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, or Key Managerial Personnel, Senior Management or Group Companies. Our Company has not entered into or is not planning to enter into any arrangement / agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or Senior Management in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Issue as set out above.

## BASIS FOR ISSUE PRICE

*The Issue Price will be determined by our Company in consultation with the BRLM on the basis of an assessment of market demand for the Equity Shares issued through the Book Building method and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of the face value.*

*Investors should read the following basis with the section titled **"Risk Factors", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations"** and **"Our Business"** beginning on page 22, 205, 264 and 148 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.*

**Qualitative Factors**

**Some of the qualitative factors and our strengths which form the basis for the issue price are:**

- Established Presence in the Bottom Wear Apparel Segment
- Diverse Product Portfolio Catering to Evolving Fashion Trends
- Focus on Product Quality and Customer Satisfaction
- Flexible Sourcing and Manufacturing Arrangements through Job Workers
- Focus on Expanding Market Reach and Strengthening Brand Visibility

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, refer to chapter titled ***"Our Business"*** beginning on page *148* of this Draft Red Herring Prospectus.

**Quantitative Factors**

The information presented in this chapter is derived from company's Restated Financial Statements for financial year ended March 31, 2026, 2025 and 2024 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled ***"Restated Financial Statements"*** beginning on page *205* of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

**1. Adjusted Basic and Diluted Earnings / (Loss) Per Share ("EPS")**

As per Restated Financial Statements – Post Consolidation

| Particulars | Basic and Diluted EPS | Weights |
|---|---|---|
| Fiscal 2026 | 5.21 | 3 |
| Fiscal 2025 | 1.73 | 2 |
| Fiscal 2024 | 1.53 | 1 |
| **Weighted Average** | | 3.44 |

*(1) Adjusted Basic and Diluted EPS is computed in accordance with Accounting Standards*

*(2) Basic and diluted EPS is calculated as Profit/(loss) for the year/period attributable to Equity shareholders divided by the adjusted weighted average number equity shares outstanding during the year/period.*

**2. Price Earnings Ratio ("P/E") in relation to the Floor Price [●]/- / Cap Price of [●]/- per share of ₹ 10/- each fully paid-up.**

| Particulars | P/E at the lower end of Price Band (no. of times) | P/E at the higher end of Price band (no. of times) |
|---|---|---|
| **Based on Restated Financial Statements – Post Consolidation** | | |
| P/E ratio based on the Basic & Diluted EPS, as restated for FY 2025-26 | [●] | [●] |

**3. Industry Peer Group P/E Ratio**

Based on the peer group information (excluding our Company) given below in this section:

| Particulars | P/E Ratio | Name of the Company |
|---|---|---|
| Highest | 20.68 | Cantabil Retail India Limited |
| Lowest | 9.50 | Davin Sons Retail Limited |
| Average | 16.83 | |

***Notes:***

*(1) The industry highest and lowest has been considered from the industry peer set provided later in this section under "-Comparison of Accounting Ratios with listed industry peers". The average/ industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section (20.68+20.31+9.50)/3.*

*(2) P/E ratio for the peer are computed based on closing market price as on September 22, 2026, at BSE divided by Diluted EPS based on the financial result / annual report of the company for the Financial Year 2026.*

**4. (RoNW) As per Restated Financial Statements**

| Particulars | RONW (%) | Weights |
|---|---|---|
| Fiscal 2026 | 31.75% | 3 |
| Fiscal 2025 | 15.45% | 2 |
| Fiscal 2024 | 15.52% | 1 |
| **Weighted Average** | | 23.61% |

*Note: The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.***Net Asset Value (NAV)**

**5.** ***As per Restated Financial Statements***

| Financial Year | NAV (₹) |
|---|---|
| Fiscal 2026 | 16.41 |
| **Net Asset Value per Equity Share after the Issue at Issue Price** | |
| Issue Price* | [●] |
| Floor Price* | [●] |
| Cap Price* | [●] |

***Note:*** *NAV has been calculated as net worth divided by number of Equity Shares at the end of the year and adjusted for consolidation of equity shares.*

**To be updated upon finalisation of the Price Band. Issue Price will be determined on conclusion of the Book Building Process.*

**6. Comparison of Accounting Ratios with Industry Peers** **(₹ in lakh)**

| Name of the Company | Standalone/ Consolidated | Total Revenue as on March 31, 2026 | Face Value per Equity Share (₹) | Current market price | P/E | EPS (Basic) as on March 31, 2026 (₹) | EPS (Diluted) as on March 31, 2026 (₹) | RoNW (%) | NAV (₹ per share) | Profit after tax (₹) |
|---|---|---|---|---|---|---|---|---|---|---|
| Parswam Fashion Limited | Standalone | 3,019.11 | 10 | [●]** | [●] | 5.21 | 5.21 | 31.75% | 16.41 | 312.62 |
| **Industry Peers:** | | | | | | | | | | |
| Kewal Kiran Clothing Limited | Consolidated | 1,23,652.57 | 10 | 467.85 | 20.31 | 23.03 | 23.03 | 16.23% | 152.22 | 15,228.87 |
| Davin Sons Retail Limited | Standalone | 818.00 | 10 | 12.35 | 9.50 | 1.30 | 1.30 | 3.95% | 29.47 | 76.94 |
| Cantabil Retail India Limited | Standalone | 86,208.47 | 2 | 236.75 | 20.68 | 11.45 | 11.45 | 20.03% | 57.15 | 9,575.30 |

Notes:

1. *All the financial information for listed industry peers mentioned above is on an audited consolidated or standalone basis and sourced from the audited financial results for Fiscal 2026, as available on the websites of the Stock Exchanges.*
2. *Basic and diluted EPS refers to the Basic EPS sourced from the publicly available financial results of the respective company for Fiscal 2026.*
3. *P/E Ratio has been computed based on the closing market price on September 22, 2026 of equity shares on stock exchanges, divided by the Diluted EPS provided under Note 2 above.*
4. *Return on Net worth (%) = Profit for the year / Net Worth at the end of the year*
5. *Net Asset Value per Equity Share for Listed Peers (in ₹) = Net worth at the end of the year/Equity shares outstanding at the end of the year*

**7. Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated [●] and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by Rajeshkumar P Shah & Co, Chartered Accountants pursuant to their certificate dated September [●] 2026.

The KPIs of our Company have been disclosed in the chapters titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on pages 148 and 264 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in ***"Definitions and Abbreviations"*** on page 1 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per thedisclosure made in the chapter titled ***"Objects of the Issue"*** on page 92, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**Financial KPIs**

A list of certain financial data, based on our Restated Financial Information is set out below for the indicated Fiscals:

| Particulars | Unit | For the financial year ended March 31, 2026 | For the financial year ended March 31, 2025 | For the financial year ended March 31, 2024 |
|---|---|---|---|---|
| Revenue from Operations[(1)] | ₹ | 3,013.52 | 2,103.86 | 2,001.67 |
| Total Income[(2)] | ₹ | 3,019.11 | 2,103.99 | 2,005.55 |
| Revenue CAGR[(3)] | % | 22.70% | | |
| EBITDA[(4)] | ₹ | 491.78 | 220.77 | 196.76 |
| EBITDA Margin[(5)] | % | 16.32% | 10.49% | 9.83% |
| Profit After Tax[(6)] | ₹ | 312.62 | 103.85 | 91.65 |
| Profit After Tax Margin[(7)] | % | 10.35% | 4.94% | 4.57% |
| Return on Equity (RoE) [(8)] | % | 37.74% | 16.45% | 16.40% |
| Return on Capital Employed[(9)] | % | 26.85% | 14.77% | 15.71% |
| Working Capital Turnover Ratio[(10)] | Times | 2.80 | 3.25 | 3.99 |
| Working Capital Days[(11)] | Number of days | 213 | 200 | 191 |
| **Operational KPIs** | | | | |
| Number of Unit sold | Unit sold | 7,19,308 | 4,84,745 | 4,38,452 |
| Number of Products | Count | 37 | 28 | 27 |

**As certified by Rajeshkumar P Shah & Co, Chartered Accountants pursuant to their certificate dated* September [●] 2026.

***Notes:***

*(1) Revenue from operations as derived from restated financial statements*

*(2)Total Income as derived from restated financial statements*

*(3)Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2026 by the Revenue from operation for the FY 2024, raising to the power of one divided by the number of compounding period i.e. 2 years and subtracting by one.*

*(4) EBITDA is calculated as Profit before tax + Depreciation + Finance cost – Other Income.*

*(5) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

*(6) Profit After Tax as derived from restated financial statements*

*(7) PAT Margin is calculated as PAT for the period/year divided by Total Income*

*(8) Return on Equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
*(9) Return on Capital Employed is calculated as EBIT divided by total capital employed. Capital employed is calculated as sum of total equity, total borrowings and deferred tax liability. EBIT is calculated as EBITDA minus depreciation and amortization*
*(10)Working Capital Turnover Ratio is calculated as Revenue from operation divided by Net Working Capital. Net Working Capital = Current Assets – Current Liabilities.*
*(11)Working Capital days is Inventory days + Receivables Days – Trade Payable Days. Inventory days* dividing inventories by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period. Trade Receivables days is calculated as dividing trade receivables by revenue from operations multiplied by number of days in the year/period. Trade payables days is calculated as dividing trade payables by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period.

*This Draft Red Herring Prospectus, see **"Our Business"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 148 and 264 respectively*

***Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company***

Explanation for the KPIs:

| KPI | Explanation |
|---|---|
| Total Revenue (₹ Lakhs) | Includes revenue from operations and other income. It indicates the overall revenue base and is useful for understanding total income sources. |
| EBITDA (₹ Lakhs) | Earnings before interest, tax, depreciation and amortisation. It indicates operating profitability and is useful for evaluating business performance before financing and non-cash costs. |
| EBITDA Margin (%) | EBITDA as a proportion of total revenue. It indicates operational efficiency and is useful for comparing profitability with peers and across periods. |
| Profit After Tax (PAT) (₹ Lakhs) | Net profit attributable to shareholders after taxes. It indicates bottom-line profitability and is useful for assessing earnings available to equity holders. |
| PAT Margin (%) | PAT as a proportion of total revenue. It indicates overall earnings capacity and is useful for evaluating long-term sustainability of profits. |
| Return on Equity | Profit after tax relative to average shareholders' equity. It indicates the return generated on shareholders' funds and is useful for assessing the efficiency with which equity capital is utilised. |
| Return on Capital Employed (RoCE) (%) | EBIT relative to capital employed. It indicates efficiency in using overall capital and is useful for comparing operational returns irrespective of financing structure. |
| Working Capital Turnover Ration | Revenue from operations relative to net working capital. It indicates the efficiency with which the Company utilises its working capital to generate revenue and is useful for assessing working capital management. |
| Net Working Capital Days | Time taken to convert working capital into revenue. It indicates efficiency of working capital management and is useful for assessing cash conversion cycle. |
| Number of Unit sold | Number of units sold during the year. It indicates the volume of sale. |

Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**Description on the historic use of the KPIs by us to analyse, track or monitor our operational and/or financial performance**

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Indian GAAP and are not presented in accordance with Indian GAAP. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Indian GAAP measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Indian GAAP. Investors are encouraged to review the Indian GAAP financial measures and to not rely on any single financial or operational metric to evaluate our business.

***Comparison of KPI with Listed Industry Peers***

The following table provides a comparison of our KPIs with those of our peer group. The peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size and our business model:

| **Particulars** | **Unit** | Cantabil Retail India Limited | | | Davin Sons Retail Limited | | |
|---|---|---|---|---|---|---|---|
| | | **FY 2026** | **FY 2025** | **FY 2024** | **FY 2026** | **FY 2025** | **FY 2024** |
| Revenue from Operations[(1)] | ₹ | 85,255.36 | 72,106.73 | 61,561.08 | 815.57 | 1,352.70 | 1,339.16 |
| Total Income[(2)] | ₹ | 86,208.47 | 72,951.45 | 62,028.95 | 818.00 | 1,359.12 | 1,339.16 |
| Revenue CAGR[(3)] | % | 17.68% | | | (21.96%) | | |
| EBITDA[(4)] | ₹ | 26,430.00 | 20,480.00 | 16,270.00 | 137.93 | 251.24 | 233.57 |
| EBITDA Margin[(5)] | % | 31.00% | 28.40% | 26.40% | 16.91% | 18.57% | 17.44% |
| Profit After Tax[(6)] | ₹ | 9,575.30 | 7,486.31 | 6,222.29 | 76.94 | 166.26 | 164.05 |
| Profit After Tax Margin[(7)] | % | 11.23% | 10.38% | 10.11% | 9.43% | 12.29% | 12.25% |
| Return on Equity (RoE) [(8)] | % | 21.98% | 20.81% | 22.72% | 4.34% | 15.46% | 52.66% |
| Return on Capital Employed[(9)] | % | 39.22% | 36.44% | 34.61% | 0.06% | 0.15% | 0.39% |
| Working Capital Turnover Ratio[(10)] | Times | 3.82 | 4.04 | 3.99 | 0.53 | 0.92 | 2.61 |
| Working Capital Days[(11)] | Number of days | 337 | 378 | 328 | 752 | 218 | 144 |
| **Operational KPIs** | | | | | | | |
| Number of Unit sold | Unit sold | NA | NA | NA | NA | NA | NA |
| Number of Products | Count | NA | NA | NA | NA | NA | NA |

**As certified by Rajeshkumar P Shah & Co, Chartered Accountants pursuant to their certificate dated* September [●] 2026.

***Notes:***

*(1) Revenue from operations as derived from restated financial statements*

*(2)Total Income as derived from restated financial statements*

*(3)Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2026 by the Revenue from operation for the FY 2024, raising to the power of one divided by the number of compounding period i.e. 2 years and subtracting by one.*

*(4) EBITDA is calculated as Profit before tax + Depreciation + Finance cost – Other Income.*

*(5) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

*(6) Profit After Tax as derived from restated financial statements*

*(7) PAT Margin is calculated as PAT for the period/year divided by Revenue from operation.*

*(8) Return on Equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*

*(9) Return on Capital Employed is calculated as EBIT divided by total capital employed. Capital employed is calculated as sum of total equity, total borrowings and deferred tax liability. EBIT is calculated as EBITDA minus depreciation and amortization*

*(10)Working Capital Turnover Ratio is calculated as Revenue from operation divided by Net Working Capital. Net Working Capital = Current Assets – Current Liabilities.*

*(11)Working Capital days is Inventory days + Receivables Days – Trade Payable Days. Inventory days* dividing inventories by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period. Trade Receivables days is calculated as dividing trade receivables by revenue from operations multiplied by number of days in the year/period. Trade payables days is calculated as dividing trade payables by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period.

**Comparison of KPIs based on additions or dispositions to our business**

Our Company has not undertaken a material acquisition or disposition of assets/ business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

**8. Justification for Basis for Issue price**

***a. Price per share of our Company based on primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")***

There have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

***b. The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of members of the Promoter Group or other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")***

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, 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 share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**a. Since there are no eligible transaction of our Company reported in (a) and (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Prospectus has been computed as under:**

| **A) Primary Transaction** | | | | |
|---|---|---|---|---|
| **Date of Allotment** | **Nature of Transaction** | **No. of Equity Shares** | **Cost per Equity Share** | **Total Cost** |
| June 05, 2024 | Subscription to MOA | 60,00,000 | 10.00 | 6,00,00,000 |
| July 11, 2026 | Bonus Issue | 20,00,000 | - | - |
| **Weighted Average Cost of Acquisition (Primary Transaction) (₹ per Equity Share)** | | | | **7.50** |

| **(A) Secondary Transaction** | | | | | | |
|---|---|---|---|---|---|---|
| **Name of the Acquirer** | **Date of Allotment / Transfer** | **nature of Allotment / transaction** | **Face Value** | **Offer Price** | **Number of Equity Shares Allotted** | **Total Consideration** |
| Nil | | | | | | |
| **Weighted Average Cost of Acquisition (Secondary Transaction) (₹ per Equity Share)** | | | | | | **NIL** |

**9.** ***Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of secondary issuance price of Equity Shares (set out in 7(d) above) along with our Company's key performance indicators and financial ratios and in view of external factors for the Fiscal 2026, Fiscal 2025 and Fiscal 2024.***
**[●]***

**To be included on finalisation of Price Band and updated in the Prospectus.*

**10.** ***The Issue Price is [●] times of the face value of the equity shares***

The face value of our share is ₹ 10/- per share and the Issue Price is of ₹ [●]/- per share are [●] times of the face value. Our Company and in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●]/- per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled **"*Risk Factors*"** beginning on page 22 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled ***"Restated Financial Statements"*** beginning on page 205 of this Draft Red Herring Prospectus.

*[Remainder of this page has been intentionally left blank]*

## STATEMENT OF SPECIAL TAX BENEFIT

Ph: (O) 4840 9826
(M) 9824409826

Rajeshkumar P Shah & Co
Chartered Accountants

Date: 25/09/2020

To,
The Board of Directors,
**Parswam Fashion Limited**
Block 1 House No. 7,
Samet Business Park,
Khokhara Mehmadabad,
Ahmedabad, Gujrat, 380008.

**Galactico Corporate Services Limited**
Office No. 701, G-Square Business Park,
Plot No. 25 & 26, Sec-30, Opp. Sanpada Rly. Stn.,
Vashi Navi Mumbai -400703

(Galactico Corporate Services Limited and any other book running lead manager which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Manager**" or the "**BRLM**")

**Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Parswam Fashion Limited (the "Company")**

We, Rajeshkumar P Shah & Co, statutory auditors to the Company, Firm Registration Number 129110W, hereby confirm that the enclosed **Annexure A** provides the special tax benefits available to the Company and its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to [(i) the Income Tax Act, 1961, as amended by the Finance Act, 2023 and read with the rules, circulars and notifications issued in relation thereto; and (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto].

Several of these stated tax benefits/consequences are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. 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 Offer. Neither are we suggesting nor advising the investor to invest money based on this statement. These statements do not cover any general tax benefits available to the Company and/or its shareholders and/or its Material Subsidiaries and is neither designed nor intended to be a substitute for professional tax advice.

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

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

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

This certificate, including **Annexure A** herein, is for your information and for inclusion in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together the




25, Swastik Chambers, Nr. C.U. Shah College, Nr. Navjivan Press Lane, Income Tax,
Ahmedabad - 380 014. E-mail: rpshahco@gmail.com

"**Offer Documents**") with the Securities and Exchange Board of India ("**SEBI**"), SME Platform of BSE Limited (collectively, the "**Stock Exchanges**") and subsequently the red herring prospectus and the prospectus with the Registrar of Companies, Ahmedabad ("**RoC**"), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") may be prepared in connection with the Offer.

The aforesaid information contained herein and in **Annexure A** may be relied upon by the Book Running Lead Manager appointed pursuant to the Offer and may be submitted to the stock exchange, the Securities and Exchange Board of India, and any other regulatory or statutory authority in respect of the Offer and for the records to be maintained by the Book Running Lead Managers.

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.

We undertake to update you in writing of any changes in the abovementioned position, until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. 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.

Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of
**Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Registration No.: 129116W

**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321
UDIN: 26105321UMHVB07929

Place: Ahmedabad
Date: September 25, 2026

**Annexure A**

**A. Special tax benefits available to the Company**

**1. Lower corporate tax rate under Section 115BAA of the Income-tax Act, 1961**

The Company has opted to be governed by the provisions of **Section 115BAA** of the Income-tax Act, 1961 ("ITA") and is eligible to pay income-tax at the concessional rate of **22%**, plus applicable surcharge and Health and Education Cess, from **Assessment Year 2020-21 onwards**, subject to fulfilment of the conditions prescribed under Section 115BAA of the ITA.

The applicable surcharge for a domestic company opting for taxation under Section 115BAA is **10% of the income-tax**, and Health and Education Cess is leviable at **4% of income-tax plus surcharge**. Accordingly, the effective rate of tax is **25.168%**, subject to the provisions of the ITA.

**Note:**

(a) A domestic company opting for the concessional tax regime under Section 115BAA is not permitted to claim certain deductions and exemptions, including, inter alia:

- Deduction under Section 10AA of the ITA in respect of units established in Special Economic Zones;
- Deduction under clause (iia) of sub-section (1) of Section 32 of the ITA relating to additional depreciation;
- Deductions under Sections 32AD, 33AB and 33ABA of the ITA;
- Deductions under specified provisions of Section 35 of the ITA relating to expenditure on scientific research;
- Deductions under Sections 35AD and 35CCC of the ITA;
- Deduction under Section 35CCD of the ITA relating to expenditure on skill development; and
- Deductions under specified provisions of Chapter VI-A of the ITA, other than deductions specifically permitted under Section 115BAA, including Sections 80JJAA and 80M.

Further, the Company shall not be entitled to set off any loss carried forward or depreciation from any earlier assessment year, to the extent such loss or depreciation is attributable to any of the deductions referred to above. Similarly, the provisions relating to set-off of losses or unabsorbed depreciation under Section 72A of the ITA, to the extent attributable to such deductions, shall not be available.

(b) The provisions of **Section 115JB of the ITA relating to Minimum Alternate Tax ("MAT")** are not applicable to a company which opts for taxation under Section 115BAA, subject to the provisions of the ITA.

(c) The option under Section 115BAA is required to be exercised by filing **Form 10-IC** within the prescribed time. Once exercised, the option applies to subsequent assessment years and cannot be withdrawn.

**2. Deduction in respect of employment of new employees under Section 80JJAA of the ITA**

As per Section 80JJAA of the ITA, an assessee to whom the provisions of Section 44AB of the ITA apply is entitled, subject to fulfilment of the prescribed conditions, to a deduction of an amount equal to **30% of the additional employee cost** incurred in the course of business for **three assessment years**, including the assessment year relevant to the previous year in which such employment is provided.

The deduction under Section 80JJAA is available even where the Company opts for the concessional tax regime under **Section 115BAA** of the ITA.

**3. Deduction in respect of certain inter-corporate dividends under Section 80M of the ITA**

As per Section 80M of the ITA, where the gross total income of a domestic company includes income by way of

dividends received from another domestic company, a foreign company or a business trust, a deduction is available, subject to the prescribed conditions, to the extent of the dividend received which is further distributed by the domestic company to its shareholders within the prescribed period.

The deduction under Section 80M is available even where a domestic company opts for the concessional tax regime under **Section 115BAA** of the ITA.

**B. Special Tax Benefits Available to the Shareholders of the Company**

There are **no special tax benefits available to the shareholders of the Company specifically by virtue of investing in the equity shares of the Company**. However, the shareholders may be entitled to certain concessional rates of tax on specified incomes, including capital gains arising from the transfer of equity shares, subject to the provisions and conditions prescribed under the Income-tax Act, 1961 ("ITA"), as amended from time to time.

**1. Taxation of Long-Term Capital Gains under Section 112A of the ITA**

Section 112A of the ITA provides for taxation of long-term capital gains arising from the transfer of specified securities, including equity shares of a company, subject to the conditions prescribed therein.

Where the equity shares are held for a period of **more than 12 months** and the conditions prescribed under Section 112A, including the applicability of Securities Transaction Tax ("STT"), are satisfied, long-term capital gains arising from the transfer of such equity shares shall be taxable at the rate of **12.5%**, without giving effect to the benefit of indexation, to the extent such gains exceed **₹1,25,000** in aggregate, subject to the provisions of the ITA.

The provisions of Section 112A are subject to the specific conditions prescribed under the ITA, including the requirements relating to STT, as applicable.

**2. Taxation of Short-Term Capital Gains under Section 111A of the ITA**

Section 111A of the ITA provides for a concessional rate of tax in respect of short-term capital gains arising from the transfer of specified securities, including equity shares of a company, where the applicable conditions relating to payment of STT are satisfied.

Where the equity shares are held for a period of **12 months or less**, the short-term capital gains arising from the transfer of such equity shares, where covered by Section 111A, shall be taxable at the rate of **20%**, subject to the provisions of the ITA.

The aforesaid tax rates are subject to applicable surcharge, Health and Education Cess and other provisions of the ITA.

**3. Taxation of Non-Resident Shareholders**

In the case of shareholders who are non-residents, the taxability of income, including capital gains arising from the transfer of equity shares of the Company, shall be subject to the provisions of the ITA and, where applicable, the provisions of the relevant **Double Taxation Avoidance Agreement ("DTAA")** between India and the country in which such shareholder is resident for tax purposes.

A non-resident shareholder may be entitled to claim the benefit of the provisions of an applicable DTAA, subject to fulfilment of the prescribed conditions and documentation requirements.

**Notes**

1. This Annexure sets out certain relevant direct tax benefits available under the ITA, as amended by the applicable Finance Acts, rules, circulars and notifications, and is intended to provide general information to prospective investors. It is not intended to be a complete analysis or listing of all potential tax consequences relating to the purchase, ownership or transfer of equity shares of the Company.

2. The tax benefits described above are subject to the fulfillment of the conditions prescribed under the ITA and the rules, circulars and notifications issued thereunder, as applicable from time to time.

3. The tax implications of an investment in the equity shares of the Company may vary depending upon the specific facts and circumstances of each shareholder, including the residential status, nature of income, period of holding and applicable provisions of law. Accordingly, each investor is advised to consult his/her/its own tax adviser with respect to the specific tax consequences of investing in, holding or transferring the equity shares of the Company.

4. No assurance is given that the tax authorities or courts will concur with the views expressed herein. The views expressed are based on the provisions of law and their interpretation as applicable on the date of this statement and are subject to changes in law, judicial pronouncements, circulars, notifications and other regulatory developments from time to time. The Company does not undertake any obligation to update this statement to reflect subsequent changes in law.

5. This statement does not cover the tax consequences, if any, arising in jurisdictions outside India in respect of an investment in the equity shares of the Company. Shareholders or investors who are residents or taxpayers in jurisdictions outside India are advised to consult their own professional tax advisors regarding the tax consequences applicable to them in such jurisdictions.

6. The Company does not have any subsidiary.

7. This Annexure covers only certain relevant direct and indirect tax law benefits and does not cover benefits available under any other law.

8. The above statement of possible tax benefits sets out the provisions of law in a summary manner only and does not constitute tax advice or a complete analysis or listing of all potential tax consequences relating to the purchase, ownership or disposal of equity shares of the Company.



## SECTION V – ABOUT THE COMPANY

## INDUSTRY OVERVIEW

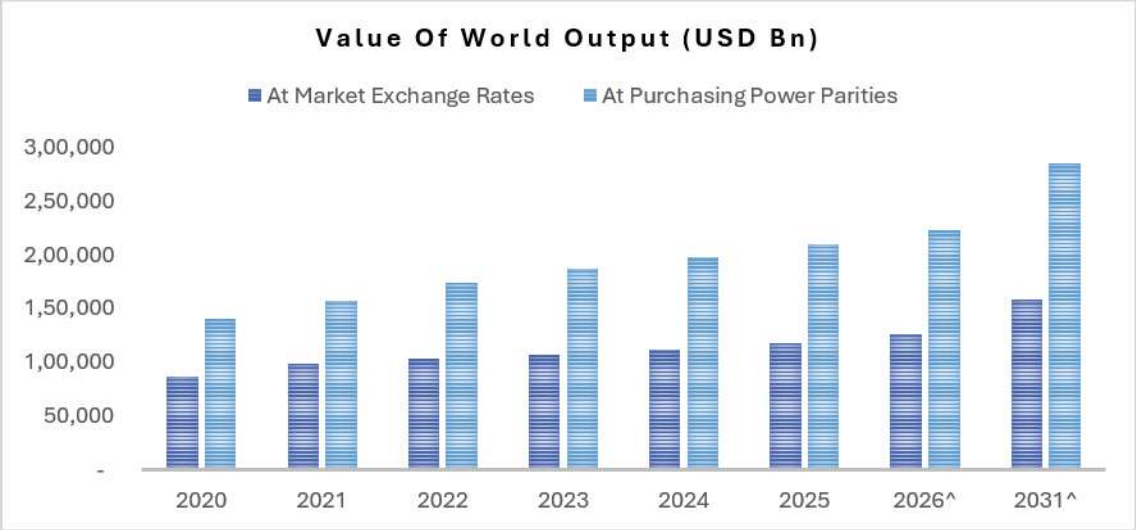
*The information contained in this section is derived from a report titled "Industry Report on Textile Industry" dated September 21, 2026, prepared by M/s B2K Analytics Private Limited and exclusively commissioned and paid by our Company only for the purposes of the Issue and is available at https://parswam.com/investor-relations#documents. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the Infomerics Analytics and Research Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen.*

*Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the Draft prospectus and the Prospectus. Recipient must rely on its own examination and the terms of the transaction, as and when discussed. See* ***"Presentation of Financial, Industry and Market Data"*** *on page 18.*

### Global Economic Review

Global economic output was projected to reach USD 126.3 trillion at market exchange rates and USD 222.8 trillion at Purchasing Power Parity (PPP) in 2026, reflecting continued growth despite an uncertain global environment. The latest IMF projections as per their July 2026 report indicated that global activity had remained more resilient than expected, supported by lower inflation in many economies, easing financial conditions, and stronger-than-expected domestic demand in several major emerging markets. However, the current scenario has changed with global inflation picking up over the past couple of months and supply routes disrupted by geopolitical scenarios.

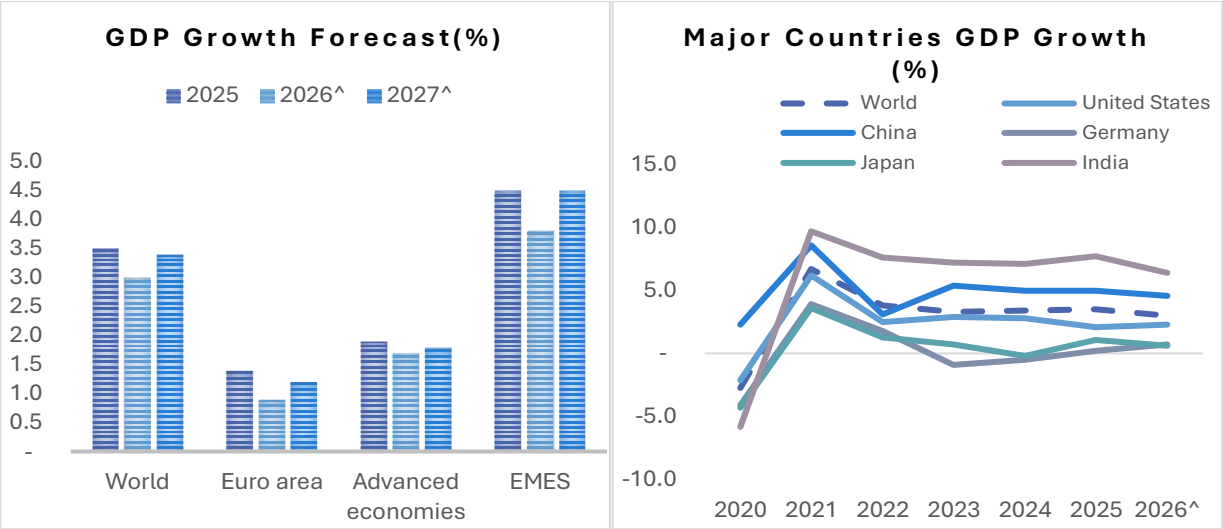
In FY2027, trade policy uncertainty, including higher tariffs and changes in global trade arrangements, is affecting trade and business investment decisions. Ongoing geopolitical conflicts, particularly in the Middle East and Eastern Europe, have disrupted energy markets, raised transport costs, and added uncertainty to the global outlook.
On the other hand, the growing contribution of emerging and developing economies manufacturing services and trade is supporting global growth. This is reflected in the widening gap between market exchange rate and PPP-based estimates, indicating that these economies continue to account for a larger share of global production and consumption. Advances in digital technologies and Artificial Intelligence (AI) are supporting investment and productivity in technology-intensive sectors. Overall, global output is expected to continue expanding over the medium term, but the pace of growth will depend on the progression of trade policies, geopolitical developments, inflation trends, and the ability of countries to maintain stable macroeconomic conditions.




*Note: Projections from 2025 onwards*
*Source: IMF World Economic Outlook Update, July 2026*

**GDP Growth – Region & Country Wise**

The IMF projected global GDP growth to moderate from 3.5% in 2025 to 3.0% in 2026, before improving to 3.4% in 2027. The slowdown was mainly attributed to weaker global trade, higher trade barriers, continued geopolitical tensions, and policy uncertainty, which have affected investment and business confidence. Since then, rising inflation and interest rate hikes by major central banks suggest that growth could fall below the IMF's July 2026 projections.
Regionally, Advanced Economies (AEs), euro area and Emerging Market Economies (EMEs) all were expected to decline in growth to 1.7%, 0.9% and 3.8% in 2026, reflecting weak manufacturing activity, lower external demand amid uncertain global trade activity




*Note: Data for Calendar year. For India data and forecasts are presented on a fiscal year basis based on GDP at market prices*
*Source: IMF World Economic Outlook Update, July 2026*

Among the major economies, the United States was expected to record stable growth supported by private consumption and a resilient labour market, while China's growth was projected to moderate due to continued weakness in the property sector, slower export growth, and structural adjustments in the economy.

The Euro area, led by a modest recovery in Germany, was projected to record gradual improvement, although growth remains constrained by weak industrial activity and lower export demand. Japan was expected to grow at a moderate pace, reflecting subdued domestic demand and demographic challenges.

India is expected to remain the fastest-growing major economy among other countries, with IMF projecting a growth of 6.4% in 2026, supported by sufficient domestic demand, public investment, and sustained economic activity. Overall, the projections indicated that emerging economies, particularly India and the ASEAN region, will continue to play an important role in supporting global growth amid a challenging external environment.

**GDP Per Capita Comparison**

Among country groups, advanced economies were expected to maintain the highest per capita income, rising to USD 66,175 in 2026, while emerging market and developing economies (EMDEs) were projected to reach USD 7,563, reflecting continued income convergence but with a wide gap compared to advanced economies.

Among major economies, the United States continues to record the highest GDP per capita, followed by Germany and the United Kingdom. China's per capita income is projected to rise steadily, reflecting continued economic expansion, while India's GDP per capita was expected to improve from USD 2,675 in 2025 to USD 2,813 in 2026 and further to USD 4,421 by 2031, supported by sustained economic growth. The projections indicated a broad-based rise in global income levels, although the gap between advanced and developing economies was expected to remain substantial over the medium term.

| **GDP per capita, current prices (in USD)** | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Year** | **2010** | **2015** | **2020** | **2025 ^** | **2026 ^** | **2027^** | **2031 ^** |
| World | 9,820 | 10,433 | 11,213 | 14,715 | 15,679 | 16,234 | 18,848 |
| Advanced Economies | 42,032 | 43,032 | 47,631 | 62,337 | 66,175 | 68,767 | 78,891 |
| EMED | 4,025 | 4,835 | 5,208 | 7,052 | 7,563 | 7,857 | 9,564 |
| Euro Area | 36,973 | 34,016 | 37,733 | 50,263 | 54,178 | 55,838 | 63,108 |
| United States | 48,586 | 57,007 | 64,518 | 89,991 | 94,430 | 98,278 | 1,12,242 |
| United Kingdom | 39,821 | 45,266 | 40,844 | 57,608 | 61,056 | 63,704 | 75,761 |
| Germany | 43,220 | 42,109 | 47,954 | 60,439 | 65,303 | 67,613 | 76,426 |
| Japan | 45,547 | 35,711 | 41,234 | 35,973 | 35,703 | 37,391 | 43,038 |
| China | 4,578 | 8,173 | 10,700 | 13,968 | 14,874 | 15,678 | 19,883 |
| India | 1,348 | 1,567 | 1,862 | 2,675 | 2,813 | 3,075 | 4,421 |

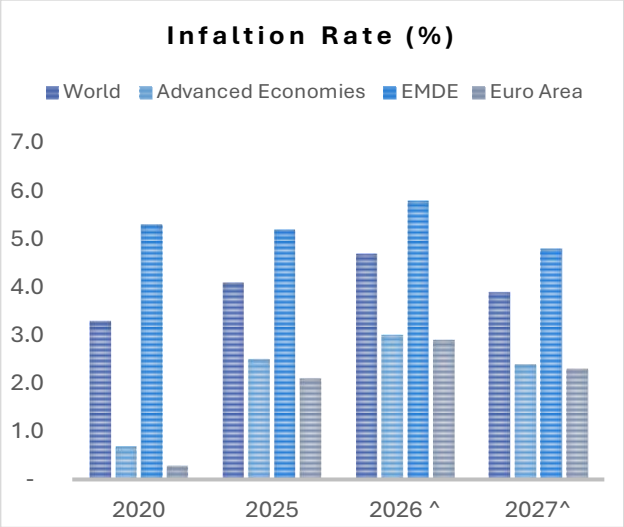
*Notes: Data is for calendar year. For India data and forecasts are presented on a fiscal year basis.*
*^Estimated by IMF for 2025 2026 and 2031.*
*Source: https://www.imf.org/*

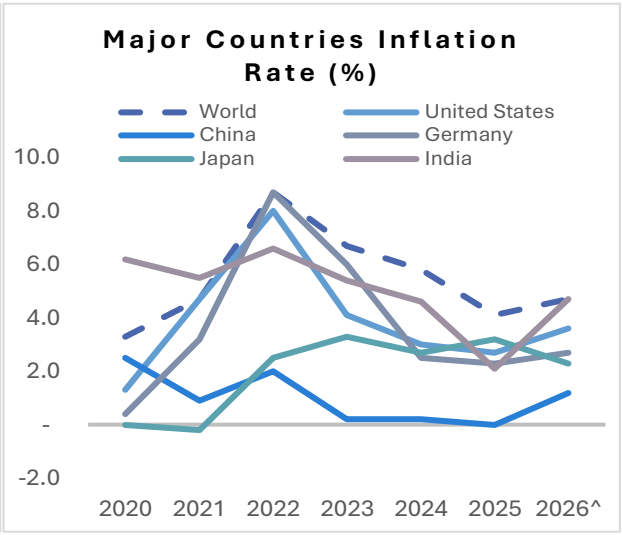
**Inflation Rate – Region & Country Wise**

The IMF's July estimates projected that global inflation would remain above pre-pandemic levels in 2026 before easing gradually over the medium term. They forecasted that inflation would rise from 4.1% in 2025 to 4.7% in 2026, before easing to 3.9% in 2027 and 3.2% by 2031. The surge reflected the impact of higher trade tariffs, supply chain adjustments, and continued geopolitical tensions, and latest energy crisis. However, inflation risks have picked up in recent months. The collapse of the US–Iran peace talks, led to renewed military strikes and a spike in crude oil prices, with crude oil currently fluctuating around USD 100 per barrel. In response to rising inflationary pressures, several

major central banks, including the US Federal Reserve, the Bank of Japan and the European Central Bank conducted rate hikes of 25 basis points (bps) in September 2026.

As a result, inflation in advanced economies will likely rise above the IMF's July 2026 estimates of 3.0% in 2026, while emerging market and developing economies (EMDEs), which are more vulnerable to external headwinds, will likely record higher inflation, reflecting rising domestic demand and higher food and energy prices.




*Note: Projections from 2025 onwards.*
*Source: IMF World Economic Outlook Update, July 2026*

The IMF had projected India's inflation at 4.7% in 2026, remaining within the Reserve Bank of India's tolerance band, but in recent months, monthly inflation has moved above this number and in August 2026, inflation was recorded at 4.82%.

**Global Trade**

Global merchandise trade is showing signs of improvement, with exports and imports growing by around 7% in 2025, supported by global demand, changes in supply chain conditions amid US tariff and frontloading activity before tariff implementation, trade deals across countries. Saying that, the future trade is expected to maintain a positive growth path, but the pace of expansion will depend on the strength of the global economic recovery, trade policies and geopolitical developments.




*Source: WTO Trade Stats, B2K analytics*

Global merchandise trade continues to be led by Asia, which remains the largest contributor to both exports and imports. In 2025, Asia's merchandise exports have reached USD 9,770 billion, while imports at USD 8,730 billion, reflecting its central role in global manufacturing, supply chains, and consumption. The Euro area and G-7 economies have also maintained a major share of global trade, driven by advanced manufacturing and high-value goods. Among major economies, China remains the largest merchandise exporter, supported by its manufacturing base and integration into global supply chains, while the United States continues to be one of the largest import markets.

## Trade Outlook

According to the World Trade Organization's (WTO) Global Trade Outlook and Statistics report for March 2026, world trade is set to slow in 2026 after a better-than-expected performance in 2025. In 2025, the combined value of goods and services trade reached USD 34.65 trillion, up 7% from the prior year. For 2026, the baseline scenario projects merchandise trade volume growth declining sharply from 4.6% in 2025 to 1.9%, before recovering to 2.6% in 2027.

## India Economic Review

As per MoSPI Provisional Estimates (PE) released in September 2026, India's Gross Value Added (GVA), with the new Base Year 2022-23, grew by 7.9% in FY2026, supported by growth in the services and industrial sectors. The services sector, which contributes more than half of total GVA, recorded the highest growth at 9.7%, driven by financial services, IT, professional services, and trade-related activities.

The industrial sector (7.6%) growth was supported by investment and domestic demand fuelling manufacturing and construction activity. The agriculture sector (3.3%) growth recorded a slower year in comparison to previous years, due to rural demand and weather conditions.

| **India GVA and its Components: YoY Changes at 2022-23 prices** | | | | |
|---|---|---|---|---|
| **Sectors** | **FY2024** | **FY2025 (FRE)** | **FY2026 (PE)** | **Share in GVA (FY2026)** |
| **Agriculture, Livestock, Forestry & Fishing** | **2.7%** | **4.1%** | **3.3%** | **17.71%** |
| **Industry** | **9.7%** | **8.5%** | **7.6%** | **28.98%** |
| Mining and quarrying | 0.9% | 13.5% | 7.1% | 2.10% |
| Manufacturing | 10.7% | 10.0% | 8.8% | 15.59% |

| | | | | |
|---|---|---|---|---|
| Electricity, gas, water supply & other utility services | 11.7% | 2.8% | 2.1% | 2.34% |
| Construction | 9.7% | 6.6% | 7.2% | 8.95% |
| **Services** | **8.0%** | **7.5%** | **9.7%** | **53.31%** |
| Trade, Hotels, Transport, Communication & Services related to Broadcasting, Storage | 10.1% | 8.4% | 11.3% | 14.65% |
| Financial, Real Estate, IT, Professional Services & Ownership of Dwelling | 5.5% | 10.7% | 10.5% | 26.25% |
| Public administration, defence and other services | 6.8% | 6.6% | 6.3% | 12.42% |
| Total GVA | 7.4% | 7.1% | 7.9% | 100.0% |
| *Note: Data is provisional*<br>*Source: MoSPI, B2K Analytics* | | | | |

## GDP Growth

India's economy remained resilient to external adversities supported by domestic demand, investment activity, and steady performance across major sectors.

- The recent provisional estimates for GDP growth by MoSPI (7.8%) for FY2026 outpace the IMF's July estimate of 6.4% for the financial year, as Private Final Consumption Expenditure (PFCE) improved by 7.2%, remaining an important driver of growth.
- Gross Fixed Capital Formation (GFCF) (8.0%) growth in FY2026, reflected continued investment in infrastructure, capacity expansion, and business activity.
- Government Final Consumption Expenditure (GFCE) (5.9%) growth moderated in FY2026 from the last year when government expenditure spiked to adjust for the growing geopolitical instability.

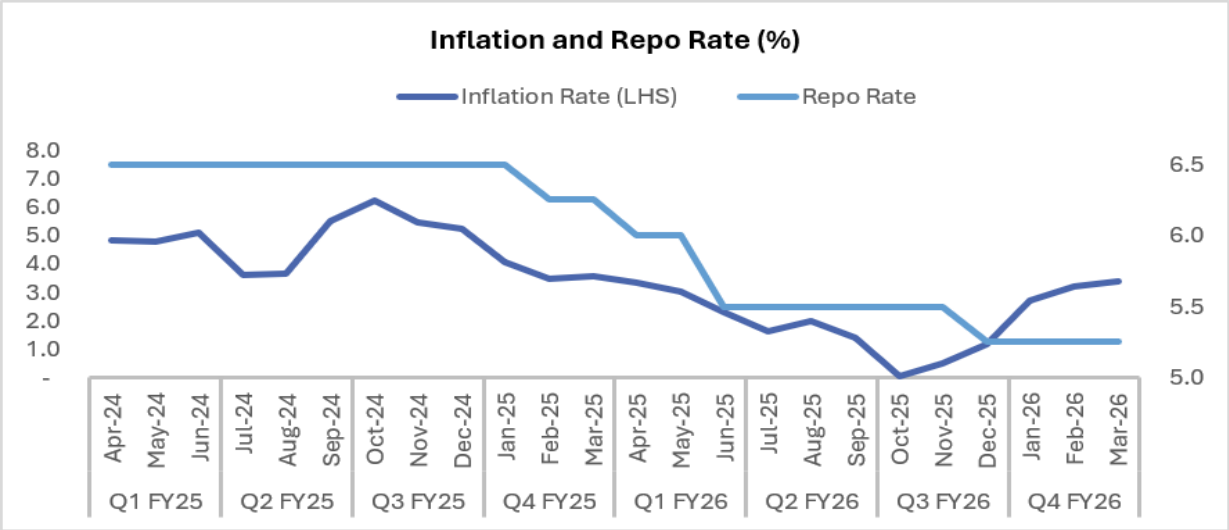
India's growth outlook remains supported by a combination of consumption and investment demand, with private consumption and capital formation expected to remain key contributors to economic expansion.

## Inflation

India's inflation had moderated during FY2026, moving below the Reserve Bank of India's target of 4% for most part of the year. Retail inflation declined from 3.3% in April 2025 to 1.2% in December 2025 but has increased slightly to 3.4% by March 2026. The moderation in inflation was largely due to lower food prices and easing supply-side pressures.

With inflation remaining under control, the Reserve Bank of India (RBI) reduced the repo rate from 6.5% in January 2025 to 5.3% by December 2025, maintaining the rate through August 2026. Core inflation remained stable at around 3.3% in Q4FY2026, indicating that underlying price pressures were contained. Overall, the inflation and interest rate trends provided a supportive environment for consumption and investment.

However, in FY2027, growing food and fuel price pressures have pushed inflation above the RBI's medium-term target of 4.0%. With other major central banks raising rates to counter inflation, and the rising pressure on exchange rates, RBI rate hike before the end of 2026 has become increasingly likely.




*Source: RBI, MoSPI, B2K Analytics*

## Trends in Merchandise and Services Trade

India's total trade balance remained in deficit during FY2026, mainly due to a rise in merchandise imports. Merchandise exports remained broadly stable, while imports increased widening the merchandise trade deficit to USD 333.6 billion. The increase in imports reflects higher domestic demand and purchases of key items such as crude oil, electronics, machinery, and gold. In contrast, the services sector continued to support the external sector with trade surplus widening to USD 216.62 billion, led by IT, business, financial, and professional services.

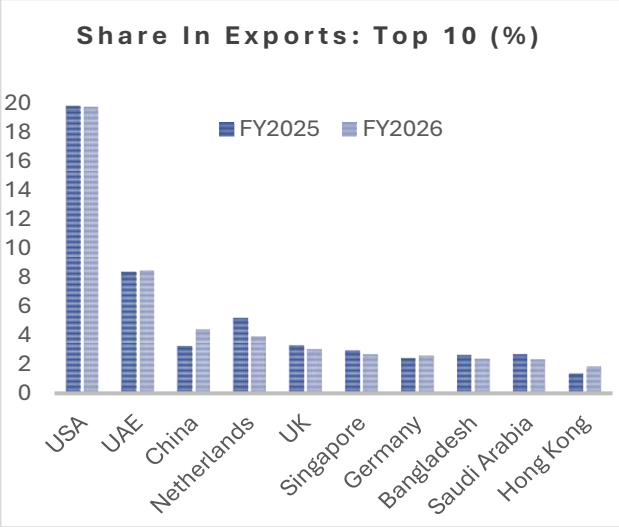
This helped offset part of the merchandise trade deficit, although it was not sufficient to eliminate the overall trade gap despite amid an uncertain global environment, geopolitical challenges and the tariff rates imposed by the US.

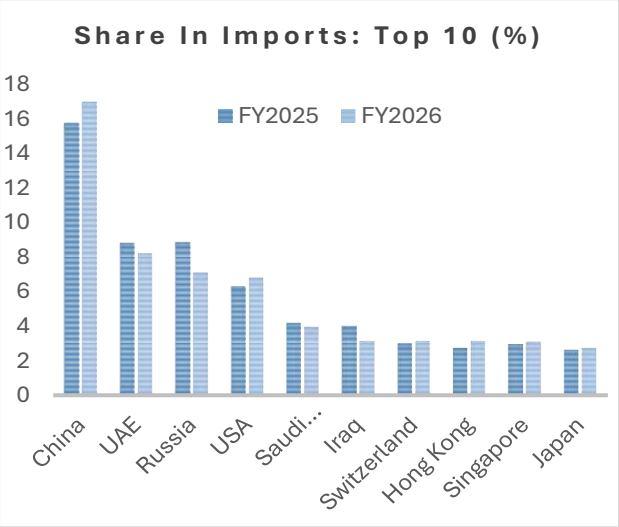
| India's Total Trade Balance (USD Bn) | | | | |
|---|---|---|---|---|
| **Items** | **FY24** | **FY25** | **FY26** | **YoY** |
| **Trade: Merchandise** | | | | |
| Merchandise Exports | 437.12 | 438.01 | 442.03 | 0.92% |
| Merchandise Imports | 678.35 | 720.27 | 775.68 | 7.69% |
| Trade Balance: Merchandise | -241.22 | -282.26 | -333.65 | 18.21% |
| **Trade: Services** | | | | |
| Service Exports | 341.062 | 387.553 | 421.292 | 8.71% |
| Service Imports | 178.311 | 198.717 | 204.677 | 3.00% |
| Trade Balance: Service | 162.75 | 188.84 | 216.62 | 14.71% |
| Total Trade Balance | -78.47 | -93.42 | -117.03 | - |
| *Source: CMIE, B2K Analytics* | | | | |

The United States continued to remain India's largest export destination in FY2026, although its share decelerated slightly to 19.7% from 19.8% in FY2025. Exports to UAE, China, Germany and Hong Kong improved while exports to the Netherlands, UK, Singapore, Bangladesh and Saudi Arabia declined during FY2026.

On the import side, China remains to be India's largest import partner, with its share rising to 17.0% in FY2026 from 15.8% in FY2025. The shares of imports from the US, Switzerland, Hong Kong, Singapore and Japan also increased,

while imports from UAE, Russia, Saudi Arabia, and Iraq declined compared with the previous year. Overall, India's trade pattern remained concentrated among a few major partners, with gradual diversification in few markets.




*Source: CMIE, B2K Analytics*

**Upside and Downside to Economic Growth**

| Upside | Downside |
|---|---|
| • MPC's Balancing Act: Extended rate pause has supported growth by maintaining favourable financial conditions.<br>• Benign Inflation Supporting Demand: Medium inflation, GST rationalisation and income tax relief are supporting disposable income simultaneously.<br>• Infrastructure and Manufacturing Push: Higher government capital spending and PLI linked manufacturing capacity is translating into improved industrial activity.<br>• Growth in Digital and Services Sector: Expansion in IT, financial services, and digital businesses is supportive to India's growth momentum.<br>• Favourable Domestic Demand Conditions: Rising consumption, | • **Global Trade Policy Uncertainty:** Imposition of trade restrictions and changes in tariffs and could affect exports, investment decisions, and supply chains.<br>• **Geopolitical Tensions and Energy Prices:** Conflicts in key regions could increase crude oil prices and create inflation pressures.<br>• **Slower Global Growth:** Weak economic activity in major economies could reduce demand for Indian exports.<br>• **External Sector Pressure:** Higher merchandise imports and a wider trade deficit could exert pressure on the current account balance.<br>• **Private Investment Recovery:** Delays in private sector investment growth could limit the pace of industrial expansion. |

| | |
|---|---|
| urbanisation, and improving business confidence supporting economic activity. | |

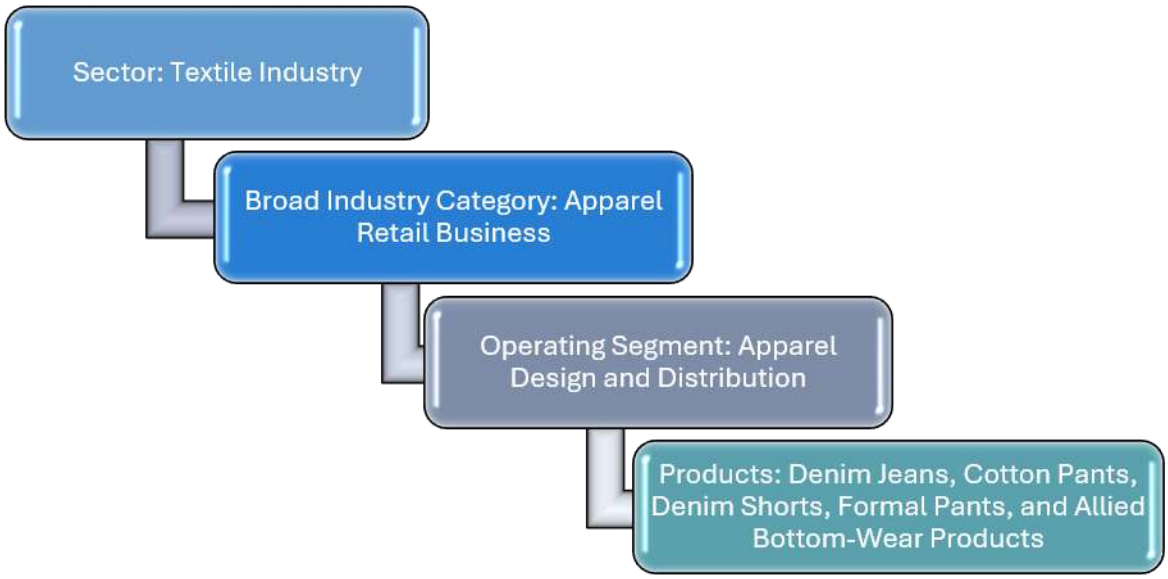
**Textile Industry**

**Introduction**

The textile sector is a large part of India's economy and includes entire industry activities, starting from the production of fibre and yarn, moving towards fabric and finished textile products and ending with the distribution of these products to a variety of end-users. The industry supplies products for clothing, home textiles, bed sheets, furnishings and other uses.

Within the textile industry, one of the major sources of revenue is from clothing and apparel. The Indian consumer segment is the largest market in the world and with varying tastes between demographics, there is a need for variety in textile products. The current consumer culture of fast fashion also ensures that the textile industry can be a very profitable venture for those than can keep up with fashion trends.

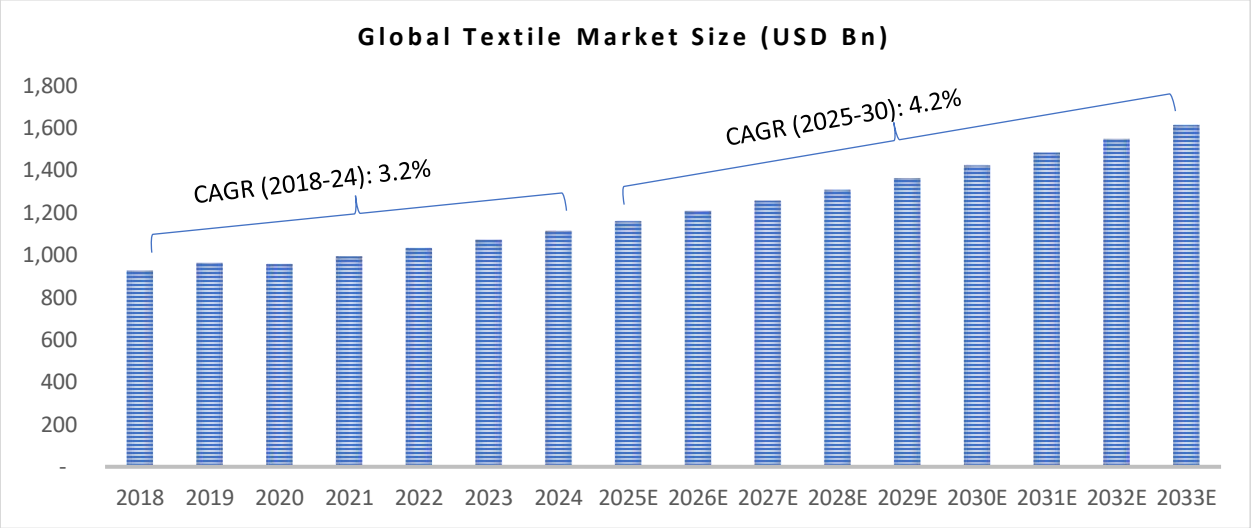
In this industry structure, Parswam Fashion Limited operates mainly in market design, branding and distribution of ready-made garments (RMGs), comprising mainly jeans, pants and other bottom-wear products. The company follows an asset-light operational structure, outsourcing its manufacturing to third-party job workers. The company then distributes these finished goods in domestic markets, mainly Kerala and other South Indian markets. The industry structure is prepared as follows:




**Global Textile & Apparel Market - A brief**

sTextile is one of the largest manufacturing and trading sectors in the world, covering the production of fibres, yarns, fabrics, garments, and technical textiles. The industry is influenced by a variety of factors such as raw-material prices, consumer demand, production costs, exports, technology and fashion trends. The industry is also one of the largest generators of employment and plays a crucial role in global economic development by supporting international trade through the distribution of well-known brands and meeting rising consumer demand for clothing and lifestyle products.

The global textile market, spanning yarn, fabrics, apparel, home textiles, technical textiles and other products, has shown steady growth, increasing from USD 925 billion in 2018 to USD 1,115 billion in 2024, with a slight decline in 2020 due to COVID-19-related disruptions. The market then recovered quickly, driven by the resurgence in apparel demand, expanding technical textile applications, and improving global supply chains. The market is projected to reach USD 1,612 billion by 2033, supported by rising disposable incomes, urbanisation, growing demand for sustainable and functional textiles, and increasing investments in advanced manufacturing technologies.



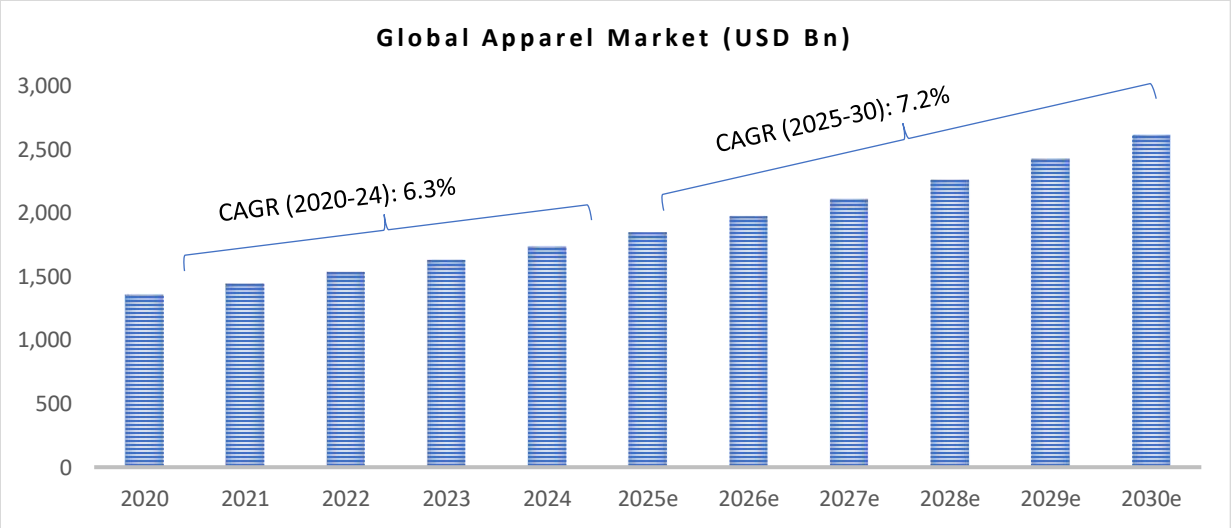

*Source: EMIS, Grand View Research (GVR), Technavio, B2K Analytics*

The global apparel market, covering only clothing and clothing accessories, has shown steady growth, increasing from USD 1,359 billion in 2020 to USD 1,736 billion in 2024. The market is projected to reach USD 2,614 billion by 2030, supported by rising disposable incomes, urbanisation, fast fashion trends, and increasing investments in manufacturing.

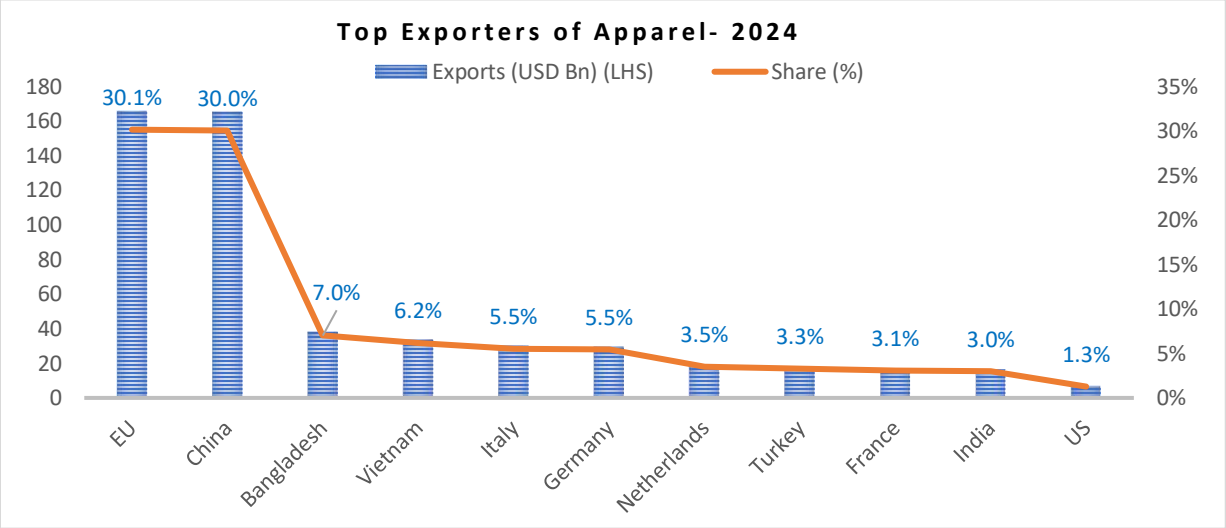
Among global exporters of apparel, in 2024, the EU-27 ranked first in global exports with exports valued at USD 166 billion, accounting for 30.1% of global market share. Among individual countries, China dominated far above the others due to its extensive production capacity, integrated supply chains, competitive manufacturing costs, and upper hand in global textile trade. China's exports were valued at USD 165 billion in 2024, accounting for 30.0% of the global market share.

After China, Bangladesh was the second highest with exports of USD 38 billion and a 7.0% market share, followed by Vietnam at USD 34 billion (6.2% market share) and Italy at USD 30 billion (5.5%). These countries have established large textile industries and major roles in international markets. India ranked 10$^{th}$ in global apparel exports with USD 16 billion (3.0%) in 2024. The United States, despite being one of the largest economies in the world, only accounted for 1.3% of global apparel exports, with exports of USD 7 billion.

Among these exporters, Vietnam and Bangladesh have risen rapidly over the past two decades, driven by cost-effective manufacturing and high-quality textile products. They have developed specialised export-oriented textile and garment industries, giving them with an advantage over their competitors.



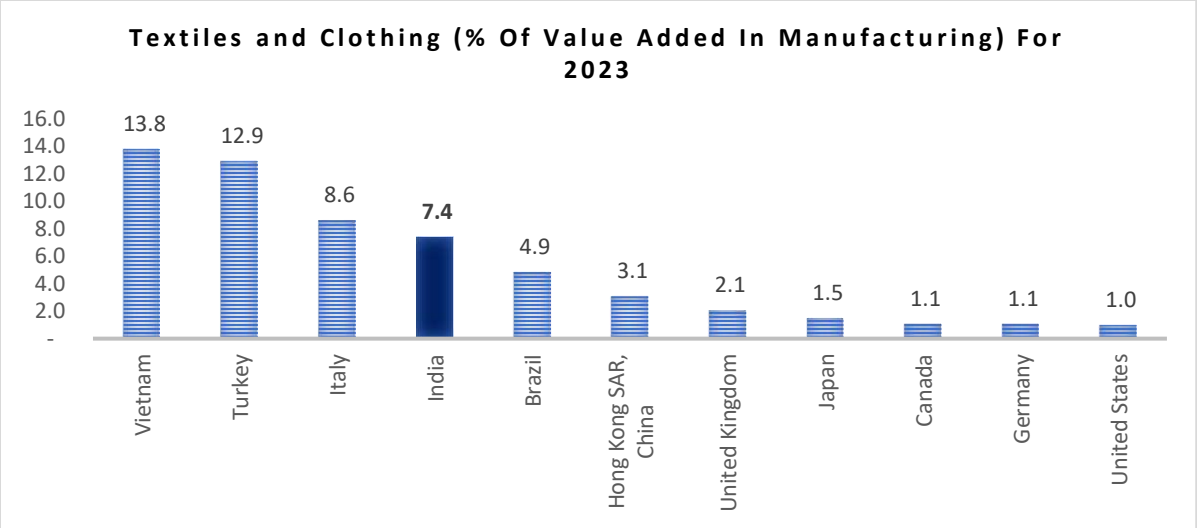

*Source: EMIS, Grand View Research (GVR), Technavio, B2K Analytics*




*Source: WTO, B2K Analytics*

As per World Bank data, Vietnam tops the list with textiles and clothing accounting for 13.8% of manufacturing value added, followed by Türkiye at 12.9%. This indicates a relatively high degree of manufacturing specialisation in these two economies, where textiles and apparel remain important components of industrial production and export-oriented manufacturing.

Italy (8.6%) and India (7.4%) occupy the next positions. Italy's relatively high share reflects the continued importance of textiles, apparel, and fashion-related manufacturing within its industrial base. Brazil recorded 4.9% share, placing it in an intermediate position. In contrast, Hong Kong SAR, China recorded 3.1%, while the United Kingdom (2.1%), Japan (1.5%), Canada (1.1%), Germany (1.1%), and the United States (1.0%) recorded substantially lower shares.




*Source: World Bank, B2K Analytics*

A key interpretation is that a higher percentage does not necessarily mean a larger textile industry in absolute terms. The indicator measures textiles and clothing as a proportion of total manufacturing value added. Therefore, the low shares in countries such as the United States and Germany primarily indicate greater manufacturing diversification, rather than an absence of textile production.

Textiles and clothing have a relatively greater role in the manufacturing systems of Vietnam, Türkiye, Italy, and India, while their relative importance is much lower in advanced, highly diversified economies such as the United States, Germany, Japan, and Canada. This distinction is important when assessing textile competitiveness because the indicator captures industrial specialisation, not export performance or the absolute size of the textile sector.

Advanced economies such as the United States, Canada frequently outsource textile and apparel production to developing economies such as India, Vietnam, and Bangladesh. These countries offer lower manufacturing costs and large, readily available workforces, allowing them to manufacture textile and apparel goods at lower prices and making them attractive destinations for outsourcing. Their expansive manufacturing capabilities, spanning yarn production, weaving, dyeing, and garment assembly, further enable production at mass scale while maintaining cost efficiency.

## Textile Industry in India

India's textile sector is one of the oldest and most diverse industries, with a rich heritage that dates back centuries. It consists of a wide range of activities, from traditional hand-spun and handwoven clusters to modern, capital-intensive mills, supported by well-established base of fibres and yarns. India is the world's second-largest producer of textiles and garments and the one of the largest exporters, with a broad product portfolio spanning apparel, home textiles, technical textiles, and several other textile products.

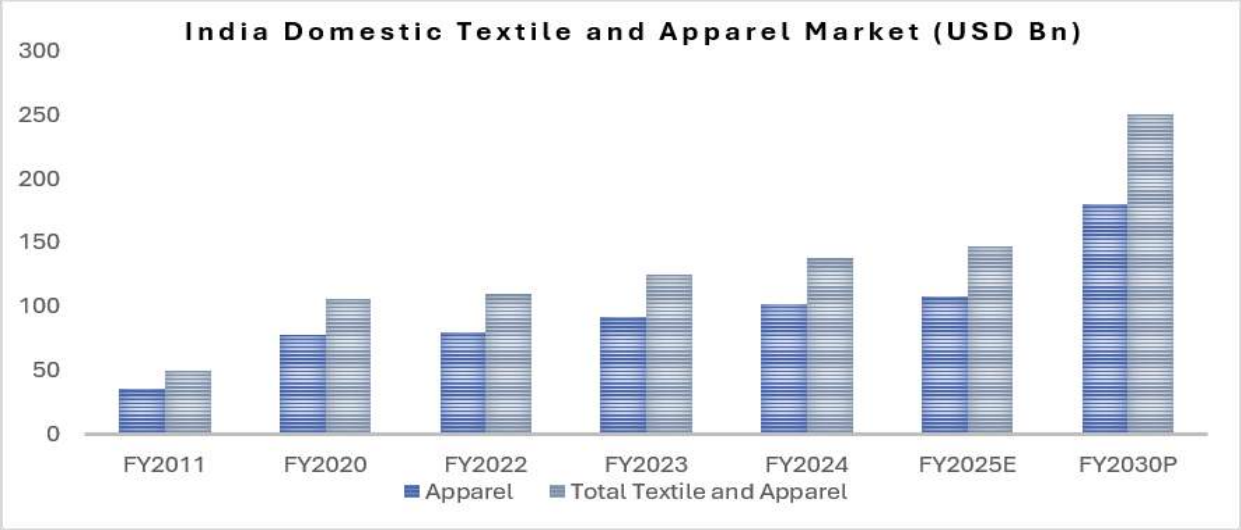
The Textiles and Apparel (T&A) industry contributes around 2% to India's GDP and about 11% of manufacturing GVA as per National Account Statistics, 2025. The industry is incredibly capital intensive as well as one of the largest employers with over 45 million people engaged and about 22,000 million garments produced annually. By 2030, the textile industry's share in GDP is expected to more than double, reaching close to 5%.




India's FTA agenda made major progress during 2025-26, with important implications for the textile and apparel sector. The India–EFTA TEPA, India–UK CETA, India-Oman CEPA, India-New Zealand FTA and India-EU FTA are expected to improve preferential market access, reduce tariff disadvantages, support supply-chain integration, and open new opportunities for textiles, apparel, handicrafts and technical textiles.

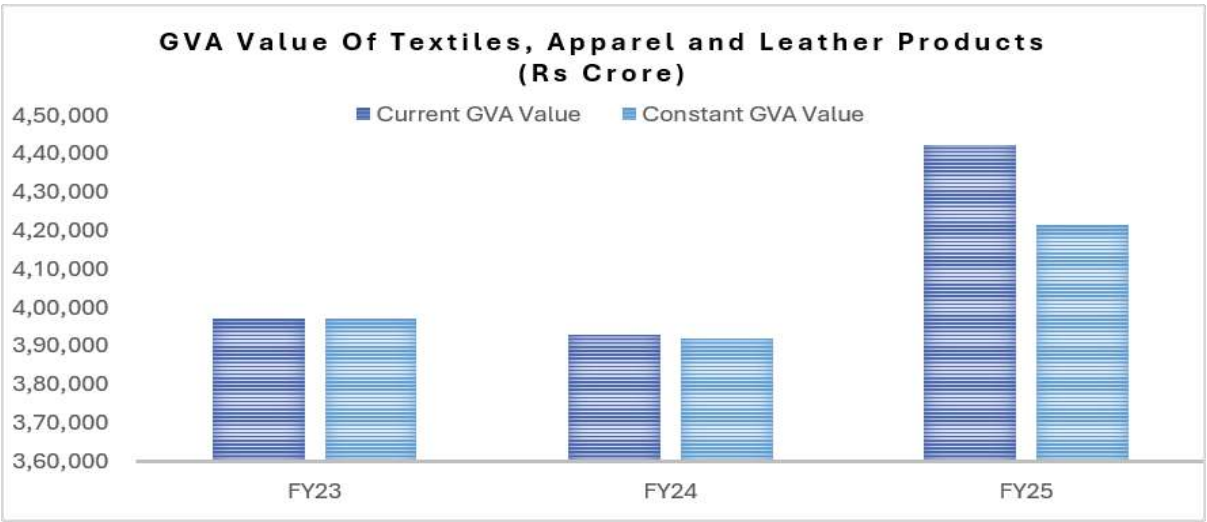
India's domestic textile and apparel market has expanded considerably, from USD 50 billion in FY2011 to an estimated USD 147 billion in FY2025. Within this, Apparel represents the largest segment, accounting for nearly three-fourth of the market in FY2025, reflecting sustained growth in domestic demand.

The T&A market is projected to reach USD 250 billion by FY2030, implying a CAGR of around 11.2% from FY2025 to FY2030. Apparel is projected to reach USD 180 billion,at a CAGR of 10.8% from FY2025 to FY2030, though its share in the domestic market is expected to fall slighly to 72.0% in FY2030 from 73.5% in FY2025 as sectors like technical textiles and home textiles expand.




*Note: E (estimated), P (projections).*
*Source: EMIS Insights, Wazir Advisors, B2K Analytics*

**The GVA of India's textiles, apparel and leather products** sector showed a moderate decline in FY24 followed by a strong recovery in FY25. At current prices, GVA decreased from Rs 3.97 lakh crore in FY23 to Rs 3.93 lakh crore in FY24, before rising to Rs 4.42 lakh crore in FY25. In similar trend GVA at constant FY23 prices declined from Rs 3.97 lakh crore to Rs 3.92 lakh crore in FY24, indicating a real contraction of about 1.3%, but recovered to Rs 4.21 lakh crore in FY25, an increase of about 7.5% over FY24. FY25 figures indicated a clear recovery in real economic activity, with the sector moving above its FY23 level in constant-price terms.




*Source: MOSPI, B2K Analytics*

**Value-chain analysis**

The textile & apparel industry value chain consists of multiple stages, starting from raw material production and extending up to the manufacturing and distribution of finished textile products. The value chain begins with the fibre production stage, where natural and man-made fibres such as cotton, wool, silk, polyester, and viscose are produced. These fibres serve as the basic raw materials for the textile industry and are supplied to spinning mills for further conversion.

The next stage is yarn production, where fibres are processed through spinning techniques to produce different types of yarn, including cotton yarn, synthetic yarn, and blended yarn. Yarn manufacturers play an important role in determining the quality, strength, and characteristics of the final textile product.

Following yarn production, the industry moves into the fabric manufacturing stage, where yarn is converted into fabrics through weaving or knitting processes. The fabric manufacturing represents a critical intermediate stage, as the quality, construction, weight, appearance and performance of the fabric directly influence the characteristics and end-use suitability of the final textile product.



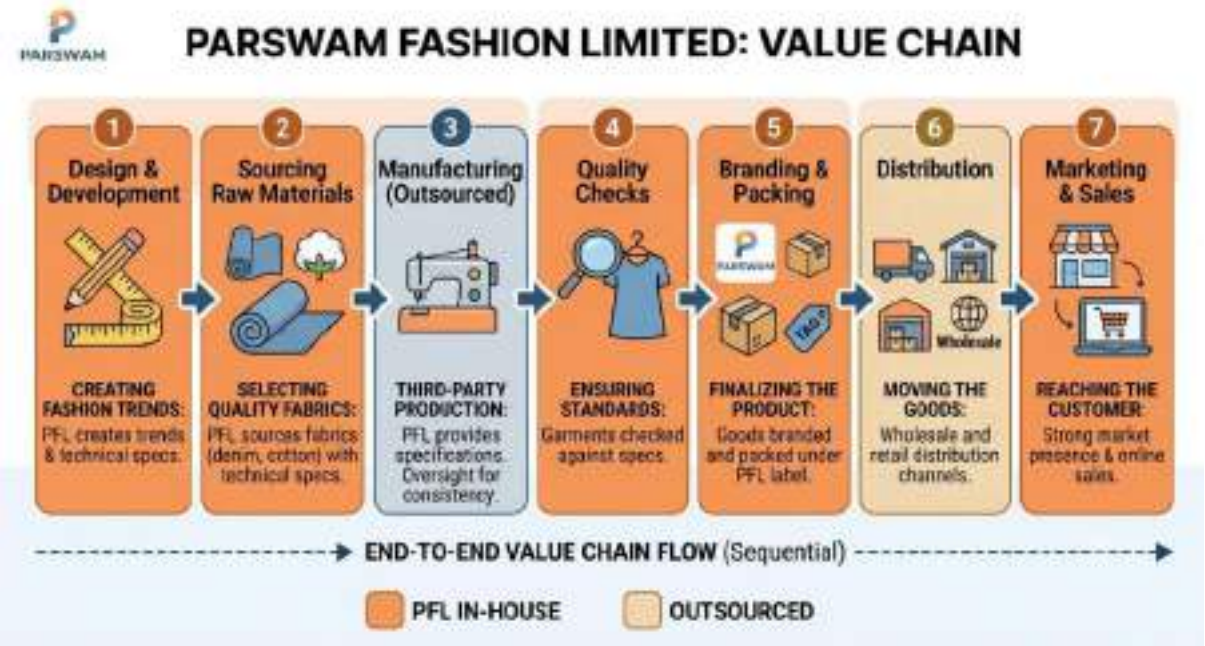
After fabric manufacturing, fabrics undergo textile dyeing and finishing, which includes activities such as dyeing, printing, bleaching, and finishing treatments. These processes enhance the appearance, texture, durability, and functionality of fabrics before they are converted into finished products.

The processed fabrics are then supplied to the garment and home textile manufacturing segment, where they are transformed into consumer products such as shirts, trousers, dresses, bedsheets, curtains, and other textile goods following designs specified by clients and fast fashion trends. The final stage involves distribution and retail, where finished products reach consumers through domestic markets, exports, brand outlets, wholesalers, and e-commerce platforms.

Parswam Fashion Limited operates across multiple stages of the industry value chain. The company first develops garment designs based on factors such as fit, size, customer preferences, and prevailing fashion trends. Then it sources fabrics, denim, cotton, and other materials from wholesalers and textile mills based on the predefined technical parameters, including shrinkage tolerance, colour fastness, surface texture, and other quality specifications.

These fabrics are then sent to third-party manufacturers along with detailed design and production specifications. Although the company does not operate its own manufacturing facilities, it oversees the production process to ensure that the garments are manufactured according to its specifications. It also coordinates closely with third-party manufacturers to maintain consistency and quality.

Once the finished garments have passed Parswam's quality checks, the company takes over branding and packs the product under its label. Distribution then runs through wholesalers, retailers, and the company's online channel. Through this business model, the company has established a strong presence in Kerala and other South Indian markets, where it has positioned itself as a trendsetter.



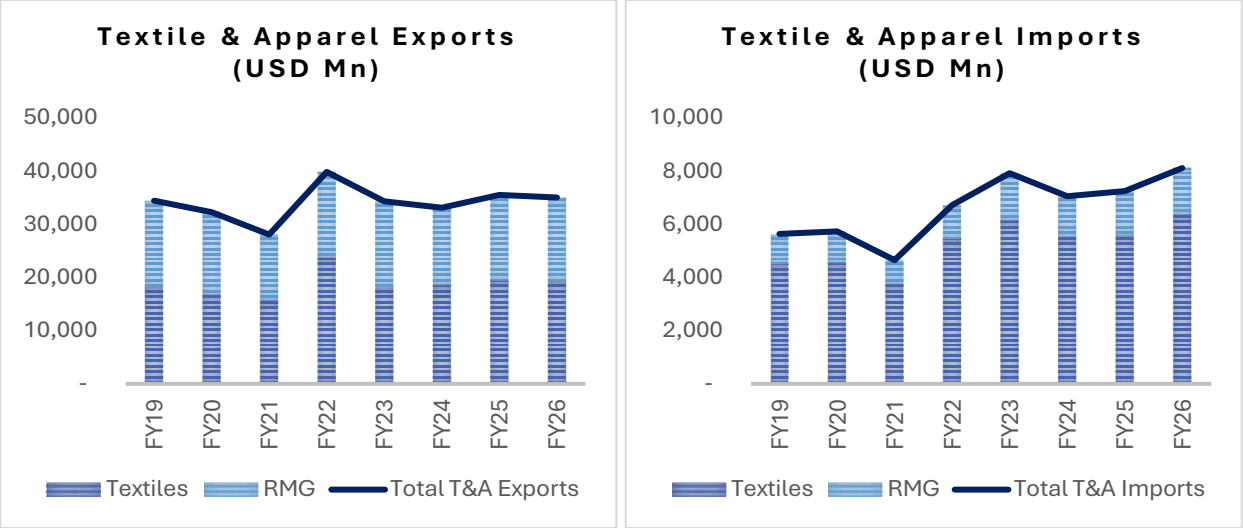

## India Textile & Apparel Trade

India exports a wide range of textile products, including fibre, cotton yarn, fabrics, ready-made garments, home textiles, and technical textiles to various markets. The industry benefits from abundant raw materials, a skilled workforce, traditional textile expertise, and a large domestic market. India remained a net exporter of textiles and apparel during the past years, with exports higher than imports in every year. However, export growth was limited over the period.

Total T&A exports recorded a CAGR of 0.2% for FY19-FY26, compared with 5.4% for imports, indicating that imports grew faster than exports.

Within the textiles segment, imports increased at a 5.1% CAGR, while exports grew by only 0.7%. The RMG (Readymade garments) segment shows a wider gap, RMG imports grew at 6.4% CAGR, whereas RMG exports declined by 0.3%. This suggests increasing imports in the apparel segment alongside limited growth in exports.

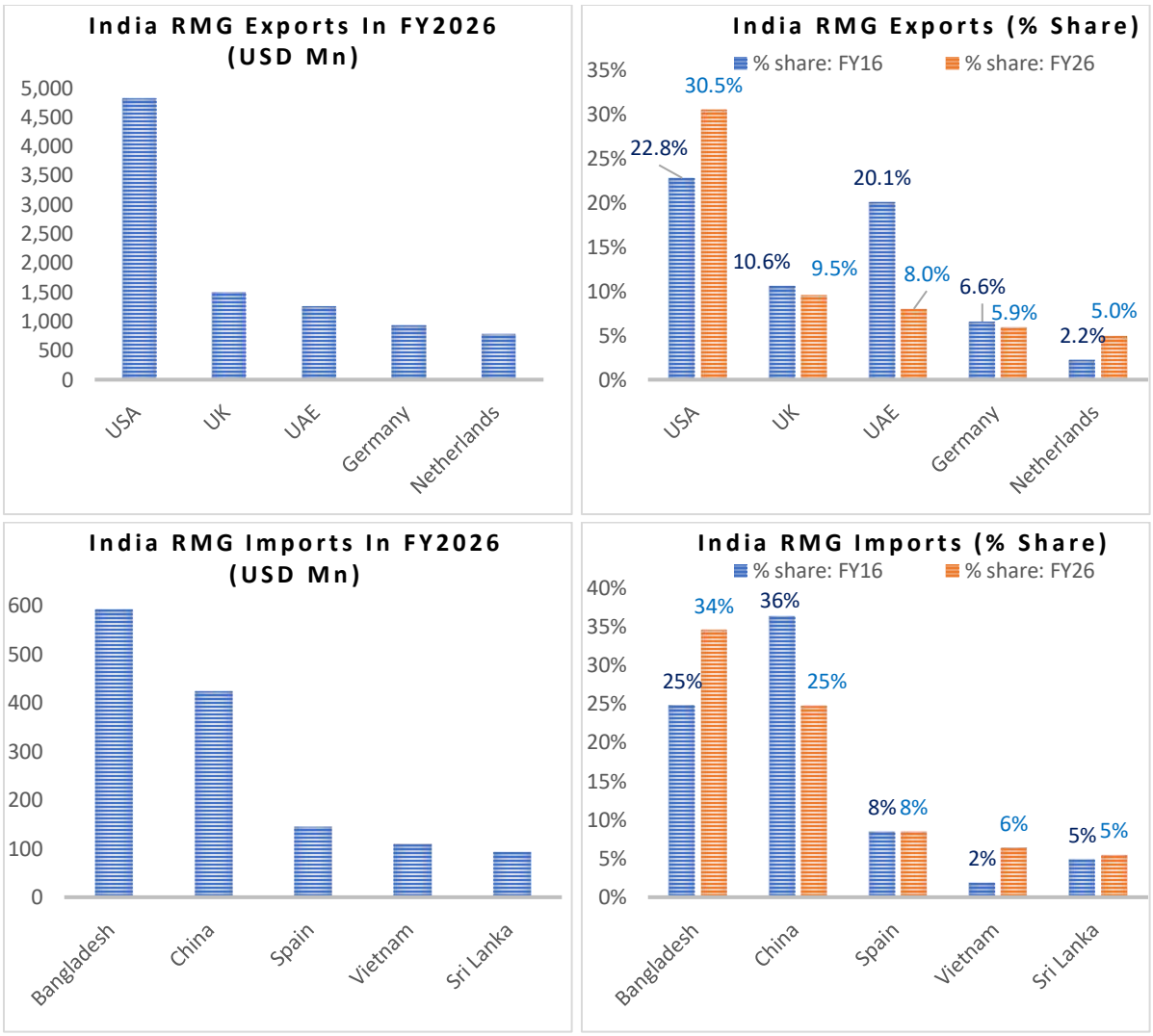
Trade performance was highest in FY22, when total T&A exports reached USD 39,823 million and the trade surplus was USD 33,107 million. Exports subsequently moderated to USD 34,999 million in FY26, while imports increased to USD 8,116 million, bringing the trade surplus to USD 26,882 million. India continues to generate a trade surplus in textiles and apparel, but the surplus has narrowed as imports have grown faster than exports. The relatively low growth in RMG exports points to scope for expanding India's presence in higher-value apparel and downstream textile products.




*Source: CMIE, B2K Analytics*

### India Apparel Trade – Country Wise

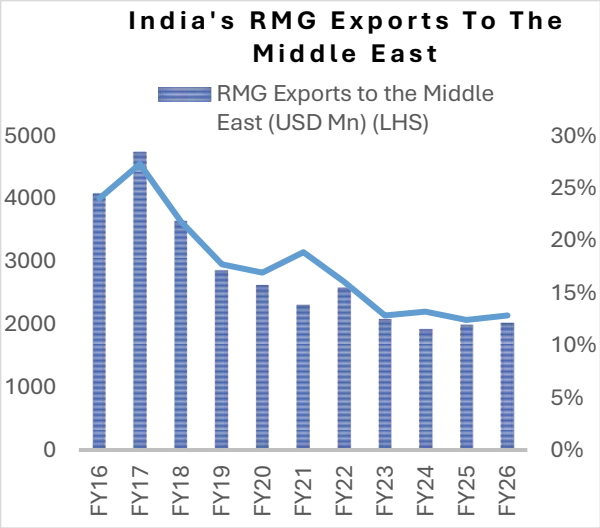
- **Exports:** India's RMG exports have remained broadly stable over the past couple of years, despite volatility around the pandemic. The key structural change has been a shift in export markets, with the US maintaining its position as the largest destination, while the share of other markets such as the UK, UAE & Germany has declined in FY26.
- Netherlands share has increased from 2.2% in FY16 to 5.0%in FY26 and several European markets such as the Italy have also experienced similar gain. Exports to China remains weak, with exports decelerating over the years compared to imports. The trend indicates greater US dependence alongside diversification into newer and faster-growing markets.
- **Imports:** India's apparel imports have expanded in recent years, with total imports reaching over USD 1,717 million in FY26. Bangladesh remains the dominant source accounting for 34% of total imports while China's share in imports have declined. Imports from Vietnam have also steadily increased. The rise in imports from these manufacturing hubs reflects the manufacturing specialisation of these countries, allowing them to offer RMG goods at cheap prices.
- While India has held its position in apparel trade, the sector faces challenges such as outdated technology, intense competition from countries such as China, Bangladesh and Vietnam, and rising production costs.

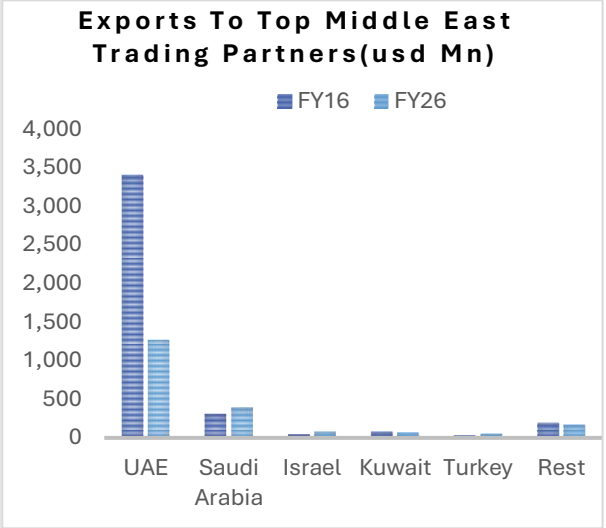



**Parswam Fashion Limited's Planned Expansion into the Middle East**

As part of the company's marketing strategy, it is exploring export opportunities in Middle Eastern markets. Indian RMG exports to the Middle East have declined over the past decade falling at a CAGR of 6.72% from USD 4,078 Mn in FY16 to USD 2,034 Mn in FY26. Within the Middle East, the UAE accounts for the bulk of Indian RMG exports, representing around 8% of India's total RMG exports in FY26. However, India's exports to the UAE has fallen as well over the past couple of years. Intense competitions from manufacturers such as Turkey, China, Bangladesh & Vietnam have driven demand down for India exports due tothe advantages gained from their manufacturing specialisation, low cost structures and more favourable trade terms.

India's weak RMG presence in the Middle East gives Parswam Fashion Limited a lot of room to expand, limiting direct competition with other Indian manufacturers and exporters. However, it will still need to compete with foreign manufacturers that have already established a significant presence in these regions. The company's low capital requirement and asset-light manufacturing model can give it an edge in these markets, offering advantages in speed, flexibility and the ability to serve smaller, trend-driven orders without incurring heavy fixed costs. While the company does not need to compete primarily on scale, it will still need to compete on design, quality and service.



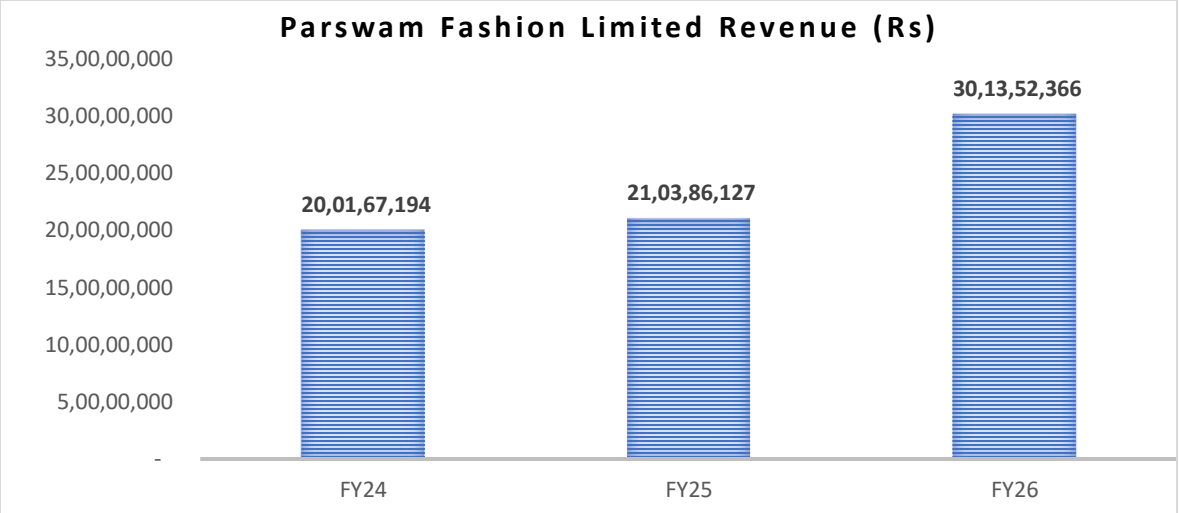

*Note: The Middle East is defined as 17 UN-recognised countries and one British Overseas Territory. The countries covered include Oman, Iraq, UAE, etc.*
*Source: CMIE, B2K Analytics.*

**State-Wise Expansion**

Parswam Fashion Limited reported a sharp jump in revenue in FY26, with total revenue rising 43.24% to Rs 30.14 crore from Rs 21.04 crore in FY25. This was largely driven by a 211.58% YoY surge in revenue in Gujarat, which rose to Rs 13.99 crore in FY26. While the company's asset-light, outsourced manufacturing model gives it flexibility and scalability, its sales remain geographically concentrated, with Kerala accounting for more than half of total sales in both FY24 and FY25. The company's ongoing diversification efforts have started to pay off, though, expanding its footprint in Gujarat while still growing in Kerala. Kerala sales rose a modest 3.38% in FY26, to Rs 12.44 crore.

The company's business model lets it scale up production without committing large capital, giving it room to expand into other Indian states. And while its brand visibility remains limited compared to national players, the ongoing growth of e-commerce offers a route to a wider customer base, while its outsourced manufacturing process lets it adapt designs quickly to keep pace with global fashion trends.






*Source: Parswam Fashion Limited, B2K Analytics*

### Expansion into Womenswear

Parswam Fashion Limited's primary expertise is focused in bottom-wear products such as jeans, cotton pants and formal trousers and it caters mainly to the men's and kid's apparel market in India.

As part of its growth strategy, Parswam Fashion Limited has begun expanding its offerings into womenswear. According to a 2024 study commissioned by the Ministry of Textiles, India's textile market was valued at Rs 14.95 lakh crore, of which the domestic market (demand) accounted for Rs 12.02 lakh crore. Within this market, women were the dominant buyers of textile products, accounting for 55.5% of purchases compared to 44.5% by men. Among the most in-demand products were shirts, sarees, trousers, salwars, men's jeans, T-shirts, ladies' dress material, shirting, dhoti, and banian & underwear.

Womenswear represents an untapped segment with substantial market potential for Parswam, which had previously focused on menswear and kidswear. In 2026, the company began selling womenswear products to broaden its customer base.

### Industry Segmentation

Apparels Industry segmentation divides a large and diverse industry into smaller groups. It helps in understanding the industry in a more structured way and makes it easier to identify the market size, growth trends, demand drivers, competition, customers and key risks.

### Segmentation by End-User

| | |
|---|---|
| Menswear | Apparel designed and marketed for men, spanning shirts, trousers, formal wear, sportswear, and ethnic wear such as kurtas. |
| Womenswear | Apparel designed and marketed for women, spanning sarees, salwar, western wear and sportswear. |
| Kidswear | Apparel designed and marketed for children, covering infant, toddler and teen categories. |

**Segmentation by Fabric type**

| | |
|---|---|
| Cotton | A natural fibre obtained from the cotton plant. It is widely used because it is soft, comfortable and suitable for shirts, bed sheets and other clothing products. |
| Wool | A natural fibre mainly obtained from sheep. It provides warmth and is commonly used for winter clothing, suits, blankets and other warm products. |
| Silk | A natural fibre produced mainly from silkworms. It is known for its smooth texture and is generally used in premium clothing and decorative products. |
| Polyester | A man-made fibre made from synthetic materials. It is strong, durable and commonly used in clothing, home textiles and blended fabrics. |
| Viscose / Rayon | A man-made fibre made from processed plant-based cellulose. It has a soft feel and is often used in clothing and blended fabrics. |
| Nylon | A synthetic fibre known for its strength and flexibility. It is used in clothing, sportswear, hosiery and industrial textiles. |
| Blended Fibres | Fabrics made by combining two or more fibres, such as cotton-polyester. Blending is done to combine the benefits of different fibres. |

## Segmentation by Type

| | |
|---|---|
| Casual Wear | Everyday clothing such as jeans, T-shirts and shorts, worn in informal settings. |
| Formal Wear | Clothing such as suits, trousers and shirts worn for the workplace and other formal occasions. |
| Sportswear | Clothing designed for fitness, athletic and active pursuits. |
| Innerwear & Loungewear | Undergarments, sleepwear and loungewear worn as base layers or at-home clothing. |
| Uniforms & Institutional Wear | Clothing designed for school, corporate or institutional settings, including defence and service uniforms. |
| Ethnic Wear | Traditional Indian garments such as sarees, kurtas, worn for everyday, festive and formal occasions. |

## Fabrics Overview

The word fabric comes from “fabrique” of French origin. This word refers “to build, make, construct, create, etc.” In Textile, fabric refers to something that helps to cover our body or another thing. In general, that which helps to cover or cover an object is called fabric. Fabrics are the main components from which garments like shirts, T-shirts, shorts, etc are made from.

Fabric can broadly be classified as




## Cotton Fabrics

Cotton is the most widely used natural fabric in apparel production. India is one of the world's leading producers and manufacturers of cotton textiles, with a long-standing tradition of cotton cultivation, spinning, weaving, dyeing, and fabric processing. Indian cotton fabric is widely valued for its comfort, breathability, durability, versatility, and suitability for both traditional and contemporary clothing.

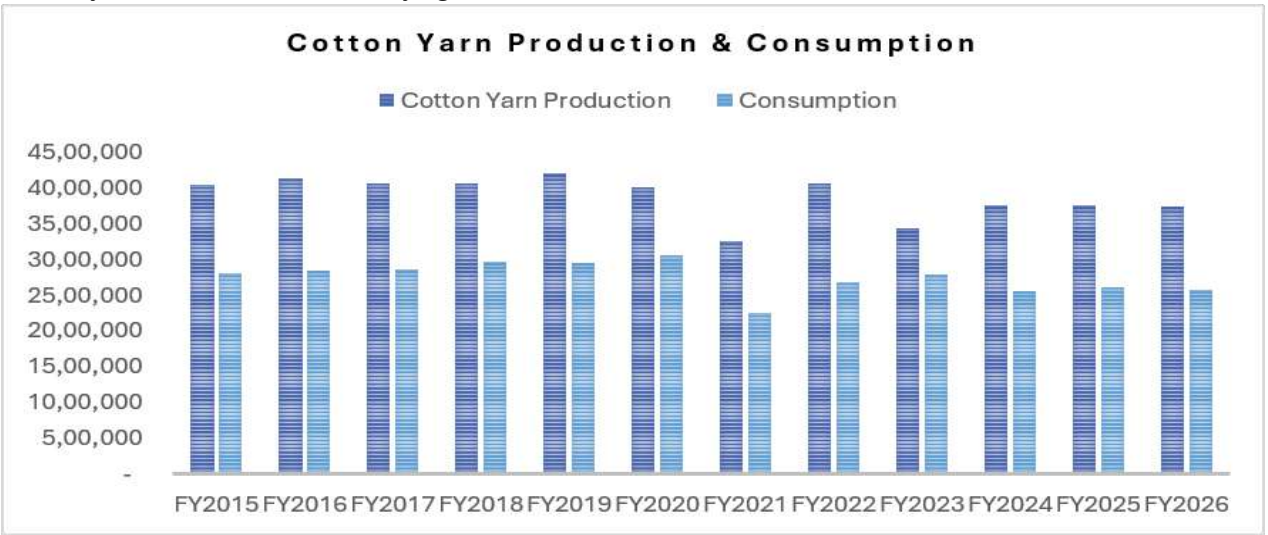
India offers a diverse range of cotton fabrics for apparel, home textiles, furnishings, and industrial applications. In apparel, cotton fabrics are suitable for manufacturing shirts, dresses, trousers, kurtas, sarees, children's clothing, uniforms, and various other apparel products.

Manufacturers across the country produce a wide range of cotton fabrics, including plain cotton, poplin, muslin, voile, cambric, twill, canvas, slub cotton, satin, denim, khadi, and handloom fabrics, catering to different quality, weight, texture, and design requirements.

Indian textile manufacturers also offer a wide variety of dyed, printed, embroidered, finished, and customised cotton fabrics to meet the specific requirements of brands, wholesalers, retailers, garment manufacturers, and international

buyers. Traditional techniques such as handloom weaving, block printing, and artisanal dyeing continue to add distinctive value to Indian cotton textiles, while modern machinery enables large-scale production with consistent quality and precision.

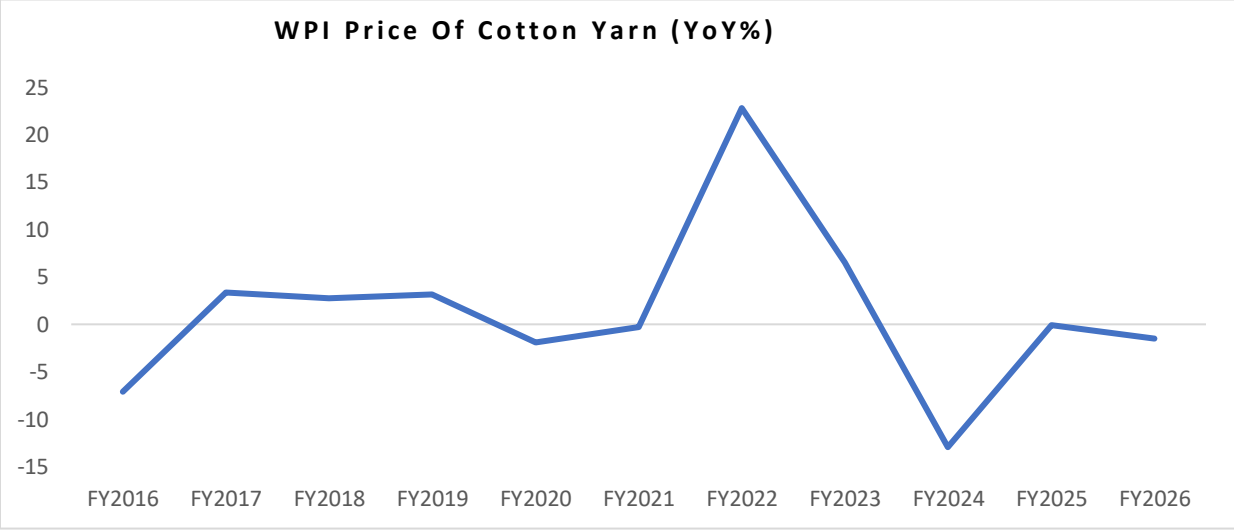
Cotton yarn data helps understand and predict the quality, performance, and cost of cotton fabrics because yarn is the basic building block of fabric. Cotton yarn production stayed range-bound for most of the years. Post-pandemic recovery in FY2022 was strong but not sustained, as the sector entered a stable phase from FY2023 onwards due to weaker global demand and cost pressures. Domestic consumption has grown slowly over time, but it is not the main growth engine for yarn. Demand is largely downstream-driven (apparel and fabric), and recent moderation reflects inventory corrections and cautious buying rather than structural weakness.




*Source: CMIE, B2K Analytics*

Prices (WPI) show that profitability in the sector is highly input sensitive. Volatility since FY2022 reflects that margins are not just demand-led but heavily influenced by cotton price cycles and global commodity trends.

The new Output Producer Price Index (OPPI) with base year 2022-23 shows a similar trend to WPI index for Cotton Yarn for FY2025 and FY2026 as prices for cotton yarn became cheaper compared to FY2025. In FY2026, cotton yarn prices fell as competition from lower-cost Bangladesh and Vietnam textile exports reduced demand for Indian goods.



*Note: FY2025 and FY2026 numbers are calculated using the new WPI series with base 2022-23.*
*Source: CMIE, B2K Analytics.*

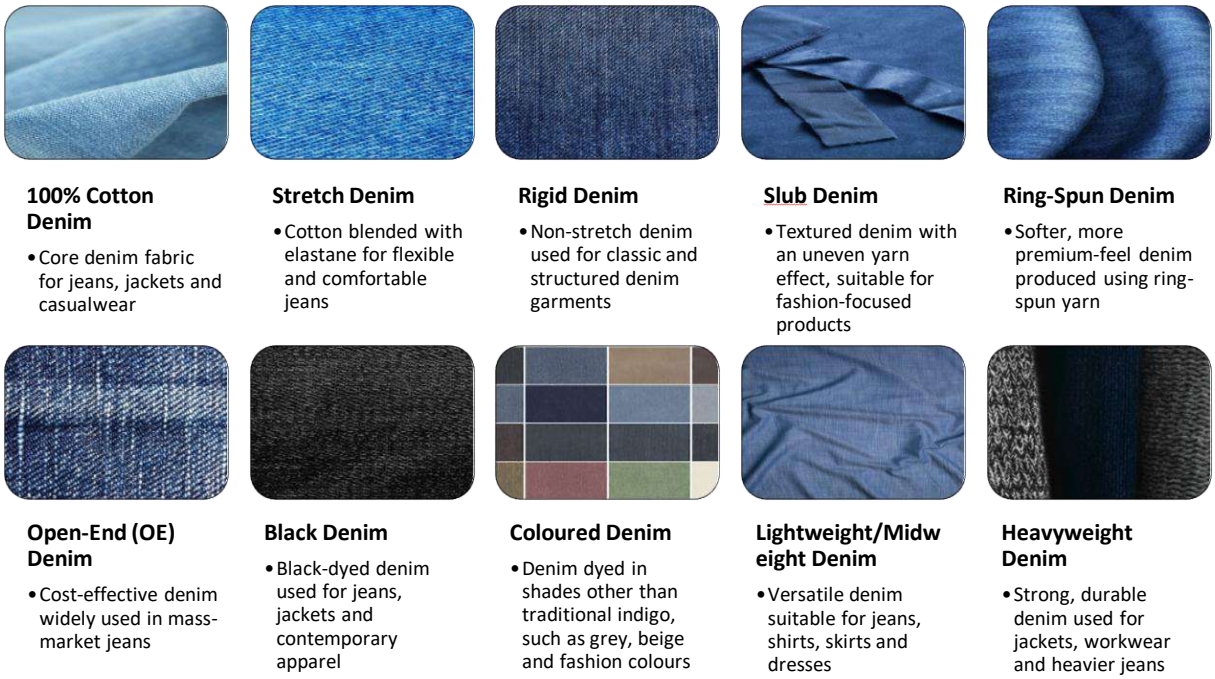
## Denim Fabrics

India has emerged as a major producer and manufacturer of denim fabrics, supported by a well-established textile industry, skilled workforce, advanced manufacturing facilities, and availability of cotton and other textile raw materials.

Indian denim is widely recognised for its durability, versatility, distinctive texture, and ability to adapt to changing fashion trends. Denim manufacturers in India produce a broad range of denim fabrics, including rigid denim, stretch denim, comfort stretch, slub denim, lightweight denim, heavy-weight denim, coloured denim, and various specialty finishes.

These fabrics are available in different weights, constructions, colours, and finishes to meet the requirements of fashion brands, garment manufacturers, wholesalers, and international buyers. Denim fabric manufactured in India is extensively used for jeans, jackets, shirts, skirts, dresses, shorts, workwear, uniforms, bags, footwear, and other fashion and lifestyle products. Manufacturers offer a variety of treatments and finishes, including washed, stone-washed, enzyme-washed, acid-washed, vintage, coated, and distressed effects, allowing brands to create different looks and textures.

India's combination of traditional textile expertise and modern weaving, dyeing, finishing, and processing technologies enables manufacturers to deliver denim fabrics with consistent quality, attractive designs, and customized specifications. This makes Indian denim suitable for both mass-market apparel and premium fashion collections.




## Synthetic Fabrics

With growing advancements in technology, India's textile industry has started to move away from natural fabrics such as cotton and has embraced the use of synthetic fabrics. One of the most widely used synthetic fabrics is polyester, which can be used in a variety of different apparel. Synthetic fabrics have grown in popularity largely because of the practical advantages they offer over natural fibres. They are more durable and resistant to wear, hold their shape and resist wrinkling far better than cotton, dry quickly, and retain colour and print detail well through repeated washing.

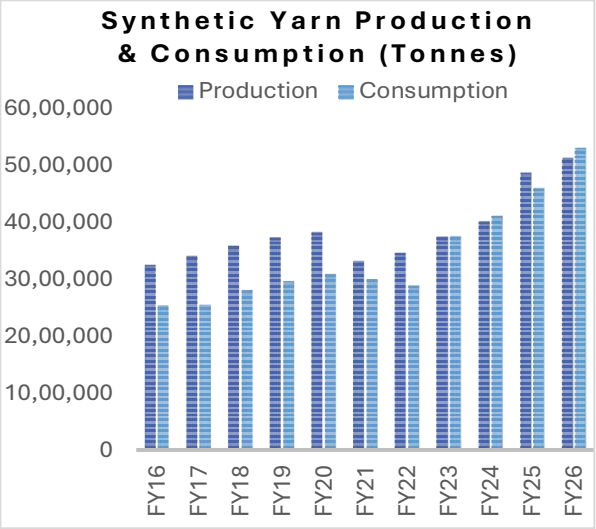
They are also generally cheaper to produce at scale than natural fibres, making them an attractive input for manufacturers looking to balance cost with consistent quality across large production runs.

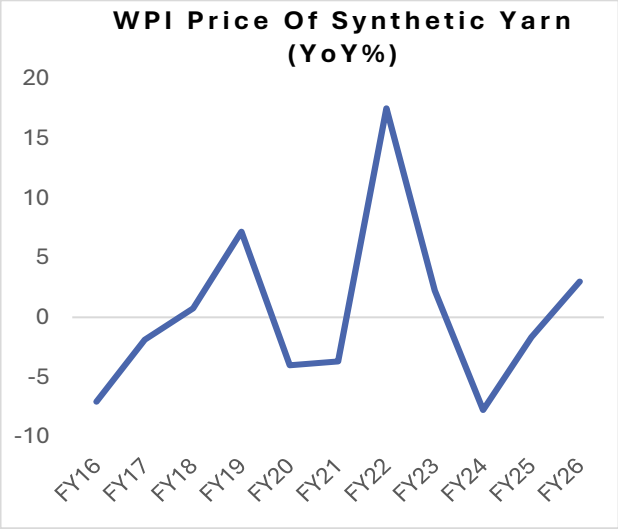
These properties make synthetic fabric well suited to a wide range of apparel categories. Polyester and other synthetic fibres are especially common in sportswear and activewear, where moisture-wicking and stretch matter, as well as in outerwear, jackets, and linings that need to hold shape and resist creasing. They are also widely blended into everyday casualwear such as shirts and trousers and used in uniforms and workwear where durability and easy care are priorities.

Similarly to cotton yarn, synthetic yarn data will be used to track the production, consumption and price of synthetic fabrics. Both production and consumption have grown over the past decade, but consumption growth has outpaced production in more recent years, with consumption overtaking production in FY2023, FY22024 and in FY2026, a reversal from earlier years, when production consistently ran ahead of demand. Growth in both series slowed during the pandemic-affected years, with a sustained pickup in consumption only taking hold from FY2023 onward. As textile manufacturing technology has improved, manufacturers have increasingly turned to synthetic yarn for its advantages over natural fibres, using it to produce a growing range of textile products, including apparel.

Prices (WPI) show that the sector is highly sensitive to volatile prices. Synthetic yarn prices are affected by external factors such as the price of crude oil, a key feedstock in manufacturing. With crude oil prices trading above USD100/barrel amid the ongoing West Asia conflict and continued disruption of supply routes through the Strait of Hormuz, synthetic yarn and fibre prices are likely to rise further through FY2027.

OPPI followed a similar trend, as WPI for FY2025 and FY2026 with prices for synthetic yarn and textiles rising from the year before as crude oil prices climbed sharply from late February 2026 as the Iran war began.




*Note: FY25 and FY26 numbers are calculated using the new WPI series with base 2022-23.*
*Source: CMIE, B2K Analytics.*

### China Sourcing Strategy

As part of strengthening its fabric supply chain, Parswam Fashion Limited plans to source premium quality denim fabrics from China, supplementing its existing domestic fabric sources rather than fully replacing them. Currently, the company's fabric procurement is entirely domestic, sourced through a split model in which it buys either directly from textile mills or through wholesale traders. Its reliance on wholesale traders is driven by unfavourable payment terms that mills impose, which constrain its ability to source entirely through mills directly.

The company plans to add China as a source to access higher quality denim fabrics and improve its apparel offerings, since this quality is either unavailable domestically or available only at significantly higher cost. Chinese premium grade denim allows the company to elevate its product standards and support better price realisation in the market. Chinese fabric suppliers have also kept prices below global averages, helped by their massive production scale amid ongoing oversupply and intense price competition in global fabric markets.

The strategy does come with risks, however sourcing from China means the company will need to carefully manage foreign exchange exposure and import duty costs and contend with longer lead times than domestic sourcing would involve. Additionally, the government has been pushing for greater reliance on domestic manufacturing and has been examining measures, such as higher import duties and duties aimed at preventing the dumping of cheap imports, to discourage low-cost imports. The regulatory environment around textile inputs sourced from China could tighten over time, adding a layer of uncertainty and cost to the company's planned strategy.

The company will need time to find a reliable supplier, but the strategy aligns with its broader model of using a lean, outsourced structure to compete with both organized national brands and regional manufacturers through flexibility and scalability, rather than building everything in house.

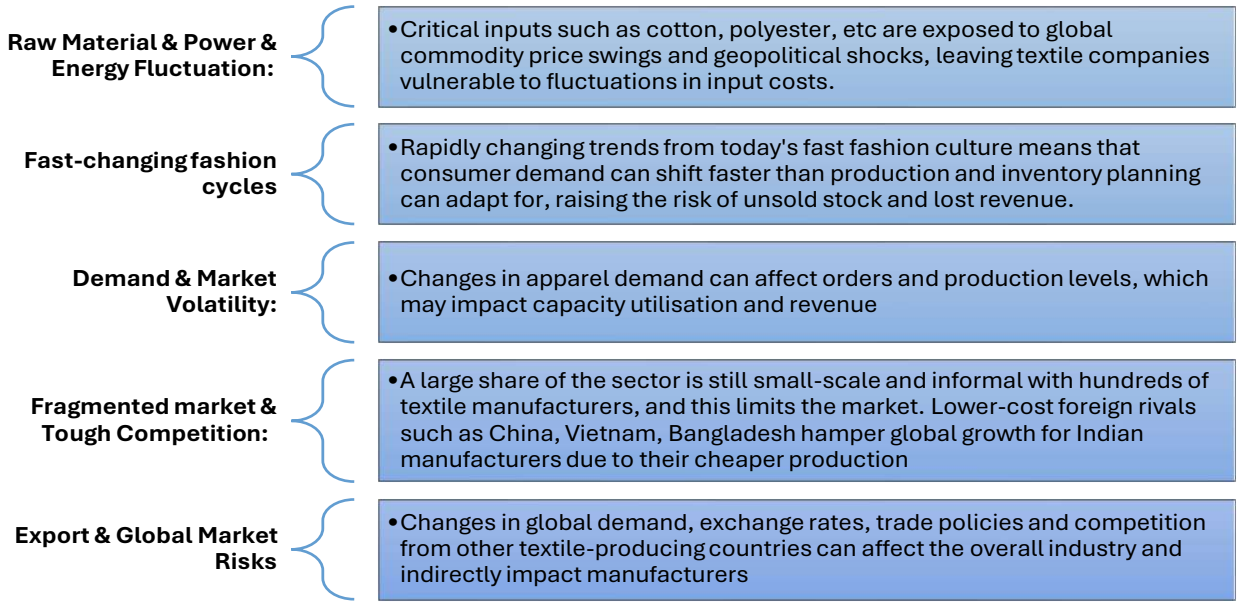
## Demand & Supply Dynamics

The demand for apparel products is influenced by several factors that affect apparel consumption. Key demand drivers include:

### Demand drivers and key success factors

| | |
|---|---|
| **Population Expansion and Urbanisation :** | •A growing population with the World Bank projecting that India's urban population will reach approximately 600 million people (40% of the population) by 2036 and rapid urbanisation and changing lifestyles support demand for ready-made garments, branded clothing and other textile products. |
| **Rising Income and Seasonal Demand:** | •Growing disposable income strengthens the consumers purchasing power enabling them to buy more higher-quality textile products. Demand further increases during festivals, wedding seasons, winter and other periods when consumers purchase more clothing. |
| **Organised Retail and E-commerce:** | •Industrialisation, digitalisation and automation are shifting retail toward efficient, organised formats and helping manufacturers scale quality, while rising internet penetration extends market reach well beyond local markets. |
| **Export opportunities and global presence:** | •India is a leading textile exporter amid its cost-effective and high-quality products. Growth in international demand for Indian textiles and garments creates more demand for domestic textile manufacturers. |
| **Advanced Technologies and expanded use:** | •New advancements in technology allow for improvements in manufacturing efficiency reducing delivery time for finished goods. AI-integrated operations detect defects, raise quality and optimise output, cutting cost and production time. |
| **Fast fashion and consumer preferences:** | •Rapid style turnover keeps demand continuous, with consumers repurchasing frequently to stay current with trends. |

### *Restraints and challenges*




## Porter's Five Forces analysis

| | |
|---|---|
| **Threat of New Entrants** | Easy availability of raw materials like cotton and low-cost labour creates low entry barriers for new players. However, they face challenges in establishing distribution networks, a brand presence and a customer base. Expanding scale of production also requires significant capital and skilled labour. |
| **Bargaining power of suppliers** | Abundant cotton supply and many suppliers dilute individual supplier power. But in specialized segments such as high-end yarns, suppliers can have more leverage due to lower availability of other suppliers or brand quality. |
| **Bargaining power of buyers** | E-commerce gives domestic and global buyers many options, forcing competition on price, quality and delivery, with small-scale domestic supply adding further pressure. |
| **Intensity of Competitive Rivalry** | A heavily fragmented domestic base of small, medium and large players competes on price and quality, with exporters also facing Bangladesh, China and Vietnam. Domestic brands must also compete with internationally recognised brands like Levi's. |
| **Threat of substitute Products** | There is no substitute for clothing itself, keeping the threat low for textile products. |

## Government Initiatives, Policies & Regulation

| | |
|---|---|
| PM-MITRA: | Launched in 2021 to develop seven integrated textile parks across India, covering the textile value chain from spinning and weaving to processing and garmenting. The scheme has an outlay of Rs 4,445 crore up to FY2028 and aims to reduce costs and improve industry competitiveness. |
| Production Linked Incentive (PLI) Scheme: | Introduced in 2021 to promote MMF apparel, fabrics and technical textiles. The scheme provides incentives based on incremental sales, with an outlay of Rs 10,683 crore for FY2026–FY2030. The scheme aims to encourage companies to scale up their production units and improve their manufacturing capability, reducing delivery time for finished goods. |
| Mission for Cotton productivity | The Union Cabinet has approved Rs 5,659 crore for the Mission for Cotton Productivity for the period of FY27 to FY31 to address bottlenecks, declining growth and quality concerns in cotton sector. The mission focuses on enhancing cotton productivity, increasing the supply of the raw material, which is a critical input in apparel production. |
| SAMARTH: | A skill-development scheme focused on training and employment in the textile sector. As of March 2026, around 5.95 lakh people had been trained, with over 4.64 lakh gaining employment. |
| Foreign Direct Investment (FDI): | The government allows 100% FDI through the automatic route in the textile sector, supporting foreign investment and industry expansion. |
| Trade Agreements: | India's FTAs with countries and regions such as the UK, Oman, New Zealand and the EU aim to improve market access and reduce duties on Indian textile exports. |

**Regulatory and Policy Framework**

**Ministry of Textiles:**

- Develops policies and guidelines for the textile industry, including regulations related to textile production, standards and quality.

**Bureau of Indian Standards (BIS):**

- Sets quality and safety standards for textile products to ensure compliance with required standards.

**Labour Regulations:**

- Laws and codes such as the Code on Wages, 2019 and the Occupational Safety, Health and Working Conditions Code, 2020 cover wages, worker safety and working conditions.

**Environmental Regulations:**

- Laws such as the Water Act, 1974 and Air Act, 1981 regulate pollution and waste from textile units and encourage better practices in water use, waste management and emission control.

**Competitive Landscape**

The industry is highly fragmented. Small, medium and large apparel companies compete across public, private and government-owned enterprises, and success tends to attributed to certain factors such as how well a firm uses its machinery, labour and raw material, the strength of its processing and finishing capability, and its distribution network and brand recognition.

**Player Universe and Mapping**

As the industry is so fragmented, its output is spread across many different levels of scale. The larger players, though, tend to stand apart. They operate across multiple product categories and control a greater share of the value chain, reaching backward into chemicals and processing and forward into higher-value technical textiles, as they build scale and more advanced manufacturing capability.

| Segment | Positioning | Key Differentiations | Peers |
|---|---|---|---|
| Apparel, accessories and luxury goods | Manufacturers and distributors of finished consumer products such as clothing and accessories like shirts, bed sheets, etc. | Cost, brand recognition, delivery structure, quality and credit terms | Duke Fabrics (India) Limited, Parasnath Techgarments Private Limited, Radhika Collection Private Limited |
| Textiles Production | Manufacturers of raw/ intermediate textile products like fabrics, fibers, technical textiles and value-added textiles. | Raw material, manufacturing process, brand recognition, cost, quality and usefulness of technical textile products | Shikhar Prints Private Limited, Vera Synthetic Ltd., Shree Om Shirtings Private Limited |
| *Source: EMIS, B2K Analytics* | | | |

**Addressable Market Opportunity**

India's apparel market represents a large and expanding opportunity, with steady demand from apparel, home furnishings and fast fashion keeping volumes high. The Indian consumer base is one of the largest in the world given the country's population size, though such scale also brings significant variation in apparel demand across demographics such as gender, age and income group. Parswam Fashion Limited's asset light, outsourced manufacturing structure allows it to scale its offerings without committing capital to manufacturing equipment or facilities. Because it is not constrained by an in house production capacity, the company can respond quickly to shifting consumer preferences and translate global fashion trends into new designs, which are then produced by third party manufacturers under its specifications. This gives it an advantage in speed and capital efficiency compared with competitors that carry their own manufacturing operations, even as those integrated players retain tighter direct control over their production process.

At the same time, outsourcing manufacturing means the company depends on external parties to deliver its final products, which can expose it to delays and coordination challenges if those parties

underperform. The company's plan to source cheaper, higher quality inputs from China also carries added risk at present, as global trade dynamics remain unsettled due to disruptive events such as the West Asia war. Even so, India's apparel industry remains one of the country's largest by employment and output, and Parswam is well placed to capture a share of this growth through its asset light model. Its planned expansion into womenswear should be a particularly strong growth driver, since women account for the largest share of textile consumption in India.

**Peer Comparision**

**Parswam Fashion Limited**

The company was incorporated on June 5th, 2024, and is engaged in the business of designing, branding, marketing, and sale of ready-made garments, primarily denim jeans, cotton pants, denim shorts, formal pants and allied bottom-wear products.

In FY2026, the company sales grew by 43.2% to Rs 30.1 crore from Rs 21.0 crore in FY2025. Net profit grew by 201% to Rs 3.13 crore in FY2026 from Rs 1.04 crore in FY2025. Its debt-to-equity ratio was the largest in its peer group across all three years, though it fell in FY2026 to 0.81x from 1.07x in FY2025. Current ratio rose to 1.60x in FY2026 from 1.40x in FY2025 and working capital turnover fell to 2.80x in FY2026 from 3.25x in FY2025.

**Kewal Kiran Clothing Limited**

In FY2026, Kewal Kiran Clothing Limited’s sales grew by 13.1% to Rs 950.3 crore from Rs 840.4 crore in FY2025. Net profit fell by 6.1% to Rs 132.3 crore from Rs 140.9 crore in FY2025. Debt to equity ratio fell to 0.17x in FY2026 from 0.22x in FY2025. Current ratio improved to 3.37x in FY2026 from 2.36x in FY2025. Working capital turnover fell to 1.78x in FY2026 from 2.06x in FY2025.

**Davin Sons Retail Limited**

In FY2025, Davin Son Retail Limited’s sales grew by 1.0% to Rs 13.5 crore from Rs 13. Crore in FY2024. Net profit grew by 1.2% to Rs 1.7 crore from Rs 1.6 crore in FY2024. Debt to equity ratio rose slightly to 0.06x in FY2025 from 0.04x in FY2024. Current ratio rose sharply to 5.48x in FY2025 from 2.67x in FY2024 while working capital turnover fell to 0.92x in FY2025 from 2.61x in FY2024.

**Cantabil Retail India Limited**

In FY2026, sales grew by 18.2% to Rs 852.6 crore from Rs 721.1 crore in FY2025 while net profit grew by 27.9% to Rs 95.8 crore from Rs 74.9 crore in FY2025. Debt to equity ratio fell slightly to 0.07x in FY2026 from 0.10x in FY2025. Current ratio rose to 2.42x in FY2026 from 2.12x in FY2025 while working capital turnover fell to 3.82x in FY2026 from 4.04x in FY2025.

| Financial Details of Parswam Fashion Limited Peer Players | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **2026** | | | | | | | | | | | |
| **Particulars** | **Sales (Rs crore)** | **Total income (Rs crore)** | **Net profit (Rs crore)** | **Net profit** | **Sales growth (YoY)** | **Return on Assets** | **Employee cost to sales** | **EBITDA margin** | **Debt equity ratio** | **Current ratio** | **Working capital turnover Ratio** |
| Parswam Fashion Limited | 30.14 | 30.19 | 3.13 | 10.37% | 43.24% | 10.35% | 3.08% | 16.29% | 0.81x | 1.60x | 2.80x |
| Kewal Kiran Clothing Limited | 950.26 | 973.47 | 132.25 | 13.92% | 13.08% | 10.79% | 13.03% | 21.59% | 0.17x | 3.37x | 1.78x |
| Cantabil Retail India Limited | 852.55 | 862.08 | 95.75 | 11.23% | 18.23% | 8.33% | 18.95% | 32.12% | 0.07x | 2.42x | 3.82x |
| **2025** | | | | | | | | | | | |
| Parswam Fashion Limited | 21.04 | 21.04 | 1.04 | 4.94% | 5.11% | 4.20% | 3.70% | 10.50% | 1.07x | 1.40x | 3.25x |
| Kewal Kiran Clothing Limited | 840.35 | 889.39 | 140.86 | 16.76% | -2.34% | 11.80% | 12.88% | 24.84% | 0.22x | 2.36x | 2.06x |
| Davin Sons Retail Limited | 13.53 | 13.59 | 1.66 | 12.27% | 1.01% | 8.55% | 7.64% | 19.05% | 0.06x | 5.48x | 0.92x |
| Cantabil Retail India Limited | 721.07 | 729.51 | 74.86 | 10.38% | 16.96% | 7.95% | 19.86% | 29.61% | 0.10x | 2.12x | 4.04x |
| **2024** | | | | | | | | | | | |
| Parswam Fashion Limited | 20.02 | 20.06 | 0.92 | 4.58% | 18.33% | 5.19% | 3.64% | 10.00% | 0.96x | 1.44x | 3.99x |
| Kewal Kiran Clothing Limited | 860.50 | 897.47 | 154.52 | 17.96% | 10.40% | 18.44% | 12.24% | 24.89% | 0.03x | 4.79x | 1.59x |
| Davin Sons Retail Limited | 13.39 | 13.39 | 1.64 | 12.25% | 249.52% | 18.58% | 6.19% | 17.44% | 0.04x | 2.67x | 2.61x |
| Cantabil Retail India Limited | 616.49 | 621.16 | 62.22 | 10.09% | 11.74% | 8.04% | 19.25% | 27.16% | 0.12x | 2.10x | 4.02x |

***Notes:***

1. *Data for financial year ending March 31st.*
2. *For FY2025 data for Parswam Fashion Limited is only for the period of 1st October 2024 to 31st March 2025 as the company was incorporated on 5th June 2024.*
3. *For peer comparison, standalone financial statements have been considered.*

***Financial Terms***

*a) Sales: Net sales of the company.*
*b) Total income: Total of net sales of the company and other income of the company.*
*c) Net profit: Net profit divided by net sales revenue of the company.*
*d) Sales growth: Net sales of current financial year divided by net sales of previous financial year of the company.*
*e) ROA: Net profit divided by assets of the company.*
*f) Employee cost to sales: Salaries and employee benefits divided by net sales of the company.*
*g) EBITDA margin: EBITDA divided by net sales of the company. EBITDA is earning of the company before interest, taxes, depreciation and amortisation.*
*h) Debt equity ratio: Debt divide by equity of the company.*
*i) Current ratio: Current asset divided by current liabilities of the company.*
*j) Working capital turnover: Net sales divided by net of current assets and current liability of the company.*

*Source: EMIS, B2K Analytics*

## SWOT Analysis

**Strength**

- **Premium fabric quality:** The company sources premium fabrics from trusted suppliers to ensure high quality in their apparel products.
- **Competitive pricing:** The company combines competitive pricing with high quality products and strong design.
- **Flexible production model:** The company operates using an asset-light outsourced manufacturing model giving them flexibility and scalability. They can adapt quickly to new market trends and have a low capital requirement for their products.
- **Established presence:** The company has already established a presence in the South Indian wholesale market, particularly Kerala.
- **Trendsetters:** The company possesses expertise in identifying and predicting fashion trends and have also established themselves as trendsetters in the Kerala market.
- **Experienced promoter:** The company has stronger promoter experience and has been working in the garment industry since 2005 when they first estalished themselves as Siddhi Vinayak Creation (SVC).

**Weaknesses**

- **Sales Concentration:** The company has limited geographical distribution and its sales are primarly concentrated in Kerala.
- **Reliance on distributors:** The company is highly reliant on wholesale distribution channel leaving them with less control over their own brand presentation.
- **Limited brand visibility:** Compared to other larger national apparel brands, the company has limited brand visibility.

**Opportunities**

- **Export Market Expansion:** New trade deals expand market access in foreign countries. The company plans to expand its market base in Middle East markets.
- **Growth of e-commerce platforms:** The growing internet penetration in India and the growth of e-commerce platforms allows the company to reach a wider range of customers.
- **Potential collaborations:** The company is looking into potential collaborations with large retail chains and private-labels to expand their market access and brand visibility.
- **Growing bottom-wear market:** India's bottom-wear market is growing quickly driven by fash fashion trends and rising disposable income. The company has strong expertise in bottom-wear products such as jeans, cotton pants, and formal trousers and can adapt designs quickly to global fashion trends.

**Threats**

- **Intense competition from established brands:** Company faces competition from established denim brands such as Levi's, Wrangler, Pepe Jeans, Spykar, Killer Jeans and Flying Machine.
- **Fragmented market space:** India's textile industry is heavily fragmented, which means the company faces intense price competition from regional and unorganised garment manufacturers.
- **Raw material volatility:** Volatility in fabric and raw material prices can affect profit margins.
- **Fast fashion trends affecting demand:** Rapidly changing fashion trends can affect demand patterns and necessitate new inventory orders.
- **Long debtor cycles:** Long debtor cycles impact company's working capital and cash flow.

**Industry Outlook**

The outlook for the Indian textile industry remains broadly stable over the medium term, supported by domestic demand, higher spending on clothing, the growth of organised retail and e-commerce, and increasing demand for Indian textile products in overseas markets. The industry also has a broad manufacturing base, with MSMEs accounting for over 80% of India's textile and apparel production capacity, as highlighted in the Economic Survey 2023-24. To improve the sector's competitiveness and expand its presence in global markets, the government has introduced initiatives such as PLI, PM MITRA and various export support schemes.

Domestic demand is expected to remain an important source of growth, supported by rising incomes, urbanisation and changing consumer preferences. Consumers are increasingly looking for clothing that offers better quality, is branded and a reflects current fashion trends, creating opportunities for companies such as Parswam Fashion Limited to market their products and respond to changing fashion trends. The shift towards organised retail and e-commerce should further support this trend.

Exports also offer room for growth, although competition remains high from countries such as Vietnam, Bangladesh and China. Changes in tariffs and trade policies have also come into focus in recent times and could affect export orders and margins. Companies with a diversified customer base and presence across different markets may be better placed to manage such changes.

Alongside growth opportunities, cost management will remain important as companies face changes in raw-material prices, labour and energy costs, as well as working-capital requirements. Overall, the sector offers scope for steady growth, with companies that can balance domestic demand, export opportunities, product development and cost control to be better positioned.

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## OUR BUSINESS

*To obtain a complete understanding of our Company and its business, prospective investors should read this section in conjunction with **"Risk Factors", "Industry Overview", "Management's Discussions and Analysis of Financial Condition and Results of Operations"** and **"Restated Financial Information"** as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus.*

*Our fiscal year ends on March 31 of each year, so all references to a particular "Fiscal" and "Fiscal Year" are to the 12-months period ended March 31 of that fiscal year. All references to a year are to that Fiscal Year, unless otherwise noted. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Statements" on page 205 of this DRHP.*

*We have, in this Draft Red Herring Prospectus, included various operational performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company 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 Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

### Overview

We are engaged in the design, sourcing, marketing and distribution of a comprehensive range of men's bottom-wear apparel under our flagship brand, "Par Swam" alongwith our other brands "VAMA" and "Pre – Pad". Our product portfolio comprises denim jeans, cotton pants, denim shorts, formal trousers and other bottom-wear products catering to casual wear, formal wear and everyday wear requirements. In the year 2018, we expanded our product portfolio by commencing the production of kids' bottom-wear, enabling us to cater to a broader customer base. Our product development strategy is driven by continuous monitoring of fashion trends, consumer preferences and market demand. We focus on offering products across diverse fits, styles, colours and size variants to address the requirements of customers with different body types and preferences. As of March 31, 2026, we offered over 37 styles in more than 10 colours, with a portfolio comprising 915 active SKUs across 4 product categories and 17 size variants. We endeavour to provide our customers with premium quality products, and at a price range that caters across all income segments and the price range of our products ranges from ₹ 350 to ₹ 800 while average selling price of our products in fiscal 2026 was ₹ 418.95.

In addition to marketing products under our own brands, we also undertake contract manufacturing and private-label (white-label) manufacturing for third-party brands and retailers. Under this business model, we source and procure raw materials and get the products manufactured through our network of job workers in accordance with our customers' specifications, including design, fabric composition, fit, branding, packaging and quality standards. We supervise the production process and implement quality control measures to ensure that the finished products conform to the agreed specifications prior to dispatch. We believe that our asset-light manufacturing model, supported by our network of job workers, provides operational flexibility, enables us to efficiently manage production requirements and cater to the diverse needs of our customers while supporting our branded and private-label businesses. The table below sets forth our revenue from operations from our business model, for the periods indicated:

| Particulars | Fiscal 2026 (₹ in Lakhs) | % of Revenue from Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue from Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue from Operations |
|---|---|---|---|---|---|---|
| Own Brand | 2,859.08 | 94.88% | 2,004.91 | 95.30% | 1,985.18 | 99.18% |
| Private Labelling | 154.44 | 5.12% | 98.95 | 4.70% | 16.49 | 0.82% |
| **Total** | **3,013.52** | **100.00%** | **2,103.86** | **100.00%** | **2,001.67** | **100.00%** |

We serve our customers primarily through multiple brand outlets (MBO's), departmental stores, wholesalers and retailers. As on March 31, 2026, we had served 76 multiple brand outlets, 01 departmental stores, 55 wholesalers and 45 retailers. In Fiscal 2026, we had a presence in 15 states and 2 union territories across India, with Gujarat being our largest geographical market, contributing 46.42 **%** of our revenue from operations.

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

| **Particulars** | **Fiscal 2026** | | | **Fiscal 2025** | | | **Fiscal 2024** | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** |
| Multiple brand outlets | 76 | 657.67 | 21.82% | 110 | 634.34 | 30.15% | 120 | 734.84 | 36.71% |
| Departmental Stores | 01 | 40.49 | 1.34% | 02 | 7.73 | 0.37% | 02 | 8.68 | 0.43% |
| Wholesalers | 55 | 2,169.28 | 71.98% | 47 | 1,280.89 | 60.88% | 41 | 948.05 | 47.36% |
| Retailers | 45 | 146.02 | 4.85% | 69 | 180.90 | 8.60% | 71 | 310.10 | 15.49% |
| Online | 01 | 0.06 | 0.00% | - | - | - | - | - | - |
| **Total** | **178** | **3,013.52** | **100.00%** | **228** | **2,103.86** | **100.00%** | **234** | **2,001.67** | **100.00%** |

Our product portfolio comprises denim and non-denim bottom-wear products. Denim products primarily include denim jeans and denim shorts, while non-denim products include cotton pants, formal trousers and other bottom-wear products. In Fiscal 2026, denim jeans were our largest product category and accounted for 79.86 % of our revenue from operations.

Our Promoters and Sales & Marketing Team is responsible for the design and development of our bottom-wear products across various categories. The team leverages its understanding of market trends, consumer preferences and requirements, supported by in-depth market research and data analysis, to develop products that are designed to offer an appropriate combination of fit, comfort, functionality and contemporary styling. The efforts of our Promoters and Sales & Marketing Team are complemented by our extensive sourcing and manufacturing network, comprising 81 suppliers and 37 job workers as of March 31, 2026. We manage our inventory and logistics as well as our entire supply chain for all our channels from our 7,333 square foot warehouse in Gujarat and are capable of handling complex SKU mixes.

**Journey**

Our promoter Mr. Anand Bohra and Mr. Arvind Bohra commenced their entrepreneurial journey by establishing the business in the form of "Siddhi Vinayak Creation", a partnership firm, with a primary focus on the designing and marketing of men's bottom-wear apparel. As the business expanded, our Promoters leveraged their industry experience and understanding of consumer preferences to broaden the range of bottom-wear products offered by the business and strengthen its sourcing and manufacturing capabilities. With the objective of consolidating and scaling the business, the operations of the partnership firm were subsequently transitioned to the company under "Parswam Fashion Limited". Our Promoters, with their collective experience of over 30 years in the textile and apparel industry, continue to play an active role in overseeing the operations of our Company, developing products, strengthening our sourcing and manufacturing network and identifying opportunities for future growth. Further, we have a committed and large senior management team that has extensive experience in the retail and fashion industry, which positions us well to capitalize on future growth opportunities. Our heads of functional groups, such as marketing and e-commerce, sourcing and supply chain, finance and accounts, product development and design, operations and sales, enhance the quality of our management with their specific and extensive industry experience.

*Financial Performance of Our Company.*

Our revenue from operations increased from ₹ 2,001.67 Lakhs in Fiscal 2024 to ₹ 3,013.52 Lakhs in Fiscal 2026, representing a Revenue CAGR of 22.70%. Our EBITDA increased from ₹196.76 Lakhs in Fiscal 2024 to ₹491.78 Lakhs in Fiscal 2026, while our profit after tax increased from ₹ 91.65 Lakhs to ₹ 312.62 Lakhs during the same period. Our EBITDA margin and profit after tax margin were 16.32 % and 10.35 %, respectively, in Fiscal 2026.

A list of certain financial data, based on our Restated Financial Information is set out below for the indicated Fiscals:

*(₹ in Lakhs, unless otherwise specified)*

| Particulars | Unit | For the financial year ended March 31, 2026 | For the financial year ended March 31, 2025 | For the financial year ended March 31, 2024 |
|---|---|---|---|---|
| Revenue from Operations[(1)] | ₹ | 3,013.52 | 2,103.86 | 2,001.67 |
| Total Income[(2)] | ₹ | 3,019.11 | 2,103.99 | 2,005.55 |
| Revenue CAGR[(3)] | % | 22.70% | | |
| EBITDA[(4)] | ₹ | 491.78 | 220.77 | 196.76 |
| EBITDA Margin[(5)] | % | 16.32% | 10.49% | 9.83% |
| Profit After Tax[(6)] | ₹ | 312.62 | 103.85 | 91.65 |
| Profit After Tax Margin[(7)] | % | 10.35% | 4.94% | 4.57% |
| Return on Equity (RoE)[(8)] | % | 37.74% | 16.45% | 16.40% |
| Return on Capital Employed[(9)] | % | 26.85% | 14.77% | 15.71% |
| Working Capital Turnover Ratio[(10)] | Times | 2.80 | 3.25 | 3.99 |
| Working Capital Days[(11)] | Number of days | 213 | 200 | 191 |
| **Operational KPIs** | | | | |
| Number of Unit sold | Unit sold | 7,19,308 | 4,84,745 | 4,38,452 |
| Number of Products | Count | 37 | 28 | 27 |

*As certified by [●], Chartered Accountant by their certificate dated [●].*

*Notes:*

*[(1)] Revenue from operations as derived from restated financial statements*

*[(2)]Total Income as derived from restated financial statements*

*[(3)]Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2026 by the Revenue from operation for the FY 2024, raising to the power of one divided by the number of compounding period i.e. 2 years and subtracting by one.*

*[(4)] EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.*

*[(5)] EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

*[(6)] Profit After Tax as derived from restated financial statements*

*[(7)] PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*

*[(8)] Return on Equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*

*[(9)] Return on Capital Employed is calculated as EBIT divided by total capital employed. Capital employed is calculated*

*as sum of total equity and total borrowings. EBIT is calculated as EBITDA minus depreciation and amortization*
*(10)Working Capital Turnover Ratio is calculated as Revenue from operation divided by Capital employed*
*(11)Working Capital days is Inventory days + Receivables Days – Trade Payable Days*
*(12) Debt to Equity Ratio is calculated as total borrowings divided by total equity. Total Borrowings is calculated as sum of non - current borrowings, current borrowings and lease liabilities.*
*(13) Return on Assets is calculated dividing the profit after tax by the total assets.*
*(14) Current Ratio is a liquidity ratio that measures our ability to pay short - term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
*(15) Inventory Turnover Ratio = Cost of Goods Sold ÷ Average Inventory*
*(16) Trade Receivables turnover ratio = Revenue from Operations ÷ Average Trade Receivables*
*(17) Trade Payable turnover ratio = Purchases ÷ Average Trade Payables*

**Our Competitive Strengths**

**Asset-light operating model supported by a diversified job-worker network**

We operate an asset-light business model under which our products are manufactured through a network of 37 independent third-party job workers in accordance with our specifications and quality requirements. This model enables us to utilise the manufacturing infrastructure and product-specific capabilities of our job workers without incurring significant capital expenditure for establishing and operating our own manufacturing facilities. Accordingly, we are able to deploy our resources towards areas that are central to our business, including product development, sourcing, merchandising, quality assurance, marketing and distribution.

As of March 31, 2026, we engaged 37 active job workers located in Gujarat. In the last three Fiscal 2026, 2025 and 2024 we have worked with 37, 27 and 14 job workers. The number of job workers engaged by us may vary from time to time depending on product requirements, production volumes, capacity availability and customer requirements. This provides us with flexibility to scale our manufacturing capacity based on demand without having to make corresponding investments in fixed manufacturing infrastructure. As on March 31, 2026, 09 job workers have been associated with us for more than 3 years.

We allocate production orders among job workers based on factors such as their product specialisation, available capacity, quality performance, commercial terms and ability to adhere to delivery schedules. This enables us to match production requirements with the capabilities of individual job workers and optimise production planning across different product categories, styles and order quantities. Our job-worker network comprises manufacturing partners with capabilities suited to different product requirements. Depending on the nature of the product, manufacturing requirements may include specific fabric handling, stitching, washing, finishing, sizing, fit and other garment construction requirements. This enables us to utilise different job workers based on the technical and production requirements of individual products rather than relying on a single manufacturing facility or a uniform production process for our entire product portfolio.

Our job work - based manufacturing model also enables us to manage seasonal fluctuations and changes in product demand. During periods of increased demand, we can allocate additional production requirements across our existing job-worker network, subject to their available capacities, and engage additional job workers where required. Conversely, production requirements can be moderated during periods of lower demand without resulting in a corresponding under-utilisation of owned manufacturing assets.

The below table represents the cost of job workers incurred in the last 3 Fiscal Years:

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Job-work expense (₹ in Lakhs) (A) | 774.89 | 535.56 | 358.74 |
| Total Expense (₹ in Lakhs) (B) | 2,602.67 | 1,950.08 | 1,859.66 |
| **(A/B) %** | **29.77 %** | **27.46 %** | **19.29 %** |

**Established presence and specialization in bottom-wear**

We have established a presence in the men's bottom-wear apparel segment with a product portfolio comprising denim jeans, cotton pants, denim shorts, formal trousers and other bottom-wear products. Our focused presence in the bottom-wear segment enables us to develop an understanding of evolving consumer preferences, product trends, fits, fabrics, colours and sizing requirements. As of March 31, 2026, we offered over 37 styles in more than 10 colours, with a portfolio comprising 915 active SKUs across 04 product categories and 17 size variants. Over the years, we have expanded our product portfolio across multiple categories, styles and price points to cater to diverse customer requirements.

Our focused presence in the category has also enabled us to develop a network of suppliers and job workers familiar with the requirements of bottom-wear manufacturing. Depending on the product, we are able to work with different sourcing and manufacturing partners for fabrics, washes, finishes and garment specifications. We believe that this network, together with our product and merchandising capabilities, enables us to manage a broad range of product specifications while maintaining flexibility in production planning.

Further, our specialization in bottom-wear provides us with opportunities to leverage our existing product development, sourcing and manufacturing capabilities across adjacent customer segments and product categories. We believe that our focused category expertise, established sourcing and manufacturing ecosystem, understanding of product attributes and ability to adapt our product assortment provide us with a strong foundation to sustain and expand our presence in the bottom-wear apparel segment.

The below table provides certain information on our product portfolio and break down by occasion/ event, sizes and price range as of March 31, 2026

| **Product Type** | **Product Portfolio** | **PRICE RANGE** |
|---|---|---|
| Denims | **SUPER WIDE LEG CLASSIC STRAIGHT** **SCULPT BARREL** **DENIM GREY**  | 390 - 800 |

| | | |
|---|---|---|
| Cotton | **CLASSIC COTTON PANT SIX POCKET CARGO CHARCOAL GREY COTTON FORMAL**<br>  | 350 - 700 |
| Formal | **CHOCOLATE BROWN FORMAL PANTS OLIVE GREEN FORMAL PANTS IVORY CREAM FORMAL**<br>  | 350 - 700 |
| Kids wear | **KIDS WIDE LEG KIDS (16-24 months)** **KIDS (16-24 months)**<br>  | 350 - 600 |

**Diversified Network of suppliers and relationships with customers in across market**

We source raw materials from multiple suppliers, which enables us to procure fabrics, trims and other materials based on our product specifications, quality requirements, target costs and production schedules. In the last 3 Fiscals, we have sourced our materials from 81, 56 and 47 suppliers primarily located at Gujarat.

The below table represent the detail of purchases from our top, top 5 and top 10 suppliers:

| Particulars | Top (1) (₹ in Lakhs) | % to the purchases | Top (5) (₹ in Lakhs) | % to the purchases | Top (10) (₹ in Lakhs) | % to the purchases |
|---|---|---|---|---|---|---|
| Fiscal 2026 | 309.43 | 15.20% | 931.41 | 45.75% | 1,292.95 | 63.50% |
| Fiscal 2025 | 286.58 | 19.14% | 779.66 | 52.08% | 1,038.28 | 69.36% |
| Fiscal 2024 | 197.87 | 18.41% | 529.89 | 49.29% | 753.15 | 70.06% |

We have developed a multi-channel customer and distribution network through which we market and distribute our products across different retail formats and customer segments. We serve our customers primarily through multiple brand outlets (MBO's), departmental stores, wholesalers and retailers. As on March 31, 2026 we had served 76 multiple brand outlets, 01 departmental stores, 55 wholesalers and 45 retailers. Our presence across multiple channels enables us to cater to customers with different purchasing preferences and enables us to access both organised and traditional retail markets. While MBOs and departmental stores provide access to organised retail formats, our network of wholesalers and retailers enables us to reach customers across a broader range of markets and locations.

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

| Particulars | Fiscal 2026 | | | Fiscal 2025 | | | Fiscal 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations |
| Multiple brand outlets | 76 | 657.67 | 21.82% | 110 | 634.34 | 30.15% | 120 | 734.84 | 36.71% |
| Departmental Stores | 01 | 40.49 | 1.34% | 02 | 7.73 | 0.37% | 02 | 8.68 | 0.43% |
| Wholesalers | 55 | 2,169.28 | 71.98% | 47 | 1,280.89 | 60.88% | 41 | 948.05 | 47.36% |
| Retailers | 45 | 146.02 | 4.85% | 69 | 180.90 | 8.60% | 71 | 310.10 | 15.49% |
| Online | 01 | 0.06 | 0.00% | - | - | - | - | - | - |
| **Total** | **178** | **3,013.52** | **100.00%** | **228** | **2,103.86** | **100.00%** | **234** | **2,001.67** | **100.00%** |

During the last 3 Fiscal 2026, 2025 and 2024 we have served 141, 187 and 182 customers. As of March 31, 2026, we have 21 repeat customers representing 16.10% of revenue of operations. We have developed relationships with our customers through our product offerings, ability to meet product and delivery requirements and our multi-channel distribution network. We work with our customers to understand their product requirements and market preferences and use such inputs in planning our product assortment and replenishment requirements. The following table sets forth details of revenue from our top 10 customers:

| Particulars | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Customer 1 | 368.36 | 12.22% | 204.58 | 9.72% | 157.12 | 7.85% |
| Customer 2 | 272.46 | 9.04% | 126.70 | 6.02% | 115.03 | 5.75% |
| Customer 3 | 163.82 | 5.44% | 98.58 | 4.69% | 100.66 | 5.03% |
| Customer 4 | 130.88 | 4.34% | 86.14 | 4.09% | 89.46 | 4.47% |
| Customer 5 | 121.87 | 4.04% | 72.83 | 3.46% | 87.21 | 4.36% |

| Particulars | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Customer 6 | 104.32 | 3.46% | 66.55 | 3.16% | 79.65 | 3.98% |
| Customer 7 | 102.01 | 3.38% | 66.39 | 3.16% | 70.03 | 3.50% |
| Customer 8 | 97.77 | 3.24% | 66.18 | 3.15% | 68.72 | 3.43% |
| Customer 9 | 78.29 | 2.60% | 63.30 | 3.01% | 68.14 | 3.40% |
| Customer 10 | 74.87 | 2.48% | 58.03 | 2.76% | 52.08 | 2.60% |
| **Total** | **1,514.65** | **50.26%** | **909.27** | **43.22%** | **888.10** | **44.37%** |

*Note: The name of customer is not disclosed due to absence of consent.*

Our established supplier and customer ecosystem also supports our ability to scale our business. As our product portfolio and geographical presence expand, we can leverage our existing sourcing relationships and distribution channels while adding new suppliers, customers and markets based on business requirements. We believe that the combination of our diversified supplier network, multi-channel distribution model and geographically dispersed customer base provides us with operational flexibility and supports the scalability of our business.

**Experienced Promoters and management team**

Our Promoters collectively have about 3 decades of experience in the apparel industry. They have played a key role in overseeing our rapidly expanding operations. Under their strategic vision and dynamic leadership, they have significantly strengthened the market presence within the industry. Our Promoters are complemented by senior management team with a combined experience of about 18 years. Our Promoters are supported by a professional management team comprising personnel with experience across key functions including sourcing, production coordination, quality control, sales and distribution, finance and administration. The collective experience of our management team enables us to manage various aspects of our business and coordinate across our product development, sourcing, manufacturing and distribution functions. Our management team works closely with our suppliers, job workers and customers to coordinate product requirements, production schedules, quality parameters and delivery requirements.

Our qualified and experienced management team has played a key role in the development of good corporate governance, effective internal controls and accounting policies, strong employee relations, and stable supply chain relationships. For further information on our Promoters, Directors and senior management team, please see the sections entitled "***Our Promoters and Promoter Group***" and "***Our Management***" on pages 196 and 181, respectively.

**STRATEGIES**

***Diversifying the geographic reach of our Product***

As on March 31, 2026, we have presence in 15 states and 2 union territories. The below table represents the state-wise revenue generated in last 3 Fiscal.

| State | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Gujarat | 1,398.79 | 46.42% | 448.93 | 21.34% | 76.13 | 3.80% |
| Kerala | 1,244.13 | 41.28% | 1,203.42 | 57.20% | 1,622.78 | 81.07% |
| Maharashtra | 149.73 | 4.97% | 173.38 | 8.24% | 197.36 | 9.86% |

| State | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| West Bengal | 52.24 | 1.73% | 118.15 | 5.62% | 27.30 | 1.36% |
| Delhi | 47.78 | 1.59% | 63.44 | 3.02% | 0.47 | 0.02% |
| Haryana | 40.49 | 1.34% | 6.05 | 0.29% | 6.58 | 0.33% |
| Tamil Nadu | 26.98 | 0.90% | 28.96 | 1.38% | 0.99 | 0.05% |
| Telangana | 19.68 | 0.65% | 10.70 | 0.51% | 9.33 | 0.47% |
| Madhya Pradesh | 14.35 | 0.48% | 19.99 | 0.95% | 26.76 | 1.34% |
| Karnataka | 6.80 | 0.22% | 13.37 | 0.64% | 23.45 | 1.17% |
| Others | 12.55 | 0.42% | 17.48 | 0.83% | 10.52 | 0.53% |
| **Total** | **3,013.52** | **100.00%** | **2,103.86** | **100.00%** | **2,001.67** | **100.00%** |

*Others include - Rajasthan, Assam, Orissa, Bihar, Chattisgarh, Uttar Pradesh, Jharkhand, Puducherry and Andhra Pradesh.*

In the past we have diversified our sales to Gujarat from state of Kerala. We intend to expand our geographical presence across India by increasing the availability and distribution of our bottom-wear products in existing markets and entering new markets with attractive growth potential. We believe that the continued development of organised retail, increasing consumer awareness of branded apparel and growing demand for value-for-money and quality bottom-wear products across Tier I, Tier II and Tier III cities provide opportunities for us to expand our market presence.

Our strategy is to strengthen our presence in markets where we currently have an established distribution network while selectively entering new geographies based on factors such as market potential, consumer demand, competitive landscape, availability of suitable channel partners and expected economics of the market. We intend to leverage our existing relationships with multiple brand outlets, departmental stores, wholesalers and retailers to facilitate our entry into new markets.

***Leveraging position in men's bottom-wear market expand our product portfolio into women's bottom-wear apparel***

We currently derive our revenue from the sale of men's and kids' bottom-wear apparel. As part of our growth strategy, we intend to expand our product portfolio into women's bottom wear apparel. Our proposed women's apparel portfolio may include jeans and cotton pants in different styles, catering to casual wear / formal wear / everyday wear requirements across identified price points.

We intend to undertake this expansion in a phased manner based on market research, feedback from customers and channel partners, assessment of prevailing trends, identification of target customer segments and evaluation of price points. We propose to initially develop and test a limited range of products before undertaking a wider commercial launch.

We intend to leverage our existing capabilities relating to product development, sourcing, engagement with job workers, quality assurance, marketing and B2B distribution for the proposed expansion. We may also identify additional suppliers, job workers, designers and channel partners having experience in women's apparel. Our proposed entry into women's apparel is currently at pilot stage, and we commenced commercial sales in Fiscal 2027.

***Creating a Brand Image of our Company through marketing and branding***

We intend to establish a prominent and distinguish brand image within the apparel industry. Our Company operates under the brand name "Par Swam" and seeks to build brand recognition within the apparel industry. The brand positioning reflects the Company's focus on establishing a distinct identity in the market, with an emphasis on quality, innovation, and sustainability in its operations. For further details of our trademark, please see section titled

"***Intellectual Property Rights***" below. We aim to align our activities with its brand identity and invest in initiatives intended to build credibility in the market, with the objective of strengthening customer trust and encouraging long-term engagement. We communicate our brand narrative through digital marketing channels such as Instagram and its website, with the objective of enhancing visibility and supporting its positioning within the apparel industry.

The below table represents our spend towards marketing during Fiscals 2026, 2025 and 2024:

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Marketing expense (₹ In Lakhs) | NA | 5.50 | 1.21 |
| Total Expenses (₹ In Lakhs) | 2,602.67 | 1,950.08 | 1,859.66 |
| % to Total Expenses | NA | 0.28% | 0.06% |

We intend to strengthen the positioning of "Par Swam" as a men's bottom-wear brand offering products that combine contemporary designs, identified price points and adherence to our prescribed quality requirements. We propose to achieve this by monitoring prevailing fashion trends, analysing historical product-wise sales and obtaining feedback from customers and channel partners regarding designs, fits, colours, fabrics, washes and price points.

Denim jeans are currently our principal product category and accounted for 79.86 % of our revenue from operations in Fiscal 2026. We intend to continue strengthening our denim-jeans portfolio by introducing additional designs, fits, sizes, colours, washes, fabric compositions and price points based on observed market demand.

## OUR BUSINESS OPERATIONS

### Our Product Portfolio

The below table provides certain information on our product portfolio and break down by number of styles as of March 31, 2026

| Product Type | Product Portfolio | | | Number of Styles |
|---|---|---|---|---|
| Denims | **SUPER WIDE LEG** | **INDIGO SUPER BARREL** | **FRONT PANEL BARREL** | 11 |
| |  |  |  | |

| | | | | |
|---|---|---|---|---|
| Cotton | **COTTON SHORTS**  | **TRAVELLER LOOSE FIT**  | **CARGO PANTS**  | 7 |
| Formal | **NAVY CLASSIC FORMAL PANTS**  | **LIGHT GREY FORMAL PANTS**  | **ANKLE FIT JET BLACK FORMAL**  | 5 |

| | | | |
|---|---|---|---|
| Kids wear | **KIDS WIDE LEG BLUE SUPER WIDE**  | **DARK INDIGO SUPER WIDE**  | **KIDS ICE**  | 14 |

**Our Business Process**




**1. Product Planning, Design and Development**

Our business process commences with product planning based on prevailing market trends, seasonal demand patterns and evolving customer preferences. As part of this process, product designs are conceptualized across our product categories, including denim jeans, cotton pants, denim shorts and formal pants. Technical specifications relating to fabric GSM, weave composition, size measurements, stitching parameters, trims and wash effects are finalized prior to commencement of production. Sample development and approval processes form an integral part of this stage and support product standardization, quality parameters and alignment with customer and market requirements.

**2. Fabric Procurement and Quality Assessment**

Fabric procurement forms an integral part of our business process, wherein denim and cotton fabrics are sourced from approved wholesalers and mills. Fabric selection is undertaken based on predefined technical and quality parameters, including shrinkage tolerance, colour fastness, tensile strength and surface texture, among others.

Upon receipt, fabrics are subject to visual inspection and quality assessment processes to identify defects and verify conformity with prescribed specifications prior to release for production.

**3. Pattern Development and Layout Planning**

Approved product designs are converted into technical patterns, including size-wise grading, as part of our product development process. Layout planning is undertaken to optimize fabric utilization and minimize material wastage during production.

**4. Cutting Process**

As part of our manufacturing process, fabric cutting is undertaken at the premises of our job workers using cutting machines. Following the cutting process, cut panels are segregated based on size and style specifications to enable traceability and support control over work-in-progress inventory.

**5. Sewing and Assembly**

Cut components are assembled through industrial stitching machines as part of the sewing and assembly process. Key operations include seam joining, pocket attachment, waistband fixing, bartacking and reinforcement stitching.

These processes are undertaken in accordance with standard operating procedures designed to support seam strength, alignment, product consistency and garment durability. We believe this process supports adherence to quality standards during manufacturing.

**6. Washing and Processing (Denim Products)**

For denim products, garments undergo washing and processing procedures, including enzyme wash, stone wash or soft wash, depending on product design and finish requirements. These processes are undertaken to enhance garment appearance, softness and finish while maintaining fabric integrity and supporting prescribed quality standards.

**7. Finishing and Quality Control**

Finishing activities include trimming, attachment of buttons and zippers, label fixing, pressing and final inspection. As part of this process, quality checks are undertaken for measurements, stitching defects, wash uniformity and overall garment appearance to verify conformity with prescribed specifications and quality standards. We believe these processes support product consistency and quality assurance prior to dispatch.

**8. Packing, Storage and Dispatch**

Upon completion of quality checks, finished garments are packed in accordance with prescribed packaging standards and stored prior to dispatch. Thereafter, finished goods are distributed through our wholesale and online sales channels.

**9. Job-Work Oversight and Compliance**

While manufacturing activities are outsourced to job workers, production timelines, quality benchmarks and technical specifications are monitored as part of our oversight processes. We coordinate with job workers to support adherence to prescribed product and process standards across manufacturing stages

**10. Continuous Improvement**

Feedback from sales channels, customer responses and quality assessment reports is utilized to refine product designs, manufacturing processes and supplier selection. We believe this continuous improvement approach supports operational efficiencies, product enhancement and scalability of our business.

**PRODUCT DESIGN AND DEVELOPMENT**

Our product development process is driven by our Promoters, who monitor prevailing fashion trends, market demand, customer preferences and developments in the apparel industry to identify opportunities for introducing new products and improving existing product offerings.

Our Promoters conceptualise product designs and provide design inputs, print concepts, fabric requirements, colour combinations, fits and styling directions to our job workers and other business partners for development of products in accordance with our requirements. Our job workers also contribute design ideas, print concepts and suggestions based on their experience and market observations. Such inputs are reviewed and evaluated by our Promoters, and selected concepts are further developed based on their suitability to our product portfolio, target customers, prevailing trends and commercial considerations.

Our product development process generally commences with identification of product concepts for the upcoming season. We assess market trends, customer preferences, historical sales performance and feedback received from our customers to identify potential designs, colours, fabrics, fits and styles. Our Promoters and merchandising team attend industry exhibitions, fairs and trade events to remain updated on emerging trends, fabric developments, finishes, washes, colours and styling concepts. In addition, to this our Company also organise their exhibition of product to showcase our product offerings and obtain direct feedback from customers and other market participants. These exhibitions provide us with an opportunity to assess the market acceptance of our products, understand customer preferences relating to designs, colours, fabrics, fits and styles, and identify emerging market trends. The feedback and insights gathered through such interactions are considered by our Promoters and merchandising team in the development of new products and refinement of our existing product portfolio.

Based on these inputs, we prepare product concepts and samples for evaluation. We share samples, catalogues and product concepts with customers and channel partners for the upcoming season to understand their interest and assess the potential demand for particular designs, colours, fabrics, textures, fits and price points. Feedback received from customers and our sales and merchandising teams is evaluated before proceeding with final product development. This process enables us to identify products that are aligned with market requirements and reduces the reliance on developing products without prior market feedback.

Once a product concept is shortlisted, the design is converted into a detailed product specification covering aspects such as fabric composition, colour, fit, measurements, stitching details, trims, buttons, zippers, labels, washes and other product attributes, as applicable. Based on the approved specifications, proto samples are developed using sample fabrics to obtain a preliminary assessment of the proposed garment. The proto samples are reviewed for overall appearance, fit, measurements, styling, construction and functionality, and modifications are made where required.

Following the review of proto samples, further iterations may be undertaken to refine the design and achieve the desired fit, appearance, quality and commercial specifications. Where required, multiple samples may be developed with variations in fabric, colour, wash, fit or styling before the final product is approved. The finalised product specifications are then communicated to the relevant job worker along with the applicable quality and production requirements for manufacturing.

**PROCUREMENT, CONTRACT MANUFACTURING AND SUPPLY CHAIN PROCESS**:

We outsource our manufacturing operations primarily to job workers. In our experience, this helps in keeping our fixed costs low. In Fiscal 2026, we worked closely with over 37 job workers for manufacturing our products, with a significant majority located in Gujarat. We exercise control and regular supervision over the manufacturing operations at the facilities of our job workers through our personnel who are either stationed at such facilities or periodically visit these facilities for inspections, enabling us to efficiently carry out production changes in designs or quantity of products required.

Our arrangements with our job workers are on a purchase order basis, on a non-exclusive basis and exclusive basis as applicable, to provide us manufacturing services in compliance with the quality standards and other requirements specified by us, such as time and place of delivery, specified by us. Our arrangement specify that the job workers shall utilize their own manufacturing facilities, personnel and equipment and that the personnel utilized by the job workers shall remain on their rolls. We are required to provide the raw materials, including our logos to the job workers together with instructions as to the specifications to carry out the manufacturing services. We retain the title to the raw materials provided by us and our job workers are required to return the unutilized raw materials to us. As part of these arrangements, we retain the right to inspect the premises or facilities our job workers during business hours. We are also able to ensure quality of the end-products given that we source the raw materials directly and provide to the job workers. During the last three Fiscal 2026, 2025 and 2024 we have worked with 37, 27 and 14 job workers.

The below table represents the cost of job workers incurred in the last 3 Fiscal Years:

| **Particulars** | **Fiscal 2026** | **Fiscal 2025** | **Fiscal 2024** |
|---|---|---|---|
| Job-work expense (₹ in Lakhs)(A) | 774.89 | 535.56 | 358.74 |
| Total Expense (₹ in Lakhs) (B) | 2,602.67 | 1,950.08 | 1,859.66 |
| **(A/B) %** | **29.77 %** | **27.46 %** | **19.29 %** |

The raw materials utilized in the manufacture of our products include dyed fabrics and trim materials. We buy such fabrics and materials including denim and cotton fabrics and related accessories locally and then issue the same to job workers for conversion into products as per our specifications. We have sourced material from 81, 56 and 47 suppliers in Fiscal 2026, 2025 and 2024, respectively. The below table represents geographic purchase of raw materials:

| **State** | **Purchase of raw materials** | | | | | |
|---|---|---|---|---|---|---|
| | **March 31, 2026** | | **March 31, 2025** | | **March 31, 2024** | |
| | **₹ In lakhs** | **%** | **₹ In lakhs** | **%** | **₹ In lakhs** | **%** |
| Gujarat | 1,886.00 | 92.62% | 1,375.32 | 91.87% | 886.05 | 82.42% |
| Maharashtra | 126.77 | 6.23% | 113.15 | 7.56% | 120.13 | 11.18% |
| Tamil Nadu | 22.10 | 1.09% | 0.25 | 0.02% | 0.18 | 0.02% |
| Delhi | 0.64 | 0.03% | 1.07 | 0.07% | 0.02 | 0.00% |
| Karnataka | 0.36 | 0.02% | 7.11 | 0.48% | - | - |
| Haryana | 0.20 | 0.01% | - | - | - | - |
| Madhya Pradesh | - | - | - | - | 68.58 | 6.38% |
| **Total** | **2,036.07** | **100.00%** | **1,496.91** | **100.00%** | **1,074.96** | **100.00%** |

In our experience, one of our competitive strengths lies in building and managing an extensive sourcing network to comply with our stringent quality requirements and to support the requirements of our product development teams. We do not enter into long-term agreements with our suppliers and instead issue purchase orders in line with our sourcing requirements. We seek to limit our purchases from traders and intermediaries and intend to increasingly purchase fabrics directly from mills or weavers by blocking a significant portion of their yearly capacity in order to maintain consistency of quality and ensure timely delivery.

Our sourcing and supply chain process commences with analysis of a supplier's production capacity for each season, based on deliveries and quantity supplied in the previous season. Based on this analysis, we allocate requirements and

place orders accordingly. Our analysis and planning procedures also include allocating certain surplus capacity to additional suppliers in order to maintain a capacity buffer to manage increased demand or delivery failures. Our gross margins were ₹ 719.56 Lakhs, ₹ 421.76 Lakhs and ₹ 367.13 Lakhs and 23.88%, 20.05% and 18.34% in Fiscals 2026, 2025 and 2024, respectively.

**QUALITY CONTROL INITIATIVES**

We are committed to maintaining quality standards in all steps of our sourcing and production cycle. The quality of raw material is critical to our business and we control this process in-house through an internal quality assurance team of 1 employee, as of June 30, 2026. We carry out fabric and garment inspections at our suppliers and job workers units based on internal quality standards, conformity with regulatory processes, and product quality tracking. Our quality assurance team also works to ensure that personnel working in all our departments, ranging from sourcing to sales and marketing, are adequately trained.

**INVENTORY MANAGEMENT, LOGISTICS AND WAREHOUSING**

We typically engage third party transportation service providers for the transportation of our raw materials and products domestically. We manage our inventory and logistics as well as our entire supply chain for all our channels from our warehouses located in Gujarat with an aggregate area of approximately 7,333 square feet. Our products are primarily transported by road through local transport partners. Our suppliers directly deliver our raw materials to our job workers manufacturing unit based on order terms. We do not have long term contractual relationships with our local transporters.





**PRICING**

Our products are offered at various price points. We believe offering a broad range of price points maintains a more accessible, less intimidating atmosphere. We consult our marketing department before pricing of our products and consider their feedback at the time of fixing of the wholesale and the maximum retail price of our products.

**SALES AND MARKTEING**

Our multi-distribution channel across formats comprises sales through multiple brand outlets (MBO's), departmental stores, wholesalers, retailers and online.

| Particulars | Fiscal 2026 | | | Fiscal 2025 | | | Fiscal 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** | **Number of stores served** | **Revenue (₹ in Lakhs)** | **% of Revenue from Operations** |
| Multiple brand outlets | 76 | 657.67 | 21.82% | 110 | 634.34 | 30.15% | 120 | 734.84 | 36.71% |
| Departmental Stores | 01 | 40.49 | 1.34% | 02 | 7.73 | 0.37% | 02 | 8.68 | 0.43% |
| Wholesalers | 55 | 2,169.28 | 71.98% | 47 | 1,280.89 | 60.88% | 41 | 948.05 | 47.36% |
| Retailers | 45 | 146.02 | 4.85% | 69 | 180.90 | 8.60% | 71 | 310.10 | 15.49% |
| Online | 01 | 0.06 | 0.00% | - | - | - | - | - | - |
| **Total** | **178** | **3,013.52** | **100.00%** | **228** | **2,103.86** | **100.00%** | **234** | **2,001.67** | **100.00%** |

Our sales are generally undertaken against purchase orders received from our customers. We have not entered into long-term or continuing sales agreements with our customers and, accordingly, our customers generally place orders based on their prevailing requirements, product preferences, inventory levels, seasonal demand and market conditions. The quantity, product specifications, pricing, delivery schedules and other commercial terms are agreed for individual orders and are subject to mutual understanding between us and the respective customer.

Our sales team, supported by our Promoters and merchandising team, maintains regular interaction with customers and channel partners to understand their product requirements, forthcoming seasonal demand and market preferences. We share product samples, catalogues and details of our new product offerings with customers, particularly prior to and during seasonal selling periods. Based on customer feedback and requirements, we develop and offer products across different designs, colours, fabrics, fits, sizes and price points.

Our branding strategy focuses on the modern designs of our products to project Par Swam reputation in fashion trends and quality of apparel. Our marketing plan comprises advertising in print media, social media, participation in expo and exhibition and presence on online market places. We believe that the scale of our business provides us the ability to increasingly focus on branding and promotion to further increase our visibility and market share in pan India.

**COMPETITION**

Our Company operates in a competitive and fragmented apparel market, particularly in the bottom-wear segment, where competition arises from organized branded apparel companies as well as regional and unorganized manufacturers and wholesalers. We face competition from regional manufacturers and wholesalers operating across garment clusters and from Kewal Kiran Clothing Limited and Davin Sons Retail Limited our listed peers, who primarily compete on pricing, speed to market and wholesale supply capabilities.

Key factors of competition in our industry include product design, quality of fabrics, fit, pricing, responsiveness to changing fashion trends, product availability and distribution reach. We believe we compete primarily on the basis of quality products at competitive prices, our asset-light outsourced manufacturing model, product design capabilities and relationships within our wholesale channels in key markets.

We believe our ability to compete effectively depends on continuing to maintain our product quality and value proposition, responding to evolving consumer preferences and fashion trends, and strengthening our competitive position through product innovation, operational flexibility and distribution relationships.

**INFRASTRUCTURE UTILITIES**

**Information Technology**

Our Company has an appropriate information technology infrastructure is important in order to support the growth of our business. Our IT infrastructure enables us to track procurement and sale of our products. We utilize Tally Edit Log 7.1 Software for sales, purchase, inventory, and financial reporting, invoicing purposes.

**HUMAN RESOURCE**

We place importance on developing our human resources. We focus on attracting and retaining the best possible talent. Our business model comprises of experienced, qualified and semi qualified personnel. As on the date of this Draft Red Herring Prospectus, our Company has 12 employees in total. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans. Further, the company does employ workers on contract basis.

Following is the Department wise employees list as on August 31, 2026:

| Sr. No | Department | Number of employees |
|---|---|---|
| 1. | Top Level Management | 3* |
| 2. | Accounts and finance | 1 |
| 3. | Legal and Compliance Department | 1 |
| 4. | Sales and Marketing | 4 |
| 5. | Administration | 3 |
| | **Total** | **12** |

***One of our Director is responsible for Quality check*

**Please find below the details of ESIC contribution paid for our employees are as follow:**

| PF Details | FY 2025-26 | FY 2024-25* | FY 2023-24* |
|---|---|---|---|
| **Total No. of Employees** | 11 | 15 | 11 |
| **No. of Employees registered with ESIC** | 5 | NA | NA |
| **Total Contribution Paid(₹)** | Rs. 2,896 | NA | NA |

*ESIC was not applicable

**INSURANCE**

At present, we maintain insurance policies such as employee under workmen policy, office protection policy and group personnel accident policy and key man policy. We also have insurance policy for organising events. Although, we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions and/or insurance, the indemnities set forth in our contracts and/ or our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages.

Details of Insurance are set below:

| Sr. No. | Insurer | Description of Insurance | Policy No. | Expiry Date | Insured Amount (Rs.) |
|---|---|---|---|---|---|
| 1. | Bajaj General Insurance Limited | Burglary Insurance Policy | OG-26-1904-4010-00000823 | 28/01/2027 | 5,00,00,000 |
| 2. | Bajaj General Insurance Limited | Bharat Laghu Udyam Suraksha Policy (Property Insurance) | OG-26-1904-4057-00000203 | 29/01/2027 | 5,41,55,000 |
| 3. | Bajaj General Insurance Limited | Burglary Insurance Policy | OG-26-1904-4010-00000762 | 29/01/2027 | 5,41,55,000 |
| 4. | Bajaj General Insurance Limited | Bharat Sookshma Udyam Suraksha Policy (Property Insurance) | OG-26-1904-4056-00001181 | 28/01/2027 | 5,00,00,000 |

| Sr. No. | Insurer | Description of Insurance | Policy No. | Expiry Date | Insured Amount (Rs.) |
|---|---|---|---|---|---|
| 5. | Bajaj General Insurance Limited | Bharat Sookshma Udyam Suraksha Policy (Property Insurance) | OG-26-1904-4056-00001238 | 12/02/2027 | 1,50,00,000 |

**Intellectual Property**

For details, see "*Government and Other Approvals – Intellectual Property Registrations*" on page 288.

**Property**

The following table sets forth the location and other details of the owned properties of our Company.

| Sr. No. | Location of the Property | Area (Sq ft) | Usage Purpose |
|---|---|---|---|
| 1. | Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. | 3,779 Sq. Ft | Registered office and Warehouse |
| 2. | Block I, House No 6, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad - 380008, Gujarat, India. | 3,554 Sq. Ft | Warehouse |

*[Remainder of this page has been intentionally left blank]*

## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page number 286 of this Draft Red Herring Prospectus.

### BUSINESS AND/OR KEY INDUSTRY RELATED LAWS AND REGULATIONS

#### The Textiles Committee Act, 1963

The Textile Committee Act, 1963 was enacted in 1963 to provide for the establishment of a committee for ensuring the quality of textiles and textile machinery and for matters connected therewith. The Act prescribes for establishment of a textile committee (hereinafter referred to as the "Textile Committee") with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardization 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 be applied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery and packing material used in the packing of textile and textile machinery, establishing laboratories and text houses for testing 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 3 of the Essential Commodities Act, 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 textiles as may be specified by the Textile Commissioner.

#### National Textile Policy, 2000 and the National Textile Policy, 2024 ("National Textile Policy")

The National Textile Policy issued by the Ministry of Textiles, provides a comprehensive policy framework for the growth, modernization, and global competitiveness of India's textile industry across fiber, yarn, fabric, garment and technical textile segments. The Policy aims to promote technology upgradation, product diversification, quality benchmarking, export enhancement, and infrastructure development, while strengthening the entire textile value chain through initiatives relating to human resource development, branding, standards, and investment promotion. It emphasizes the need for modern machinery, improved productivity, environmentally sustainable practices, and enhanced international market access, and serves as a guiding policy document underpinning subsequent schemes such as TUFS/ATUFS, SITP, PM-MITRA and quality-control initiatives.

**Legal Metrology Act, 2009 ("Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodities Rules")**

The Legal Metrology Act establishes and enforces standards of weights and measures, and regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act prohibits quoting prices or charges, issuing or exhibiting any price list, invoice, cash memo or other document, publishing any advertisement, or indicating the net quantity of a pre-packaged commodity, otherwise than in accordance with the standard units of weight, measure or numeration. Manufacturers are required to maintain records and registers, and make declarations on pre-packaged commodities, in the manner prescribed under the Legal Metrology Act. Penalties and punishments are prescribed for numerous offences under the Legal Metrology Act, including selling or delivering commodities, articles or things by means other than the standard weight, measure or number, or using non-standard weights, measures or numeration.

The Packaged Commodities Rules were framed under Sections 52(2)(j) and (q) of the Legal Metrology Act and lay down specific provisions applicable to packages intended for retail sale, wholesale and for export and import. The Packaged Commodity Rules define "pre-packaged commodity" as a commodity which without the purchaser being present is placed in a package of a predetermined quantity. The Packaged Commodity Rules prescribes the regulations for imports, prepacking, and the sale of commodities in a packaged form intended for retail sale, wholesale and for export and import, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and/or importers and the manner in which the declarations shall be made, etc. For ease of doing burden and reducing the compliance burden, the Legal Metrology (Packaged Commodities) (Third Amendment) Rules, 2022 has exempted the garment and hosiery industry that sell garments or hosiery items in loose or open from making certain declarations on the package, including inter alia, common / generic name of the commodity, unit sale price, best before use date, etc.

**The Consumer Protection Act, 2019 (the "Consumer Protection Act")**

The Consumer Protection Act provides for the protection of the interests of consumers and the establishment of authorities for the timely and effective administration and the settlement of consumer disputes. The Act empowers the Central Government to constitute the Central Consumer Protection Authority to regulate matters relating to the violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of the public and consumers, and to promote, protect and enforce the rights of consumers as a class, and conduct inquiries or investigations under the Consumer Protection Act. Further, the Consumer Protection Act enables complainants to file complaints in respect of, inter alia, goods suffering defects, services suffering deficiencies, and goods or services hazardous to life and safety. Consumers are also empowered to file product liability actions, for claiming compensation for the harm caused to them by defective products or deficient services, in respect of which such product manufacturers or sellers may be held responsible.

**Consumer Protection (E-Commerce) Rules, 2020 (the "E-commerce Rules")**

The E-Commerce Rules regulate the marketing, sale and purchase of goods and services over a digital or electronic network. It restricts the use of any unfair trade practice by e-commerce entities and mandates the establishment of an adequate grievance redressal mechanism and the appointment of a grievance officer. Further, the E-Commerce Rules required all e-commerce entities to appoint a nodal person of contact or an alternate senior designated functionary to ensure compliance with its provisions. Contravention of the E-Commerce Rules will attract penal action in accordance with the Consumer Protection Act, 2019.

**The Information Technology Act, 2000 (the "Information Technology Act")**

The Information Technology Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The Information Technology Act provides for jurisdiction over any offence or contravention under the Information Technology Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the Information Technology Act empowers the Government to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means and protects intermediaries in respect of third-party information liability. The Information Technology Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

**The Digital Personal Data Protection Act, 2023 (the "DPDP Act, 2023")**

The DPDP Act, 2023 received the assent of the President of India on August 11, 2023. The DPDP Act provides for the processing of digital personal data in a manner that recognizes both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto. The DPDP Act provides for the processing of digital personal data and makes consent essential for the processing of personal data. The data collection entity is required to maintain the security of the personal data and delete the same once the purpose thereof has been accomplished. Under the DPDP Act, 2023 the Data principal is granted rights to seek correction, erasure of personal data. The DPDP Act contemplates a grievance mechanism to address grievances of the data principal. The DPDP Act also seeks to establish the Data Protection Board of India to adjudicate on non-compliance of the DPDP Act provisions. The DPDP Act seeks to impose heavy monetary penalties for contravention of the provisions of the DPDP Act, 2023.

**Sale of Goods Act, 1930 ("SOGA, 1930")**

The SOGA, 1930 governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. SOGA contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

**The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise the Act was enacted. With effect from April 01, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs.2.5 Crore and annual turnover does not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover do not exceed Rs. 500 Crore.

**The Electricity Act, 2003**

The Electricity Act, 2003 provides the legal framework for generation, transmission, distribution, trading and use of electricity in India and seeks to promote competition, protect consumer interests and ensure supply of electricity to all areas. The Act regulates licensing requirements for distribution and transmission of electricity, open access to transmission and distribution networks, determination of tariffs, and standards of performance and safety. Industrial establishments consuming electricity are required to comply with applicable provisions of the Act, regulations issued

by the relevant State Electricity Regulatory Commission and conditions imposed by the distribution licensee, including requirements relating to electricity connections, metering, payment of charges and adherence to safety standards. Non-compliance with the provisions of the Electricity Act or regulations made thereunder may attract penalties and other enforcement action in accordance with applicable law.

**LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

**The Gujarat Textile Policy, 2024 ("Gujarat Textile Policy")**

The Gujarat Textile Policy, effective from October 1, 2024, to September 30, 2029, aims to bolster the State's textile sector by promoting investment, sustainability, and employment generation. Key incentives include capital subsidies ranging from 10% to 35% of eligible fixed capital investment (eFCI), capped at ₹100 crore, varying by taluka category and activity. Interest subsidies between 5% and 7% on term loans are offered for durations of five to eight years, with annual caps based on eFCI. To support operational costs, a power tariff subsidy of ₹1 per unit is provided for five years from the date of commencement of production. Additionally, payroll assistance is available, offering ₹3,000 to ₹5,000 per month for female workers and ₹2,000 to ₹3,000 for male workers, depending on the activity. The policy also emphasizes sustainability by encouraging green manufacturing practices and offers support for quality certification, energy and water conservation, and technology acquisition. By integrating these measures, the policy seeks to position Gujarat as a global leader in the textile industry while promoting economic opportunities for women and youth.

**The Gujarat Shops and Establishments Act, 2019**

The Gujarat Pradesh Shops and Establishments Act, 2019 and Rules, 2020 are applicable to all the shops and commercial establishments in the whole of the Gujarat State. The Act is enacted for the purpose of protecting the rights of employees. The Act provides regulations of the payment of wages, terms of services, work hours, rest intervals, overtime work, opening and closing hours, closed days, holidays, leaves, maternity leave and benefits, work conditions, rules for employment of children, records maintenance, etc.

**Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976**

The Gujarat State Tax on Professions, Trades, Callings and Employments Act provides for the Levy and Collection of a Tax on Professions, Trades, Callings and Employments for the benefit of the State. Every person engaged in any profession, trade, calling or employment and falling under one or the other of the classes as segregated in the Act, shall be liable to pay to the State Government the tax at the rate mentioned against the class of such person. The tax payable under this Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person, before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not, when the salary or wage is paid to such persons, be liable to pay tax on behalf of all such person. The Act mandates that every person, who is liable to pay tax, shall obtain a Certificate of Registration, and a Certificate of Enrolment from prescribed authority in prescribed manner.

**The Indian Stamp Act, 1899 read along with the Gujarat Stamp Act, 1958**

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Gujarat are empowered to prescribe or alter the stamp duty as per their need.

**TAX RELATED LEGISLATIONS**

**Income Tax Act, 1961 read along with Income Tax Act, 2025 (the "IT Act")**

The IT Act, is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31st of each assessment year. The Income Tax Act, 2025, has been published in the Official Gazette after it received the President's assent and has come into effect from 1st April, 2026.

**The Goods and Services Tax Act, 2017 read along with Gujarat Goods and Services Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

**EMPLOYMENT AND LABOUR LAWS**

**The Code on Wages, 2019 (the "Wages Code")**

The Wages Code regulates minimum wages, floor wages, payment of wages, permissible deductions, bonus and equal remuneration. The provisions of the Code came into effect pursuant to a notification issued by the Ministry of Labour and Employment with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws. This code has replaced the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. This code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The Wages Code extends to the whole of India and also introduces a harmonised definition of "wages", prohibits discrimination on grounds of gender in matters of wages and recruitment for the same work or work of a similar nature, and confers a statutory right to minimum wages for all employees, supported by a national floor wage below which State minimum wages cannot fall. The Wages Code also provides for advisory boards, an Inspector-cum-Facilitator based compliance regime, maintenance of prescribed registers and issuance of wage slips, and offences and penalties for non-compliance.

**The Occupational Safety, Health and Working Conditions Code, 2020 (the "OSHWC Code")**

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalizing 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport

undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting.

The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

**Industrial Relations Code, 2020 (the "IR Code")**

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on September 28, 2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.
The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining "worker" and "employee" broadly to cover a wider segment of the workforce and prohibiting unfair labour practices.

**Code on Social Security, 2020 (the "Social Security Code")**

The Social Security Code is a central legislation enacted to modernise and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organised, unorganized, gig and platform sectors across India; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganised workers, gig workers and platform

workers, and establishes or continues social security organisations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganised workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled record-keeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers. The Social Security Code and the rules and schemes framed thereunder, provides for to registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganised, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

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

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the POSH Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**Bonded Labour System (Abolition) Act, 1976 (the "BLA Act")**

The BLA Act provides for the abolition of the bonded labour system with a view to preventing the economic and physical exploitation of the weaker sections of the people and for matters connected therewith or incidental thereto.

**Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, as amended, has been enacted to prohibit the employment of children below the age of fourteen years and to regulate the employment of adolescents in certain occupations and processes. The Act prohibits the engagement of children in all occupations and restricts the employment of adolescents in hazardous occupations and processes. The Act applies to all establishments, including manufacturing units, and imposes obligations on employers to ensure compliance with its provisions. Any contravention of the Act may attract penalties and other consequences as prescribed under applicable law.

**INTELLECTUAL PROPERTY LEGISLATIONS**

**Trade Marks Act, 1999 ("TM Act")**

The TM Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

## FOREIGN INVESTMENT LAWS

### Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

## GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

### The Companies Act, 2013

The Companies Act, 2013 governs the incorporation, management, administration, and dissolution of companies in India. It outlines rules for directors' duties, shareholders' rights, corporate governance, and financial reporting, ensuring transparency and accountability. The Act establishes regulatory mechanisms for audits, compliance, mergers, and investor protection, while encouraging ethical business practices. It also prescribes penalties for non-compliance, fraud, or mismanagement. By providing a comprehensive legal structure for corporate entities, the Act facilitates business operations, strengthens investor confidence, promotes responsible management, and ensures that corporate activities align with India's economic and regulatory framework.

### The Competition Act, 2002

The Competition Act, 2002 is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

### The Bharatiya Nyaya Sanhita, 2023 (the "Bharatiya Nyaya Sanhita") replacing the Indian Penal Code, 1860

The Bharatiya Nyaya Sanhita, consolidates India's criminal law into a comprehensive framework, defining offenses, penalties, and procedural rules for investigation, prosecution, and trial. It modernizes the criminal justice system by streamlining investigation, court proceedings, sentencing, and appeal mechanisms. The Act emphasizes protection of citizens' rights, deterrence of crime, and timely justice, while providing clear guidelines for law enforcement and judicial authorities. By codifying definitions, procedures, and penalties, it ensures uniformity in criminal law application across India, strengthens public safety, and enhances accountability and transparency in the criminal justice system.

**The Bharatiya Nagarik Suraksha Sanhita, 2023 (the "Bharatiya Nagarik Suraksha Sanhita") replacing the Code of Criminal Procedure, 1973**

The Bharatiya Nagarik Suraksha Sanhita, consolidates and amends the law relating to criminal procedure in India. The BNSS, inter alia, provides for the procedural framework governing the registration of First Information Reports, investigation of offences, arrest, bail, trial before criminal courts, examination of witnesses, sentencing, appeals and revision. The BNSS introduces mandatory forensic investigation for offences punishable with seven years of imprisonment or more, permits electronic service of summons and warrants, enables trials and proceedings through audio-video electronic means, and prescribes timelines for completion of investigations and trials. The BNSS applies to criminal proceedings involving our Company, its directors, officers and employees, including proceedings arising out of regulatory non-compliance, and the procedural safeguards and rights thereunder are relevant to the Company's operations and governance.

**The Bharatiya Sakshya Adhiniyam, 2023 (the "Bharatiya Sakshya Adhiniyam, 2023") replacing the Indian Evidence Act, 1872**

The Bharatiya Sakshya Adhiniyam, standardizes the law of evidence in India, governing admissibility, proof, and evaluation of evidence in both civil and criminal cases. It provides clear rules for oral, documentary, electronic, and expert evidence, ensuring transparency, reliability, and fairness in judicial proceedings. The Act clarifies procedures for burden of proof, presumptions, and corroboration, enabling courts to make consistent and legally sound decisions. By codifying evidence rules, it strengthens the justice system, reduces procedural ambiguity, and ensures that trials are conducted efficiently while protecting the rights of parties involved in disputes.

**The Negotiable Instrument Act, 1881 (the "NI Act")**

The NI Act regulates financial instruments like promissory notes, bills of exchange, and cheques, defining rights, obligations, and liabilities of parties. It provides mechanisms for recovery in case of dishonor, non-payment, or breach, including legal recourse through courts. The Act safeguards commercial transactions, ensures enforceability of financial obligations, and facilitates smooth trade and banking operations. By codifying procedures for notice, penalty, and civil remedies, it creates a predictable legal framework for negotiable instruments. The law is essential for maintaining trust in commerce and banking, enabling secure financial dealings in India.

**The Insolvency and Bankruptcy Code, 2016 (the "IBC")**

The IBC, 2016, as amended, consolidates and amends the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time-bound manner for maximisation of the value of assets. The IBC, inter alia, provides for the corporate insolvency resolution process, fast-track insolvency resolution, voluntary liquidation, and adjudication of insolvency proceedings by the National Company Law Tribunal ("NCLT"). The IBC also establishes the Insolvency and Bankruptcy Board of India ("IBBI") for the regulation of insolvency professionals, insolvency professional agencies and information utilities. As a corporate entity, our Company is subject to the provisions of the IBC and the regulations framed thereunder.

**The Prevention of Money Laundering Act, 2002 (the "PML Act")**

The PML Act addresses money laundering and financial crimes, creating a legal framework for detection, investigation, and prosecution. It defines offenses, establishes the Enforcement Directorate's investigative powers, and enables attachment and confiscation of proceeds of crime. The Act mandates reporting by financial institutions, due diligence, and record-keeping to prevent illicit fund circulation. By strengthening financial accountability, it safeguards the integrity of banking and business sectors, deters criminal activity, and aligns India with international anti-money laundering standards, enhancing transparency, compliance, and economic security.

**The Transfer of Property Act, 1882**

The Transfer of Property Act, 1882 governs the transfer of property through sale, mortgage, lease, gift, or exchange. It defines the rights, duties, and obligations of transferors and transferees, ensuring clear and enforceable property transactions. The Act also sets rules for transfer of immovable and movable property, outlining formalities, registration

requirements, and conditions for valid transfers. By codifying legal procedures, it reduces disputes, protects ownership rights, and provides remedies in case of breach or invalid transfer. This Act forms the foundation for secure property transactions and ensures legal clarity in India's property laws.

**The Arbitration & Conciliation Act, 1996**

The Arbitration & Conciliation Act, 1996 provides a legal framework for resolving disputes outside the courts through arbitration and conciliation. It facilitates speedy, cost-effective settlement of commercial and contractual disputes, reducing litigation burden on courts. The Act governs the appointment of arbitrators, conduct of proceedings, enforcement of awards, and recognition of foreign awards. It also encourages amicable settlement through conciliation, ensuring neutrality, fairness, and transparency. By codifying procedures and limiting judicial intervention, the Act promotes confidence in alternative dispute resolution mechanisms, strengthens contractual certainty, and supports both domestic and international trade and business relations in India.

**The Registration Act, 1908**

The Registration Act, 1908 governs the registration of documents relating to immovable property, contracts, and agreements in India. It ensures that instruments such as sale deeds, wills, leases, and mortgages are recorded in public records, providing legal validity, transparency, and enforceability. The Act prescribes procedures for presentation, registration, and fees, along with the roles of Sub-Registrars and authorities. By maintaining official records of property and contractual transactions, it reduces disputes, facilitates proof of ownership, and enhances public trust in legal documentation. This Act forms a foundation for secure property dealings and contract enforcement nationwide.

**The Indian Contract Act, 1872**

The Indian Contract Act, 1872 governs the formation, performance, and enforceability of contracts in India. It defines legal obligations, rights of parties, and consequences of breach, covering agreements related to trade, employment, services, and property. The Act establishes remedies such as damages, restitution, and specific performance to ensure compliance. By providing a structured legal framework, it promotes certainty, trust, and fairness in commercial and personal dealings. The Act is foundational for business transactions, dispute resolution, and contractual governance, serving as a cornerstone of India's civil and commercial law.

**The Specific Relief Act, 1963**

The Specific Relief Act, 1963 provides judicial remedies for enforcement of contracts or recovery of property when monetary compensation is inadequate. It allows courts to grant specific performance, injunctions, or restitution, ensuring equitable relief in civil matters. The Act outlines conditions under which relief may be refused, balancing fairness to both parties. It is particularly relevant in real estate, contractual, and commercial disputes, providing enforceable remedies to uphold obligations. By codifying equitable relief mechanisms, the Act strengthens the civil justice system, protects parties' rights, and ensures that contractual and property obligations are fulfilled effectively.

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## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was originally formed as a partnership firm under the name 'M/s Siddhi Vinayak Creation ("Partnership Firm") pursuant to a deed of partnership dated January 1, 2018, under the Indian Partnership Act, 1932 ("Partnership Act"). Thereafter, was converted from partnership firm into a private limited company in the name of 'Parswam Fashion Private Limited' under the provisions of Companies Act, 2013, vide certificate of incorporation dated June 5, 2024, issued by the Registrar of Companies, Central Registration Centre. Further, pursuant to a resolution of our Board dated June 05, 2024 and a resolution of our shareholders dated July 3, 2024, our Company was converted into a public limited company under the Companies Act, 2013 and consequently the name of our Company was changed to "Parswam Fashion Limited", and a fresh certificate of incorporation dated August 29, 2024 was issued by the Registrar of Companies, Central Processing Centre.

### Changes in our Registered Office

Except as mentioned below, there has been no change in the registered office of our Company since the date of its incorporation:

| Date of Change | From Address | To Address | Reason |
|---|---|---|---|
| June 5, 2024 | Block 1, House No 7, Samet Business Park, Khokhara Mehmadabad, Ahmedabad, Gujarat-380008, India | Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad, Gujarat-380008, India | Due to typo error and over sight at the time of filing of form for Incorporation of company. |

### Main objects of Memorandum of Association:

The main objects of our company as contained in our Clause III (A) of Memorandum of Association of our company are as follows:

1. To manufacture or get manufactured, whether directly or through third-party job workers on a job-work or outsourced basis, all types of textile garments, readymade garments and clothing accessories.
2. To carry on the business of manufacturers, traders, wholesalers, retailers, importers, exporters, distributors, dealers, commission agents, stockists, buying and selling agents, and otherwise deal in all kinds of textiles, fabrics, yarns, cotton, silk, wool, synthetic and blended materials, readymade garments, apparel, hosiery products, uniforms, fashion wear, footwear, clothing accessories, lifestyle products, and other allied goods and merchandise.
3. To carry on the business of designing and developing garments, apparel and clothing accessories.
4. To create, own, develop, license and otherwise deal in brands, trademarks and other intellectual property relating to textile, garments, apparel and lifestyle products.
5. To grant, operate and deal in franchises and to license the Company's brands and business format to franchisees and other third parties for consideration.
6. To acquire, purchase, take over, amalgamate, merge with, absorb, lease, hire, enter into partnership with, or otherwise acquire and undertake the whole or any part of the business, assets, liabilities, goodwill, rights, privileges, licenses, contracts, or undertakings of any person, firm, company, body corporate, association, or enterprise carrying on any business which the Company is authorized to carry on or which may conveniently be carried on in connection therewith.

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

### Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association, in the last ten years preceding the date of this Draft Red Herring Prospectus.:

| Date of change/ shareholders' resolution | Nature of Amendment |
|---|---|
| July 3, 2024 | Clause I of the Memorandum of Association of Company was amended to reflect the change in our name from 'Parswam Fashion Private Limited' to 'Parswam Fashion Limited' pursuant to the conversion of our Company from a private limited company to a public limited company. |
| July 3, 2024 | Clause III (B) of the Memorandum of Association of Company was amended in line with the provisions of Companies Act pursuant to the conversion of our Company from a private limited company to a public limited company. |
| June 19, 2026 | Clause V of the Memorandum of Association of the Company was amended to reflect the increase in authorised share capital from existing ₹ 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- each (Rupee Ten only) to ₹ 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs Only) divided into 1,15,00,000 (One Crore Fifteen Lakhs) Equity Shares of ₹ 10/- each (Rupee Ten only). |
| June 19, 2026 | Clause III (A) of the Memorandum of Association of Company was altered to include a new clause in the Main Objects as per following:<br><br>1. To manufacture or get manufactured, whether directly or through third-party job workers on a job-work or outsourced basis, all types of textile garments, readymade garments and clothing accessories.<br>2. To carry on the business of manufacturers, traders, wholesalers, retailers, importers, exporters, distributors, dealers, commission agents, stockists, buying and selling agents, and otherwise deal in all kinds of textiles, fabrics, yarns, cotton, silk, wool, synthetic and blended materials, readymade garments, apparel, hosiery products, uniforms, fashion wear, footwear, clothing accessories, lifestyle products, and other allied goods and merchandise.<br>3. To carry on the business of designing and developing garments, apparel and clothing accessories.<br>4. To create, own, develop, license and otherwise deal in brands, trademarks and other intellectual property relating to textile, garments, apparel and lifestyle products.<br>5. To grant, operate and deal in franchises and to license the Company's brands and business format to franchisees and other third parties for consideration.<br>6. To acquire, purchase, take over, amalgamate, merge with, absorb, lease, hire, enter into partnership with, or otherwise acquire and undertake the whole or any part of the business, assets, liabilities, goodwill, rights, privileges, licenses, contracts, or undertakings of any person, firm, company, body corporate, association, or enterprise carrying on any business which the Company is authorized to carry on or which may conveniently be carried on in connection therewith.<br><br>The Existing Clause III (B) be altered by inserting following Clause (36) after clause (35)<br><br>36. To raise funds for the business and operations of the Company by way of issuance of equity shares, preference shares, debentures, bonds, securities or any other permissible instruments to the public, existing shareholders, institutional investors or such other persons, in accordance with applicable laws, and to utilize, invest, deploy and apply such funds, any other surplus fund available with the Company |

**Major events and milestones in the history of our Company**

The table below sets forth some of the major events in the history of our Company:

| Calendar Year | Events |
|---|---|
| FY 2019–20 | Achieved a turnover of ₹10 crore, marking the first major financial milestone; demonstrated resilience during the COVID-19 period with strong recovery. |
| FY 2023–24 | Reached approximately ₹20 crore turnover; enhanced brand recognition through participation in industry events such as Garments Premier League (Goa), Kerala Signature Fashion Expo (IFF), and Kids Fashion Expo (Kerala). |
| FY 2025–26 | Surpassed ₹30 crore turnover, reflecting strong market demand and operational efficiency; strengthened sourcing strategy through direct partnerships with textile mills to ensure superior fabric quality. |

**Awards, accreditations and recognitions received by our Company.**

The table below sets forth some of the awards and accreditations received by our Company:

| Calendar Year | Details |
|---|---|
| 2023 | Received Participation award at "Kids Fashion Expo" in Kerala organised by Ad house. |
| 2025 | Received Participation award at "Kerala's Signature Fashion Expo" organised by Ad house. |

**Time/cost overrun**

We have not experienced any time or cost overrun in setting up of our projects as on the date of this Draft Red Herring Prospectus.

**Defaults or rescheduling/restructuring of borrowings with financial institutions/ banks**

There are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks or conversion of loans into equity in relation to our Company.

**Significant financial or strategic partnership**

Our Company does not have any significant financial and strategic partners as on the date of this Draft Red Herring Prospectus.

**Capacity/ Facility Creation, Location of Plants**

For details pertaining to capacity / facility creation, location of plant refers section "Our Business" on page 148 of this Draft Red Herring Prospectus

**Details of launch of key products or services, entry in new geographies or exit from existing markets, capacity/facility creation or location of plants**

For details pertaining to launch of key products or services, entry in new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see ***"Our Business"*** on page 148.

**Details regarding material acquisition or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten (10) years.**

Our Company has not made any material acquisitions or divestments of any business or undertakings, and has not undertaken any mergers, amalgamations or revaluation of assets in the last ten (10) years preceding the date of this Draft Red Herring Prospectus.

**Corporate profile of our Company**

For details in relation to our corporate profile including details of our business, profile, activities, services, market,

growth, competition, technology, and managerial competence, see ***"Our Business"***, ***"Our Management"***, ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** and ***"Risk Factors"*** on pages 148, 181, 264 and 22, respectively.

**Our Holding Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

**Our Subsidiary, Associate or Joint ventures of our Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary, Associate or Joint Ventures.

**Summary of key agreements**

**Details of Shareholders Agreements and Other Material Agreements**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements and other material agreements. Further, there are no clauses or covenants which are adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment.

**Agreements with our Key Managerial Personnel or Senior Management, Director, Promoter or any other employee.**

None of our Key Managerial Personnel or members of the Senior Management, Director, Promoters, or any other employee either by themselves or on behalf of any other person, have entered into any agreement with the shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Details of guarantees given to third parties by the Promoter.**

Our Promoters have not given any guarantees to the third parties except as mentioned in the chapter of ***"Financial Indebtedness"*** on page 262.

**Other Material Agreements**

Except as disclosed in this Draft Red Herring Prospectus, there are no other agreements, arrangements, clauses, covenants which are material and which are required to be disclosed. Further, there are no clauses or covenants which are adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment.

**Details of Agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of SEBI Listing Regulations**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Shareholders, Promoters, entities forming part of the Promoter Group, related parties, Directors, Key Managerial Personnel, employees of our Company with our Company or amongst themselves, solely or jointly, which either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

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## OUR MANAGEMENT

**Board of Directors**

In terms of the Companies Act, 2013 and our Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of up to fifteen Directors. As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, comprising of three Executive Directors of which one is Women Director and one Non-Executive Non-Independent Director and two Non-Executive Independent Directors. Our Company is in compliance with the laws prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

| Name, Designation, Date of Birth, Address, Qualification, Occupation, Period of Directorship, Original Date of Appointment, Change in Designation, Nationality & DIN | Age (Years) | Other Directorships |
|---|---|---|
| **MR. ANAND BOHRA**<br><br>**Designation:** Chairman and Managing Director<br><br>**Date of Birth:** June 09, 1977<br><br>**Address:** 5-B, Viral Bungalow, Gokul Park, Gollimda, Behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat - 380008.<br><br>**Qualification:** He has passed B.Com. III Year Examination from Maharshi Dayanand Saraswati University, Ajmer.<br><br>**Occupation:** Business<br><br>**Date of Appointment:** Originally, he was appointed as an Executive Director w.e.f. June 05, 2024. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 12, 2026, and May 14, 2026, his designation was changed and he was appointed as Chairman and Managing Director of the Company for a period of 3 (three) years w.e.f. May 14, 2026. Further, he will be liable to retire by rotation.<br><br>**Period of directorship**: Since June 05, 2024<br><br>**Nationality:** Indian<br><br>**DIN:** 06511960 | 49 | ***Indian Companies***<br>• Parswam Creation Private Limited<br><br>***Foreign Companies***<br>*Nil* |

| Name, Designation, Date of Birth, Address, Qualification, Occupation, Period of Directorship, Original Date of Appointment, Change in Designation, Nationality & DIN | Age (Years) | Other Directorships |
|---|---|---|
| **MRS. PALAK BOHRA**<br><br>**Designation:** Whole Time Director<br><br>**Date of Birth:** September 21, 1979<br><br>**Address:** 5-B, Viral Bungalow, Gokul Park, Gollimda, Behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat– 380008<br><br>**Qualification:** She has secured M.A (History) Degree from Maharshi Dayanand Saraswati University, Ajmer.<br><br>**Occupation:** Business<br><br>**Date of Appointment:** Pursuant to approval of Board and Members at their respective meetings held on August 11, 2026, and August 13, 2026, she was appointed as Whole time Director of the Company for a period of 3 (three) years w.e.f. August 13, 2026. Further, she will be liable to retire by rotation.<br><br>**Period of directorship**: Since August 13, 2026.<br><br>**Nationality:** Indian<br><br>**DIN:** 10657836 | 47 | ***Indian Companies***<br>*Nil*<br><br>***Foreign Companies***<br>*Nil* |
| **MR. ADITYA BOHRA**<br><br>**Designation:** Whole-Time Director<br><br>**Date of Birth:** January 07, 2003<br><br>**Address:** 5-B, Viral Bungalow, Gokul Park, Gollimda, Behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat– 380008<br><br>**Qualification:** He has secured B.A. (Special) Degree from Gujarat University.<br><br>**Occupation:** Business<br><br>**Date of Appointment:** Originally, he was appointed as an Additional Director w.e.f. June 12, 2024. Thereafter, his designation was changed, and he was appointed as Executive director on September 30, 2025. Later, pursuant to approval of Board and Members at their respective meetings held on May 12, 2026, and May 14, 2026, his designation was changed and he was appointed as Whole-Time Director of the Company for a period of 3 (three) years w.e.f. May 14, 2026. Further, he will be liable to retire by rotation. | 23 | ***Indian Companies***<br>*Nil*<br><br>***Foreign Companies***<br>*Nil* |

| Name, Designation, Date of Birth, Address, Qualification, Occupation, Period of Directorship, Original Date of Appointment, Change in Designation, Nationality & DIN | Age (Years) | Other Directorships |
|---|---|---|
| **Period of directorship**: Since October 6, 2025<br><br>**Nationality:** Indian<br><br>**DIN:** 10664042 | | |
| **MR. NITIN GADIA**<br><br>**Designation:** Non-Executive Director<br><br>**Date of Birth:** December 04, 1984<br><br>**Address:** 215, Veer Durga Das Nagar, Pali, Rajasthan-306401<br><br>**Qualification:** Cleared Final Examination held by Institute of Chartered Accountants of India (ICAI), Cleared Final Examination held by Institute of Company Secretaries of India (ICSI).<br><br>**Occupation:** Service<br><br>**Date of Appointment:** He was appointed as Non-Executive director on June 19, 2026, pursuant to approval of Board and Members at their respective meetings held on May 28, 2026, and June 19, 2026. Further, he is liable to retire by rotation.<br><br>**Period of directorship**: Since June 19, 2026<br><br>**Nationality:** Indian<br><br>**DIN:** 11736801 | 41 | ***Indian Companies***<br>*Nil*<br><br>***Foreign Companies***<br>*Nil* |
| **MR. BALWANT SINGH DABI**<br><br>**Designation:** Non-Executive Independent Director<br><br>**Date of Birth:** July 20, 1984<br><br>**Address:** Sales Tax Office ke piche, Naya Bazar Bhatakara, Sirohi – 307001, Rajasthan.<br><br>**Qualification:** He has passed Third year T.D.C Commerce Exam held by Mohan Lal Sukhadia University, Udaipur. Secured MBA degree from Sikkim Manipal University.<br><br>**Occupation:** Professional<br><br>**Date of Appointment:** He was appointed as Non-Executive Independent Director, w.e.f. May 14, 2026, pursuant to approval of Members at their meeting held on | 42 | ***Indian Companies***<br><br>*Nil*<br><br>***Foreign Companies***<br>*Nil* |

| Name, Designation, Date of Birth, Address, Qualification, Occupation, Period of Directorship, Original Date of Appointment, Change in Designation, Nationality & DIN | Age (Years) | Other Directorships |
|---|---|---|
| May 14, 2026. He shall hold office for a term of 5 (five) years.<br><br>**Period of directorship**: Since May 14, 2026<br><br>**Nationality:** Indian<br><br>**DIN:** 11706884 | | |
| **MS. VATSALYA NAVIN SAXENA**<br><br>**Designation:** Non-Executive Independent Director<br><br>**Date of Birth:** August 22, 2003<br><br>**Address:** C-203, Viaan Residency, New Vatva, Above Ossia Mall, Daskroi, PO: Vatva Industrial Estate, Ahmedabad, Gujarat– 382445<br><br>**Qualification:** Passed Semester IV under B.A. (Honours Course) Sociology from University of Delhi.<br><br>**Occupation:** Professional<br><br>**Date of Appointment:** She was appointed as Non-Executive Independent Director, w.e.f. May 14, 2026, pursuant to approval of Members at their meeting held on May 14, 2026. She shall hold office for a term of 5 (five) years.<br><br>**Period of directorship**: Since May 14, 2026<br><br>**Nationality:** Indian<br><br>**DIN:** 11709952 | 23 | ***Indian Companies***<br><br>*Nil*<br><br>***Foreign Companies***<br>*Nil* |

**Brief Profile of Directors of our Company:**

**Anand Bohra,** aged 49 years, is the Promoter, Chairman and Managing Director of our Company. He has passed Bachelor of Commerce III Year Examination from Maharshi Dayanand Saraswati University. He has been associated with our Company since inception. With around 8 years of experience in fashion and denim Industry, He plays a pivotal role in strategic planning, product development, sales, and business operations of the Company.

**Palak Bohra,** aged 47 years, is the Promoter and Whole-Time Director of our Company. She holds a degree in Master of Arts in History from Maharshi Dayanand Saraswati University, Ajmer. She and has been associated with our Company since inception. With around 8 years of experience in the fashion textile industry, she is responsible for board level governance, stakeholder engagement, aligning organisational policy with business objective, overseeing financial planning, budgeting and forecasting.

**Aditya Bohra,** aged 23 years, is the Promoter and Whole-Time Director of our Company. He holds a degree in Bachelor of Arts (special) from Gujarat University and has been associated with our Company since June 12, 2024. With around 2 years of experience in the business operations, marketing, and e-commerce management in fashion and denim

industry, he is actively involved in the managing logistics coordination, e-commerce operations, digital presence, and marketing initiatives to enhance brand visibility, customer engagement, and operational efficiency of our company.

**Nitin Gadia,** aged 41 years, is the Non- Executive Director of our Company. He holds certificate of membership from Institute of Chartered Accountant of India and Institute of Company Secretaries of India. He has been associated with our Company since June 19, 2026. He has more than one decade of experience in the accounting, taxation, audit, MIS reporting, banking operations, financial reporting, regulatory compliances, and liaisoning with banks and authorities. He is currently serving as Senior Manager at Gujarat Sidhee Cement Limited and has previously been associated with Forever Jewellers Private Limited.

**Balwant Singh Dabi,** aged 42 years, is the Non-Executive Independent Director of our Company. He has passed Third year T.D.C Commerce Exam held by Mohan Lal Sukhadia University, Udaipur and Degree in Master of Business Administration from the Sikkim Manipal University. He has been associated with our Company since May 14, 2026. He is currently serving as Assistant Accounts Manager at Stelmec Limited and has previously been associated with Prism Johnson Limited, Sharad Enterprise, and Chartered Carrier Limited. He has around more than one decade of experience in finance and accounting domain, with expertise in managing accounts receivable, accounts payable, and general ledger across various industries.

**Vatsalya Navin Saxena,** aged 23 years, is the Non-Executive Independent Director of our Company. She has passed Semester IV under Bachelor of Arts (Honours Course) Sociology from University of Delhi. She has been associated with our Company since May 14, 2026. Prior to joining our Company, she was associated with Rankora Technologies Private Limited. She has around 2 years of experience in public relations, client outreach, stakeholder engagement, and brand communication.

**Confirmations**

None of our Directors were or are directors of listed company, during the preceding five years of this Draft Red Herring Prospectus whose shares have been or were suspended from being traded on any stock exchanges during his / her tenure as a director of such listed 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.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers or Fugitive Economic Offender as defined under the SEBI ICDR Regulations.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Except as stated in *Restated Financial Information – Annexure V: Statement of Related Parties & Transactions* on page 246, there are not any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the Company, Key Managerial Personnel, Directors.

There are no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the Company, Directors and Key Managerial Personnel.

**Relationship between our Directors and Key Managerial Persons/ Senior Management**

The following Directors, KMPs and SMPs of the Company are related to each other within the meaning of Section 2(77) of the Companies Act. Details of which are as follows:

| Name of Director / KMP/ SMP | Relation with other Directors / KMP / SMP |
|---|---|
| Anand Bohra | • Spouse of Palak Bohra (WTD)<br>• Brother of Arvind Bohra (CFO)<br>• Father of Aditya Bohra (WTD)<br>• Brother-in-law of Garima Jain (SMP) |

| | |
|---|---|
| Palak Bohra | • Spouse of Anand Bohra (MD & Chairman)<br>• Mother of Aditya Bohra (WTD)<br>• Sister-in-law of Arvind Bohra (CFO) |
| Aditya Bohra | • Son of Anand Bohra (MD & Chairman)<br>• Son of Palak Bohra (WTD) |
| Arvind Bohra | • Brother of Anand Bohra (MD & Chairman)<br>• Spouse of Garima Jain (SMP)<br>• Brother-in-law of Palak Bohra (WTD) |
| Garima Jain | • Spouse of Arvind Bohra (CFO)<br>• Sister-in-law of Anand Bohra (MD & Chairman) |

**Arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director**

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors have been appointed on the Board.

**Service contract with Directors**

Other than statutory benefits that the Directors, KMPs and SMPs are entitled to, upon their retirement, none of our Directors, KMPs and SMPs have entered into service contracts with our Company which provide benefits upon termination of employment.

**Terms of employment of our Executive Director**

The terms and conditions of appointment of our Directors and the remuneration payable will be governed as per the terms of their appointment approved by the Board and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any, of the Companies Act read with Schedule V to the Companies Act and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). Brief details of the terms and conditions of their appointment are set forth below:

**1. Anand Bohra**

He was appointed as the Chairman and Managing Director of our Company pursuant to the resolution passed by our Board of Directors on May 12, 2026, and Shareholders on May 14, 2026.

Remuneration upto ₹ 40,00,000 /- per annum including perquisites if any. Salary structure can be reviewed and/ or revised by the Board within the limits prescribed under the Companies Act 2013 during the term of appointment of Managing Director.

Period: Serve as Chairman and Managing Director of the Company for a period of 3 (three) years w.e.f. May 14, 2026. Further, he will be liable to retire by rotation.

**2. Palak Bohra**

She was appointed as the Whole Time Director of our Company pursuant to the resolution passed by Board of Directors on August 11, 2026, and Shareholders on August 13, 2026.

Remuneration upto ₹ 30,00,000/- per annum including perquisites if any. Salary structure can be reviewed and/ or revised by the Board within the limits prescribed under the Companies Act 2013 during the term of appointment of Whole-Time Director.

Period: Serve as Whole Time Director of the Company for a period of 3 (three) years w.e.f. August 13, 2026. Further, she will be liable to retire by rotation.

**3. Aditya Bohra**

He was appointed as the Whole Time Director of our Company pursuant to the resolution passed by Board of Directors on May 12, 2026, and Shareholders on May 14, 2026.

Remuneration upto ₹ 30,00,000 /- per annum including perquisites if any. Salary structure can be reviewed and/ or revised by the Board within the limits prescribed under the Companies Act 2013 during the term of appointment of Whole-Time Director.

Period: Serve as Whole Time Director of the Company for a period of 3 (three) years w.e.f. May 14, 2026. Further, he will be liable to retire by rotation.

**Sitting fees and commission of our Non-Executive Directors and Independent Directors**

Our Board, pursuant to its resolution dated May 12, 2026, has decided that each of our Non- Executive Directors and Independent Directors is entitled to receive sitting fees of ₹ 5000/- for attending each meeting of our Board and the committees constituted of the Board.

Further, our Non-Executive Directors and Independent Directors are entitled to receive reimbursement of actual out-of-pocket expenses incurred for participating in meetings of the Board, its committees, and general meetings. They may also be paid profit-related commission, subject to the overall limits stipulated under Section 197 of the Companies Act, 2013, as may be determined by the Board from time to time in accordance with their respective letters of appointment.

**Payment or benefits to Directors**

The details of payments and benefits made to our Directors by our Company, in the Financial Year 2025-2026 are as follows:

***Executive Directors***

| S. No. | Name of the Executive Director | Designation | Amount (₹ in Lakhs.) |
|---|---|---|---|
| 1 | Anand Bohra | Chairman & Managing Director | 15 |
| 2 | Palak Bohra | Whole - Time Director | 12* |
| 3 | Aditya Bohra | Whole - Time Director | 9 |

**Mrs. Palak Bohra was appointed as an Executive Director w.e.f. June 05, 2024. Thereafter, she resigned from the company as on May 20, 2026. Later, she was re-appointed as Whole Time Director w.e.f August 13, 2026. Therefore, remuneration has been paid in the financial year 2025-26 in her capacity as Executive Director.*

***Non-Executive Non-Independent Directors***

| S. No. | Name of the Non-Executive Directors & Independent Director | Designation | Amount (₹ in Lakhs.) |
|---|---|---|---|
| 1. | Nitin Gadia | Non-Executive Non-Independent Director | Nil# |

*#Appointed as on w.e.f May 14, 2026*

***Non-Executive Directors and Independent Directors***

| S. No. | Name of the Non-Executive Directors & Independent Director | Designation | Amount (₹ in Lakhs.) |
|---|---|---|---|
| 1. | Balwant Singh Dabi | Non-Executive Independent Director | Nil# |
| 2. | Vatsalya Navin Saxena | Non-Executive Independent Director | Nil# |

*#Appointed as on w.e.f May 14, 2026*

**Remuneration paid or payable to our Directors from our Subsidiaries**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

**Bonus or profit-sharing plan of the Directors**

None of our Directors are entitled to any bonus or profit-sharing plan of our Company.

**Contingent or Deferred Compensation to our Directors**

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration

**Shareholding of Directors in our Company**

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares, as on the date of this Draft Red Herring Prospectus:

| Name of Director | No. of Equity Shares held | % of the Pre-Offer paid up share capital |
|---|---|---|
| Anand Bohra | 21,60,000 | 27.00 |
| Palak Bohra | 16,00,000 | 20.00 |
| Aditya Bohra | 3,20,000 | 4.00 |
| **Total** | **40,80,000** | **54.00%** |

**Interests of our Directors**

All our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company. Our Non-Executive Director or Independent Directors may be deemed to be interested to the extent of as sitting fees and commission, if any, payable to them for attending meetings of our Board or Committees thereof as approved by our Board and or shareholders and reimbursement of expenses payable to them, as approved by our Board. For further details, please see the section entitled *"**Terms of Appointment of our Executive Director**"* and *"**Payment or benefit to Directors of our Company**" on page 186.*

Further, except as disclosed under '*Shareholding of Directors in our Company*' above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them in the Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company. For details, see "***Restated Financial Information – Annexure V Note 32: Statement of Related Parties & Transactions***" on page 246.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by the Directors from our Company. Further, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company, except to the extent of related party transactions already disclosed under *"**Restated Financial Information – Annexure V Note 32: Statement of Related Parties & Transactions***" on page 246.

There is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

As on the date of this Draft Red Herring Prospectus, except for Anand Bohra, Palak Bohra and Aditya Bohra who are the Promoters of our Company, none of our other Directors are interested in the promotion of our Company. For further details, see "***Our Promoters and Promoter Group***" on page *196*.

**Changes in Board of Directors in Last 3 Years**

Except as mentioned below, there have been no changes in our Directors in the last three years:

| Name | Date of Change | Reason |
|---|---|---|
| Arvind Bohra | June 05, 2024 | Appointment as first director of the company. |
| Anand Bohra | June 05, 2024 | Appointment as first director of the company. |
| Palak Bohra | June 05, 2024 | Appointment as first director of the company. |
| Aditya Bohra | June 12, 2024 | Appointment as Additional Director. |
| Aditya Bohra | September 30, 2024 | Change in Designation to Executive Director. |
| Balwant Singh Mohan Singh Dabi | May 14, 2026 | Appointment as Non - Executive Independent Director. |
| Vatsalya Navin Saxena | May 14, 2026 | Appointment as Non - Executive Independent Director. |
| Arvind Bohra | May 14, 2026 | Change in designation to Whole Time Director. |
| Anand Bohra | May 14, 2026 | Change in designation to Chairman and Managing Director. |
| Aditya Bohra | May 14, 2026 | Change in designation to Whole Time Director. |
| Palak Bohra | May 20, 2026 | Ceased to be a Director due to unavoidable circumstances. |
| Nitin Gadia | June 19, 2026 | Appointment as Non-Executive Director. |
| Arvind Bohra | August 11, 2026 | Ceased to be a Director due to unavoidable circumstances. |
| Palak Bohra | August 13, 2026 | Appointment as Whole Time Director. |

**Details of Borrowing Powers of Directors**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to Board resolution passed at the Board Meeting dated September 1, 2024 and Special Resolution passed at the Extra-Ordinary General Meeting dated September 30, 2024 our Board is authorised to borrow money by way of term loans, fund based, non-fund-based credit facilities, working capital facilities or any other kind of financial assistance, whether secured or unsecured, granted by banks and financial institutions or otherwise, subject to an overall limit not exceeding ₹ 80 crores or the aggregate of the paid up capital and free reserves of the company, whichever is higher.

**Corporate Governance**

The provisions of the Companies Act, 2013, SEBI LODR Regulations and SEBI ICDR Regulations relating to corporate governance, will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. We are in compliance to the extent applicable with the requirements of the SEBI LODR Regulations, the Companies Act, 2013 and other applicable regulations, in respect of corporate governance in respect of the constitution of the Board and Committees thereof, and formulation and adoption of policies.

As on the date of filing of the Draft Red Herring Prospectus, our Board of Directors consists of six (6) directors of which three (3) Executive Directors, one (1) Non-Executive Non-Independent Director, two (2) are Non-Executive Independent Directors, and we have one (1) women director on the Board. The constitution of our Board is in compliance with the Companies Act, 2013 and SEBI LODR Regulations, to the extent applicable.

**Committees of our Board**

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute other committees for various functions as may be required.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of our Board:

(a) Audit Committee
(b) Stakeholders Responsibility Committee
(c) Nomination and Remuneration Committee
(d) Corporate Social Responsibility Committee

**(a) Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated July 9, 2026, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The current constituted Audit Committee comprises following members:

| Name of the Directors | Status in Committee | Nature of Directorship |
|---|---|---|
| Balwant Singh Dabi | Chairman | Non - Executive Independent Director |
| Vatsalya Navin Saxena | Member | Non - Executive Independent Director |
| Nitin Gadia | Member | Non - Executive Director |

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

***Terms of Reference for the Audit Committee:***

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, for the following:

The Audit Committee shall, inter alia, have the powers, roles and responsibilities prescribed under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015, including:

a) Oversight of the Company's financial reporting process and disclosure of financial information;
b) Recommendation for appointment, remuneration, terms of appointment, removal and monitoring of Statutory Auditors and Internal Auditors;
c) Review and monitoring of auditor independence and performance;
d) Examination and review of quarterly, half-yearly and annual financial statements before submission to the Board;
e) Approval or subsequent modification of related party transactions;
f) Evaluation of internal financial controls, risk management systems and internal audit function;
g) Review of the adequacy and effectiveness of internal control systems;
h) Scrutiny of inter-corporate loans and investments;
i) Review of the functioning of the whistle blower mechanism/vigil mechanism;
**j)** Such other powers, duties and responsibilities as may be prescribed under applicable laws or assigned by the Board from time to time.

**(b) Stakeholders Relationship Committee**

Our Company has constituted the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated July 9, 2026. The constituted Stakeholders Relationship Committee comprises the following:

| Name of the Directors | Status in Committee | Nature of Directorship |
|---|---|---|
| Nitin Gadia | Chairman | Non – Executive Director |
| Balwant Singh Dabi | Member | Non – Executive Independent Director |
| Vatsalya Navin Saxena | Member | Non – Executive Independent Director |

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

***Terms of Reference of Stakeholders Relationship Committee:***

the Committee shall consider and resolve the grievances of security holders of the Company, including shareholders, debenture holders and other security holders and shall perform, inter alia, the following functions:

a) Redressal of complaints of shareholders and other security holders including complaints relating to transfer/transmission of shares, non-receipt of annual reports, dividends, issue of duplicate share certificates and other investor service matters;

b) Review of measures taken for effective exercise of voting rights by shareholders;

c) Review of adherence to service standards adopted by the Company in respect of services rendered by the Registrar and Share Transfer Agent;

d) Review of various measures and initiatives taken for reducing unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports and statutory notices by shareholders;

e) Monitoring investor grievance redressal mechanisms and investor relations practices;

f) Review of compliance with applicable laws and regulations relating to investor services and stakeholder relationship matters;

g) Performing such other functions as may be delegated by the Board or required under applicable laws from time to time.

**(c) Nomination and Remuneration Committee**

Our Company has constituted the Nomination and Remuneration Committee, vide Board Resolution dated July 9, 2026 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Nomination and Remuneration Committee comprise the following:

| Name of the Directors | Status in Committee | Nature of Directorship |
|---|---|---|
| Nitin Gadia | Chairman | Non – Executive Director |
| Balwant Singh Dabi | Member | Non – Executive Independent Director |
| Vatsalya Navin Saxena | Member | Non – Executive Independent Director |

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee.

***The role of the Nomination and Remuneration Committee shall be as follows:***

The Committee shall exercise and perform the powers, functions and duties prescribed under applicable laws, including but not limited to:

a) Identifying persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommending their appointment and removal to the Board;

b) Formulating the criteria for determining qualifications, positive attributes and independence of directors;

c) Recommending to the Board a policy relating to remuneration of directors, key managerial personnel and senior management personnel;

d) Formulating criteria for evaluation of performance of independent directors and the Board of Directors;

e) Devising a policy on Board diversity;

f) Reviewing and recommending remuneration packages, commission, incentives and other benefits payable to directors, key managerial personnel and senior management;

g) Administering and supervising employee stock option schemes and other share-based benefit schemes, wherever applicable;

h) Succession planning for directors, key managerial personnel and senior management personnel;

i) Carrying out evaluation of every director's performance and recommending continuation or extension of the term of appointment of independent directors on the basis of performance evaluation;

j) Performing such other functions and duties as may be assigned by the Board or prescribed under applicable laws from time to time.

**(d) Corporate Social Responsibility Committee**

Our Company has constituted the Corporate Social Responsibility Committee, vide Board Resolution dated August 31, 2026, as per the applicable provisions of the Section 135 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Corporate Social Responsibility Committee comprise the following:

| Name of the Directors | Status in Committee | Nature of Directorship |
|---|---|---|
| Anand Bohra | Chairman | Managing Director |
| Palak Bohra | Member | Whole Time Director |
| Vatsalya Navin Saxena | Member | Non – Executive Independent Director |

The Company Secretary of our Company shall act as a Secretary to the Corporate Social Responsibility Committee.

***The role of the Corporate Social Responsibility Committee shall be as follows:***

The Committee shall exercise and perform the powers, functions and duties prescribed under applicable laws, including but not limited to:

a) Formulating and recommending to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Companies Act, 2013;

b) Recommending the amount of expenditure to be incurred on CSR activities;

c) Monitoring the CSR Policy of the Company from time to time and recommending modifications, if any;

d) Formulating and recommending to the Board an annual action plan in pursuance of the CSR Policy;

e) Monitoring the implementation of CSR projects, programmes and activities undertaken by the Company;

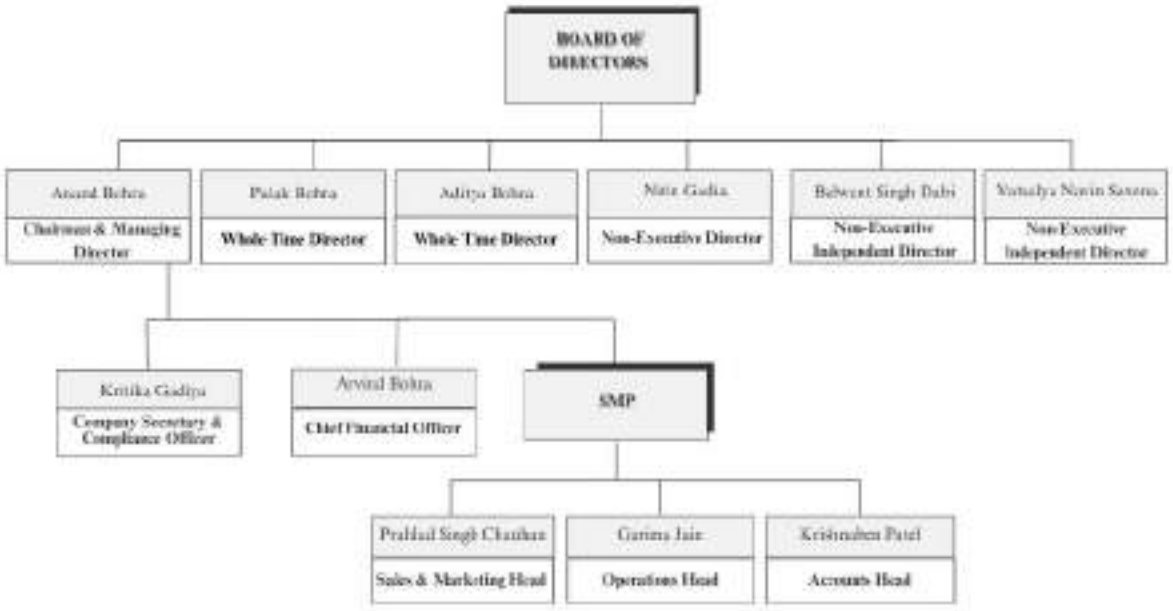
f) Reviewing the impact assessment reports, wherever applicable, and making suitable recommendations to the Board;

g) Ensuring compliance with all statutory requirements relating to CSR under applicable laws;

h) Performing such other functions as may be delegated by the Board or required under applicable laws from time to time.

**Management Organization Structure**

The following chart depicts our Management Organization Structure:




**Key Managerial Personnel and Senior Management**

***Key Managerial Personnel***

In addition to Anand Bohra, our Managing Director, Palak Bohra and Aditya Bohra our Whole Time Director whose details have been provided under the paragraph '*Our Management -Brief profile of our Directors*' on page 181, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

**Kritika Gadiya** aged 29 years is the Company Secretary and Compliance Officer of our Company. She has passed Bachelor of Commerce (B.Com.) Final Year Examination and L.L.B (3 years) Law Final year Examination held by Jai Narayan Vyas University and holds certificate of membership from Institute of Company Secretaries of India and he has been associated with our Company since May 12, 2026 and is responsible managing the Company's secretarial and compliance functions, including statutory and regulatory compliances, board and shareholder meetings, statutory filings and records, and corporate governance matters. Prior to joining our Company, she was associated with Lead Reclaim and Rubber Products Limited. Since she was appointed on May 12, 2026, no remuneration was paid to her for her role as Company Secretary in our Company in Financial year 2025-26.

**Arvind Bohra,** aged 47 years, is the Promoter and Chief Financial Officer of our Company. He has passed Bachelors of Commerce (Honours) Examination from the Maharshi Dayanand Saraswati University. He has been associated with our Company since inception. With around 8 years of experience in the fashion textile industry, he is responsible for overseeing financial planning, treasury management, governance, audit functions, risk management and financial strategy. He was paid remuneration ₹ 15.00 Lakhs for his role as Chief Financial Officer in our Company in Financial year 2025-26.

***Senior Management Personnel***

In addition to the Company Secretary and the Chief Financial Officer of our Company, whose details are provided in "***Our Management – Key Managerial Personnel***" above the details of our Senior Management, as on the date of this Draft Red Herring Prospectus are as follows:

**Prahlad Singh Chouhan,** aged 31 years, is the Sales & Marketing Head of our company. He completed his matriculation from the Board of Secondary Education, Rajasthan and does not hold any formal degree. He has been associated with the Company since its incorporation and continued his role from the conversion of the M/s Siddhi Vinayak Creation (Partnership firm) into the Company. He initially joined M/s Siddhi Vinayak Creation (Partnership firm) on January 01, 2018. He is responsible for sales growth through strategy execution, market expansion, client relationship management, and sales team coordination in our company. He has experience of more than 8 years in Sales

& Marketing in textile industry. He was paid remuneration ₹ 4.80 Lakhs for his role as Sales & Marketing Head in our Company in Financial year 2025-26.

**Garima Jain,** aged 42 years, is the Operations Head and Promoter of our company. She has completed Bachelor of Commerce and Master of Arts in Sociology from Maharshi Dayanand Saraswati University, Ajmer. She has been associated with the Company since its incorporation and continued her role from conversion of the M/s Siddhi Vinayak Creation (Partnership firm) into the Company. She initially joined M/s Siddhi Vinayak Creation (Partnership firm) on January 01, 2018. She is responsible for overseeing operations, process implementation, customer order management, and vendor coordination to ensure operational efficiency and timely fulfillment. She has experience of 8 years in Operations and Administration functions. She was paid remuneration ₹ 12.00 Lakhs for her role as Operational Head in our Company in Financial year 2025-26.

**Krishnaben Patel,** aged 23 years, is the Accounts Head of our company. She has completed Bachelor of Business Administration from Gujarat University. She has been associated with the Company since its incorporation and continued her role from the conversion of the M/s Siddhi Vinayak Creation (Partnership firm) into the Company. She initially joined M/s Siddhi Vinayak Creation (Partnership firm) on July 16, 2024. She has been associated with our Company since inception and is responsible for accounting operations and financial reporting. She has 2 years of experience in accounts & financial management. She was paid remuneration ₹ 3.60 Lakhs for her role as Accounts Head in our Company in Financial year 2025-26.

**Confirmations**

Except as disclosed under the heading ***"Relationship between our Directors and Key Managerial Persons/ Senior Management"*** hereinabove, none of the key managerial personnel and Senior Management are related to each other or to our Promoters or to any of our Directors.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our other Key Managerial Personnel or Senior Management were selected as key managerial personnel or senior management personnel.

**Interest of Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

There is no contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel or Senior Management, even if the compensation is payable at a later date.

Other than as disclosed in this section and as disclosed in ***"Restated Financial Information*** – 205***: Statement of Related Parties & Transactions"*** on page 60, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management in all capacities in Fiscal 2025-26.

No loans have been availed by our Key Management Personnel or Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

For further details of the interest of our Executive Directors in our Company, see "*Interests of Directors*" on page 188.

**Payment or Benefit to 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, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as disclosed in "*Interests of Directors*" on page 188 and stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefits in kind has been paid or given, in the two years preceding of the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers including the Key Managerial Personnel and Senior Management except remuneration and reimbursements for services rendered as Directors, officers or employees of our Company.

**Bonus or profit-sharing plans for our Key Managerial Personnel or Senior Management**

Other than as disclosed in "*Bonus or profit-sharing plan of the Directors*", and the annual variable payments which our Key Managerial Personnel or Senior Management are entitle to, our Key Managerial Personnel or Senior Management are not parties to any bonus or profit-sharing plan of our Company.

**Shareholding of our Key Managerial Personnel or Senior Management in our Company**

Except as disclosed below and in "*Shareholding of Directors in our Company*", none of our Key Managerial Personnel or Senior Management hold any Equity Shares.

| Name of Director | No. of Equity Shares held | % of the Pre-Offer paid up share capital |
|---|---|---|
| Garima Jain | 16,00,000 | 20.00 % |
| Arvind Bohra | 21,60,000 | 27.00% |
| **Total** | 37,60,000 | **47.00%** |

**Changes in Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years.**

Except as mentioned below, there have been no changes in our Key Managerial Personnel and Senior Management Personnel in the last three years:

| Name | Date of appointment / change in designation / cessation | Reason |
|---|---|---|
| Prahlad Singh Chouhan | June 05, 2024 | Appointed as Sales & Marketing Head |
| Garima Jain | June 05, 2024 | Appointed as Operations Head |
| Krishnaben Patel | July 16, 2024 | Appointed as Accounts Head |
| Kritika Gadiya | May 12, 2026 | Appointed as Company Secretary and Compliance Officer |
| Arvind Bohra | May 12, 2026 | Appointed as Chief Financial Officer |
| Palak Bohra | May 21, 2026 | Appointed as Human Resource Head |
| Palak Bohra | August 13, 2026 | Resigned as Human Resource Head |

**Employee stock option schemes**

As on date of this Draft Red Herring Prospectus, our Company does not have any employee stock option scheme.

*[Remainder of this page has been intentionally left blank]*

## OUR PROMOTER AND PROMOTER GROUP

**Our Promoters**

The promoters of our Company are Anand Bohra, Arvind Bohra, Palak Bohra, Garima Jain and Aditya Bohra. As on date of this Draft Red Herring Prospectus, our Promoters in aggregate hold 78,40,000 Equity Shares in our Company, representing 98% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of shareholding of the Promoter in our Company, see **"*Capital Structure – Capital Build Up in respect of shareholding of our Promoters*"** on page 77 of this DRHP.

**BRIEF PROFILE OF OUR PROMOTERS ARE AS FOLLOWS:**

<table>
<tr>
<td> 
</td>
<td>Name- Mr. Anand Bohra<br><br>Date of Birth- June 09, 1977<br><br>Age- 49 years<br><br>PAN- AGJPB4898C<br><br>Personal Address- 5-B, Viral Bungalow, Gokul Park, Gollimda, behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat-380008.<br><br>Other Venture-<br>• Shareholder & director of 'Parswam Creations Pvt. Ltd.'<br>• Karta of 'Anand Bohra HUF'<br><br>For a complete profile of Anand Bohra, along with the details of his educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see "Our Management" on page 181.</td>
</tr>
<tr>
<td> 
</td>
<td>Name- Mr. Arvind Bohra<br><br>Date of Birth- November 21, 1978<br><br>Age- 47 years<br><br>PAN- AFLPB8548J<br><br>Personal Address- 5-B, Viral Bungalow, Gokul Park, Gollimda, behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat-380008.<br><br>Other Venture-<br>• Shareholder & director of 'Parswam Creations Pvt. Ltd.'<br>• Karta of 'Arvind Bohra HUF'<br>• Proprietor of 'Siddhi Vinayak Creations'<br><br>For a complete profile of Arvind Bohra, along with the details of his educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships,</td>
</tr>
</table>

| | |
|---|---|
| | other ventures and special achievements, please see **"*Our Management*"** on page 181. |
|  | **Name-** Mrs. Palak Bohra<br>**Date of Birth-** September 21, 1979<br>**Age-** 46 years<br>**PAN-** AITPB7340M<br>**Personal Address-** 5-B, Viral Bungalow, Gokul Park, Gollimda, behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat-380008.<br>**Other Venture-**<br>• Member of 'Anand Bohra HUF'<br>For a complete profile of Palak Bohra, along with the details of her educational qualifications, professional experience, her business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see **"*Our Management*"** on page 181. |
|  | **Garima Jain** is one of our Promoters and Operations Head of our Company.<br>**Date of birth:** November 29, 1983<br>**Age:** 42 years<br>**PAN**- AKKPB4822B<br>**Personal address:** 5/B Viral Gokul Park, Near Parimal Hospit, Maninagar, Ahmedabad City, Ahmedabad - 380008, Gujarat.<br>**Other Venture-**<br>• Member of 'Arvind Bohra HUF'<br>For complete profile of Garima Jain, along with details of her educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see chapter titled ***"Our Management – Key Managerial Personnel and Senior Management Personnel"*** on page 181. |

| | |
|---|---|
|  | **Name-** Mr. Aditya Bohra<br>**Date of Birth-** January 07, 2003<br>**Age-** 23 years<br>**PAN-** FOMPB7688E<br>**Personal Address-** 5-B, Viral Bungalow, Gokul Park, Gollimda, behind Devam Hospital, Gol Limda Maninagar, Ahmedabad, Gujarat-380008.<br>**Other Venture-**<br>• Member of 'Anand Bohra HUF'<br>For a complete profile of Aditya Bohra, along with the details of his educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see **"*Our Management*"** on page 181. |

**Declaration**

Our Company confirms that the Permanent Account Number, Bank Account Number, Passport Number, Aadhar Card Number and Driving License Number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Draft Red Herring Prospectus.

Our Promoters or the members of our Promoter Group have not been declared as fugitive economic offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.

No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a Promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Pursuant to the board resolution dated August 11, 2026 in terms of SEBI ICDR Regulations, our Board has taken on record Anand Bohra, Arvind Bohra**,** Palak Bohra, Garima Jain and Aditya Bohra as the Promoters of the Company. For details on their respective shareholding build up, please refer to Chapter titled *"Capital Structure"* on page 77 of this Draft Red Herring Prospectus.

**Change in control of our Company**

There has not been any change in the control of our Company in the since inception till the date of this Draft Red Herring Prospectus.

**Interest of Promoter in promotion of our Company**

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company (ii) of their respective shareholding directly or indirectly along with that of their relatives in our Company, (iii) their directorship

in our Company (wherever applicable), and (iv) the dividends payable, if any, and any other distributions in respect of his shareholding in our Company or the shareholding of his relatives in our Company. For further details of the shareholding, directorships and interest of our Promoter in our Company, see chapter titled "*Capital Structure*", "*Our Management – Interest of Directors*" and "*Restated Financial Statements*" on pages 77, 188 and 205 of this DRHP.

**Interest of Promoter in property of our Company**

Our Promoter is not interested in any transaction in acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements. **Interest of our Promoter in our Company other than as Promoters**

Our Promoters, Mr. Anand Bohra, Mr. Arvind Bohra, Mrs. Palak Bohra, Mrs. Garima Jain and Mr. Aditya Bohra are serve as the Chairman and Managing Director, Chief Financial Officer, Whole time Director, Operations Head, and Whole time Director respectively, of our Company and, therefore, may deemed to be considered interested to the extent of any remuneration which shall be payable to them in such capacity. Except as stated in this section and the section titled ***"Our Management"*** and ***"Related Party Transactions"*** on page nos. 181 and 60, respectively, of this DRHP, our Promoters do not have any interest in our Company other than as a Promoter.

**Other Interest and Disclosures**

Except as stated in this section and the section titled ***"Our Management"***, ***"Related Party Transactions"*** on page nos. 181 and 60, respectively, of this Draft Red Herring Prospectus, our Promoters do not have any interest in our Company other than as a Promoter.
Our Promoters are not interested in any transaction in acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

**Payment or benefits to our Promoter or our Promoter Group**

There has been no payment of benefits to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or any member of the Promoter Group by the Company as on the date of this Draft Red Herring Prospectus except remuneration and interest on Loan received by Promoters and member of Promoter Group as stated in "*Restated Financial Statements*" beginning on page 205.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters or the Promoter Group are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made other than as disclosed in "*History and Certain Corporate Matters—Shareholders' Agreements and Other Agreement*s", "*Our Management*" and "*Statement of Related Parties & Transactions*" on pages 180, 181 and 60 respectively.

**Companies or firms with which our Promoter has disassociated in the last three years**

Our Promoters has not disassociated himself from any company or firm in the three years immediately preceding the date of this Draft Red herring Prospectus.

**Material Guarantees**

Other than as disclosed in "*Financial Indebtedness – Guarantee"* on page 262, our Promoter have not given any material guarantees to any third parties with respect to the Equity Shares of our Company, on behalf of the Company.

**Other ventures of our Promoters**

Save and except as disclosed under this section titled "Details of the Promoters" and in the chapter titled ***"Our***

***Promoters and Promoter Group"*** beginning on page 196 of this Draft Red Herring Prospectus, our Promoters do not have any business interests or other interests in any other ventures.

**Outstanding Litigation details pertaining to our Promoters**

For details of litigations involving our Promoters, please refer to the chapter titled ***"Outstanding Litigations and Material Developments"*** on page no. 281 of this Draft Red Herring Prospectus.

**Experience of Promoters in the line of business of our Company**

Our Promoters have adequate experience in the line of business, including any proposed line of business, of our Company. For details in relation to the experience of our Promoters in the business of our Company, please refer to the chapter titled ***"Our Management"*** on page no. 181 of this Draft Red Herring Prospectus.

**Related Party Transactions**

Except as stated in this section and the sections titled ***"Our Management"*** and ***"Related Party Transactions"*** on page nos. 181, and 60, respectively, of this Draft Red Herring Prospectus, there are no other related party transactions.

None of our Promoters or Directors appear in the list of struck-off companies by the RoC or the MCA under section 248 of the Companies Act.

**Confirmations**

Our Promoter 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 Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Promoters or Promoter Group or Group Company or persons in control of our Company has been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad."

Our Promoter and members of our Promoter Group is not and has never been promoter, director, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There are no conflict of interests between the third party service providers (crucial for operations of the Company) and the Company, Promoters and Promoter Group.

Except for the business relationship that may exist between the Company, Promoters and Promoter Group and the lessor of the immovable properties, (crucial for operations of the company), there are no conflict of interest between the lessor and the Company, Promoters and Promoter Group.

**Our Promoter Group**

In addition to our Promoters, individuals and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

***A. Individuals forming part of our Promoter Group***

| Name of the Promoter | Name of the member of Promoter Group | Relationship with the Promoter |
|---|---|---|
| Anand Bohra | Padam Chand Bohra | Father |
| | Prem Kanwar Bohra | Mother |
| | Arvind Bohra | Brother |
| | Neelu Sethi | Sister |
| | Jayanti Banthiya* | |

| | | |
|---|---|---|
| | Palak Bohra | Spouse |
| | Aditya Bohra | Son |
| | Shanu Jain** | Daughter |
| | Umeed mal Dugar | Spouse's Father |
| | Urmila Duggar | Spouse's Mother |
| | Ronak Duggar | Spouse's Brother |
| | Ruchi Golecha | Spouse's Sister |
| | Khushboo Kothari | |
| Arvind Bohra | Padam Chand Bohra | Father |
| | Prem Kanwar Bohra | Mother |
| | Anand Bohra | Brother |
| | Neelu Sethi | Sister |
| | Jayanti Banthiya* | |
| | Garima Jain | Spouse |
| | Aviral Bohra | Son |
| | Avishi Jain** | Daughter |
| | Suresh Kumar Dungarwal | Spouse's Father |
| | Manju Dungarwal | Spouse's Mother |
| | Vishal Jain | Spouse's Brother |
| Palak Bohra | Umeed mal Dugar | Father |
| | Urmila Duggar | Mother |
| | Ronak Duggar | Brother |
| | Ruchi Golecha | Sister |
| | Khushboo Kothari | |
| | Anand Bohra | Spouse |
| | Aditya Bohra | Son |
| | Shanu Jain** | Daughter |
| | Padam Chand Bohra | Spouse's Father |
| | Prem Kanwar Bohra | Spouse's Mother |
| | Arvind Bohra | Spouse's Brother |
| | Neelu Sethi | Spouse's Sister |
| | Jayanti Banthiya* | |
| Garima Jain | Suresh Kumar Dungarwal | Father |
| | Manju Dungarwal | Mother |
| | Vishal Jain | Brother |
| | Garima Jain | Spouse |
| | Aviral Bohra | Son |
| | Avishi Jain** | Daughter |
| | Padam Chand Bohra | Spouse's Father |
| | Prem Kanwar Bohra | Spouse's Mother |
| | Anand Bohra | Spouse's Brother |
| | Neelu Sethi | Spouse's Sister |
| | Jayanti Banthiya* | |
| Aditya Bohra | Anand Bohra | Father |
| | Palak Bohra | Mother |
| | - | Brother |
| | Shanu Jain** | Sister |
| | - | Spouse |
| | - | Son |
| | - | Daughter |
| | - | Spouse's Father |
| | - | Spouse's Mother |
| | - | Spouse's Brother |

| | | |
|---|---|---|
| | - | Spouse's Sister |

**Exemption filed as details of this member of promoter group are not available.*
***Minor member of Promoter Group.*

***B. The entities forming a part of our Promoter Group***

| S. No. | Name of Entity | Type Of Entity |
|---|---|---|
| 1. | Parswam Creation Private Limited | Company |
| 2. | Anand Bohra HUF | HUF |
| 3. | Arvind Bohra HUF | HUF |
| 4. | Amit Kothari HUF | HUF |
| 5. | Sumit Golecha HUF | HUF |

*[Remainder of this page has been intentionally left blank]*

## OUR GROUP COMPANY

As per the SEBI ICDR Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS18) issued by the Institute of Chartered Accountants of India such other companies as considered material by our Board.

Under the SEBI ICDR Regulations, the definition of 'group companies' includes such companies (other than the promoters and subsidiaries) with which the Company entered into related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and such other companies considered material by the Board. Pursuant to a Board resolution dated August 31, 2026 our Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that: i) all companies with which the Company has entered into related party transaction as set out in the Restated Financial Statements; or such other companies as considered material by the Board are identified as Group Companies.

Accordingly, as on the date of this DRHP, our Company has no Group Companies.

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## DIVIDEND POLICY

The declaration and payment of dividends on the Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act and rules made thereunder, to the extent applicable to our Company, and the SEBI Listing Regulations and the dividend policy of our Company, which may be reviewed and amended periodically by the Board.

Our Company does not have formal dividend distribution policy. The quantum of dividend, if any, and our ability to pay dividend will depend on a number of factors, including but not limited to the capital expenditure requirements, profit earned during the financial year and profit available for distribution, working capital requirements, business expansion and growth, cost of borrowing, economic environment, capital markets, and other factors considered by our Board. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, please see "***Financial Indebtedness***" on page 262 of this DRHP. 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. For details of risks in relation to our capability to pay dividend, see "***Risk Factors***" beginning on page 22 of the Draft Red Herring Prospectus. Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not declared any dividends on our Equity Shares since inception till the date of this Draft Red Herring Prospectus.

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**SECTION VI - FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

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Ph: (O) 4840 9826
(M) 9824409826

Rajeshkumar P Shah & Co
Chartered Accountants

**Independent Auditor's Examination Report for the Restated Financial Information of Parswam Fashion Limited**

To,
The Board of Directors
**Parswam Fashion Limited**
Block I House No. 6 & 7,
Samet Business Park,
Khodiyar Mehmadabad,
Ahmedabad, Gujarat, 380008.

Dear Sir/Madam,

1) We Rajeshkumar P Shah & Co, Chartered Accountants, have examined the attached Restated Financial Information of Parswam Fashion Limited (Formerly known as M/s Siddhi Vinayak Creation) (the "Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025, March 31, 2024, the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the year ended March 31, 2026, March 31, 2025,and March 31, 2024 along with the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in Draft Red- Herring Prospectus, Red-Herring Prospectus, Prospectus prepared by the Company **(collectively the "Restated Financial Information" or "Restated Financial Statements")**. These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company at their meeting held on 25th September, 2026 in connection with the proposed Initial Public Offering (IPO) in the SME Platform of BSE Limited.

2) These Restated Summary Statements have been prepared in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended ("the Act")

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").

**Management's Responsibility for the Restated Financial Statements**

3) The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus to be filed with Securities and Exchange Board of India, SME Platform of BSE Limited and Registrar of Companies Ahmedabad in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.



25, Swastik Chambers, Nr. C.U. Shah College, Nr. Navjivan Press Lane, Income Tax,
Ahmedabad - 380 014. E-mail: rpshahco@gmail.com

**Auditors' Responsibilities**

4) We have examined such Restated Financial Information taking into consideration:

Terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 14, 2026, in connection with the proposed IPO of the Parswam Fashion Limited;

a. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

b. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

c. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5) These Restated Summary Statements have been compiled by the management from:

The audited financial statements of the Company as at and for the financial year ended March 31, 2026, March 31, 2025, and March 31, 2024 have been prepared in accordance with accounting principles generally accepted in India ("Indian GAAP"), and/or as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021, as amended, and the presentation and disclosure requirements specified under Schedule III, Division I of the Companies Act, 2013, as applicable, and other accounting principles generally accepted in India. These financial statements were approved by the Board of Directors at their meetings held on July 09, 2026 and September 01, 2025, respectively.

6) For the purpose of our examination report, we have relied on:

The Auditors' Report issued by us, Rajeshkumar P Shah & Co., dated July 09, 2026, on the Financial Statements of the Company as at and for the period ended March 31, 2026, as referred to in paragraph 5 above.

The Auditors' Report issued by A R Rathod & Associates, dated September 01, 2025, on the Financial Statements of the Company for the period from October 01, 2024 to March 31, 2025, as referred to in paragraph 5 above.

The financial information for the period from April 01, 2024 to September 30, 2024, pertaining to the erstwhile partnership firm, derived from its financial statements and accounting records and approved by the Company on November 01, 2025.

The erstwhile partnership firm was converted into a private limited company with effect from June 05, 2024 and subsequently into a public limited company on August 29, 2024. For the purpose of preparation and presentation of the Restated Financial Information, an accounting and business cut-off date of October 01, 2024 has been considered. Accordingly, the financial information up to September 30, 2024 represents the erstwhile partnership business, while the financial information from October 01, 2024 onwards represents the Company. This basis has been adopted solely for the preparation and presentation of the Restated Financial Information and does not alter the legal dates of conversion. The financial information of the erstwhile partnership firm for the financial year ended March 31, 2024, derived from its financial statements considered by us. Accordingly, we have relied upon the Restated Statement of Assets and Liabilities, Restated Statements of Profit and Loss and Cash Flows, Statement of Significant Accounting Policies and other explanatory information relating to



c. The "Restated Statement of Cash Flow as set out in Annexure III to this report, of the Company as at and for the financial years ended on March 31, 2026, March 31, 2025, and March 31, 2024, is prepared by the Company and approved by the Board of Directors. These Restated Statements of Cash Flow have been arrived at after making such adjustments and regroupings to the Restated Financial Statements of the Company, as in our opinion were appropriate and more fully described in the restated Statement of Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report;

10) We have also examined the other financial information relating to the Company, prepared by the Management and approved by the Board of Directors of the Company, as at and for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024, which is proposed to be included in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, and which is annexed to this report.

| S. No. | Annexure of Restated Financial statements of the Company: |
|---|---|
| I | Restated Statement of Assets and Liabilities |
| II | Restated Statement of Profit and Loss |
| III | Restated Statement of Cash Flows |
| IV | Restated Statement of Significant Accounting Policies |
| V | Notes to Restated Financial Information |
| VI | Statement of Adjustments to the Restated Financial Information |
| VII | Other statutory notes |
| VIII | Statement of Capitalization |
| IX | Statement of Tax Shelter |

11) We have not audited the financial statements of the Company for any period subsequent to March 31, 2026. Accordingly, we do not express any opinion on the financial position, results of operations, or cash flows of the Company for any period subsequent to March 31, 2026.

12) 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.

13) 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.

14) We, Rajeshkumar P Shah & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid Peer Review Certificate No. 017566, issued by the Peer Review Board of ICAI. The certificate is effective from 13 July 2024 and remains valid up to 31 July 2027.

15) 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. However, material events occurring subsequent to the respective dates of the reports on the Audited Financial Statements and up to the date of this report, where applicable, have been disclosed in the Notes to the Restated Financial Information.

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

17) Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red-Herring Prospectus,



Red- Herring Prospectus, Prospectus to be filed with the Securities and Exchange Board of India, SME Platform of BSE Limited and Registrar of Companies, Ahmedabad 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.

For and on behalf of
**Rajeshkumar P Shah & Co.**
Chartered Accountants
Firm Registration No.: 129110W

**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321
UDIN: 26105321RQAWHG4398

Place: Ahmedabad
Date: 25th September, 2026

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**
**Annexure I**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| Particulars | Note No. | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | | |
| **Shareholder's funds** | | | | |
| Share capital | 3 | 600.00 | 600.00 | 590.67 |
| Reserves and surplus | 4 | 384.63 | 72.01 | - |
| **Total shareholder's funds** | | **984.63** | **672.01** | **590.67** |
| **Non-current liabilities** | | | | |
| Long-term borrowings | 5 | 230.73 | 166.78 | 43.54 |
| Deferred tax liability | 6 | - | 0.25 | 0.48 |
| Long-term provision | 7 | 5.62 | 2.99 | 2.30 |
| **Total non current liabilities** | | **236.35** | **170.02** | **46.32** |
| **Current liabilities** | | | | |
| Short-term borrowings | 8 | 562.99 | 555.25 | 521.19 |
| Trade payables | 9 | | | |
| Total outstanding dues of micro enterprises and small enterprises | | 317.14 | 641.61 | 350.32 |
| Total outstanding dues of other than micro enterprises and small enterprises | | 801.02 | 381.80 | 182.46 |
| Other current liabilities | 10 | 12.93 | 4.47 | 38.29 |
| Short-term provisions | 11 | 104.14 | 50.24 | 38.03 |
| **Total current liabilities** | | **1,798.22** | **1,633.37** | **1,130.29** |
| **Total Equity and Liabilities** | | **3,019.20** | **2,475.40** | **1,767.28** |
| **ASSETS** | | | | |
| **Non-current assets** | | | | |
| Property, plant and equipment and intangible assets | | | | |
| Property, plant & equipment | 12 | 110.51 | 121.22 | 131.56 |
| Intangible assets | 13 | 0.03 | 0.06 | 0.11 |
| Deferred tax assets | 14 | 0.88 | - | - |
| Long term loans and advances | 15 | 27.51 | 69.00 | - |
| Other non current assets | 16 | 5.06 | 3.97 | 3.97 |
| **Total non current assets** | | **143.99** | **194.25** | **135.64** |
| **Current assets** | | | | |
| Inventories | 17 | 1,235.50 | 718.50 | 368.13 |
| Trade receivables | 18 | 1,602.74 | 1,533.72 | 1,251.00 |
| Cash and cash equivalents | 19 | 11.33 | 12.43 | 8.33 |
| Other current assets | 20 | 25.64 | 16.50 | 4.18 |
| **Total current assets** | | **2,875.21** | **2,281.15** | **1,631.64** |
| **Total assets** | | **3,019.20** | **2,475.40** | **1,767.28** |

The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No. - 70866
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**RESTATED STATEMENT OF PROFIT AND LOSS**
**Annexure II**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| Particulars | Note No. | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| **Income** | | | | |
| Revenue from operations | 21 | 3,013.52 | 2,103.86 | 2,001.67 |
| Other income | 22 | 5.59 | 0.13 | 3.88 |
| **Total income** | | **3,019.11** | **2,103.99** | **2,005.55** |
| **Expenses** | | | | |
| Cost of material consumed | 23 | 2,810.96 | 2,032.47 | 1,433.70 |
| Changes in inventories of finished goods, work in progress and stock in trade | 24 | (517.00) | (350.37) | 200.84 |
| Employee benefit expenses | 25 | 92.79 | 77.86 | 72.90 |
| Finance costs | 26 | 66.58 | 52.17 | 39.53 |
| Depreciation & amortisation expenses | 27 | 14.35 | 14.82 | 15.22 |
| Other expenses | 28 | 134.99 | 123.13 | 97.47 |
| **Total expenses** | | **2,602.67** | **1,950.08** | **1,859.66** |
| **Profit before tax** | | **416.44** | **153.91** | **145.89** |
| **Tax expense:** | | | | |
| Current tax | | 104.95 | 50.29 | 53.76 |
| Deferred tax (credit)/ charge | 6 & 14 | (1.13) | (0.23) | 0.48 |
| **Total Tax Expenses** | | **103.82** | **50.06** | **54.24** |
| **Profit/Loss for the year** | | **312.62** | **103.85** | **91.65** |
| **Earning per equity share (face value of Rs. 10 each/-)** | 29 | | | |
| (a) Basic (Rs.) | | 5.21 | 1.73 | 1.53 |
| (b) Diluted (Rs.) | | 5.21 | 1.73 | 1.53 |

The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No. - 70866
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

**Parveen Fashion Limited**
**(Formerly known as Mr Siddhi Vinayak Creation)**
**RESTATED CASH FLOW STATEMENT**
**Annexure III**
**CIN: U14101GJ2020PLC115215**
**(All amounts expressed in lakhs, unless otherwise stated)**

| | Particulars | | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|---|
| A | **CASH FLOW FROM OPERATING ACTIVITIES** | | | | |
| | Profit before tax | | 416.44 | 353.91 | 345.89 |
| | **Add:** | | | | |
| | Depreciation & amortization | | 14.35 | 14.82 | 15.22 |
| | Finance cost | | 66.58 | 52.17 | 99.53 |
| | Provision for gratuity | | 2.71 | (9.32) | 3.00 |
| | Provision for bad debts | | - | 4.98 | 4.68 |
| | **Less:** | | | | |
| | Interest received | | (1.34) | - | - |
| | Prior period adjustment | | - | - | (1.78) |
| | **Operating cash flows before working capital changes** | | **496.74** | **415.44** | **367.93** |
| | **Changes in working capital** | | | | |
| | (Increase) / decrease in inventory | | (317.80) | (350.37) | 208.64 |
| | (Increase) / decrease in trade receivables | | (89.62) | (287.38) | (309.63) |
| | (Increase) / decrease in loans & advances | | 41.49 | (69.00) | - |
| | (Increase) / decrease in other current assets | | (9.54) | (12.32) | 19.75 |
| | (Increase) / decrease in other non current assets | | (1.89) | | (9.30) |
| | Increase/ (decrease) in trade payables | | 94.71 | 490.61 | (139.69) |
| | Increase/ (decrease) in provision | | - | - | - |
| | Increase/(decrease) in other current liabilities | | 3.46 | (33.83) | 1.68 |
| | **Cash generated (used) in operations** | | **47.19** | **(57.02)** | **(60.63)** |
| | Income taxes paid | | (51.33) | (17.07) | (23.00) |
| | **Net cash generated from operating activities** | | **(5.94)** | **(74.09)** | **(107.42)** |
| B | **CASH FLOW FROM INVESTING ACTIVITIES** | | | | |
| | Purchase of property plant and equipment and intangible assets | | (5.89) | (4.43) | (3.40) |
| | Sale of property plant and equipment and intangible assets | | 0.68 | - | - |
| | Interest received | | 1.34 | - | - |
| | Security deposits received (Liabilities) | | - | - | - |
| | Repayment of security deposits (Liabilities) | | - | - | - |
| | Refund of security deposits (Assets) | | - | - | - |
| | Security deposits paid (Assets) | | - | - | - |
| | **Net cash generated (used) in investing activities** | | **(3.87)** | **(4.43)** | **(3.40)** |
| C | **CASH FLOW FROM FINANCING ACTIVITIES** | | | | |
| | Proceeds from long term borrowings | | 180.00 | 225.00 | 75.00 |
| | Repayment of long term borrowings | | (60.00) | (71.96) | (177.93) |
| | Proceeds from short term borrowings | | 359.86 | 1,057.64 | 511.28 |
| | Repayment of short term borrowings | | (687.37) | (1,063.18) | (237.63) |
| | Interest paid | | (66.58) | (52.17) | (99.53) |
| | Proceeds from issue of share (net) | | - | - | - |
| | Partners Payment | | - | (22.53) | (27.00) |
| | **Net cash generated (used) in financing activities** | | **5.11** | **52.82** | **113.54** |
| | **Net increase / (decrease) in cash & cash equivalents** | (A+B+C) | **(4.70)** | **4.10** | **2.72** |
| | Cash & cash equivalents at the beginning of the year | | 12.43 | 8.33 | 7.01 |
| | **Cash & cash equivalents at the end of the year** | | **11.73** | **12.43** | **8.33** |
| | **Cash & cash equivalents comprise:** | | | | |
| | Cash in hand | | 10.97 | 10.14 | 0.53 |
| | Balance in current account with banks | | 0.41 | 2.29 | 7.80 |
| | **Total** | | **11.37** | **12.43** | **8.33** |

The above cash flow statement has been prepared under the indirect method as per Accounting Standard 3 - Cash flow statement
The above statement should be read with Significant Accounting Policies and Notes to Restated Financial Statement appearing in annexure IV & V respectively.

**As per our report of even date attached**
**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105121

**For and on behalf of Board of Directors of Parveen Fashion Limited**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10654042

SD/-
**Anmol Bohra**
(Managing Director)
DIN: 10653960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Officer)
ACS No.: 70686

SD/-
**Arvind Bohra**
(Chief Financial Officer)

UDIN: 26105121BQAWEB0398
Place: Ahmedabad
Date: 25th September, 2026

Place: Ahmedabad
Date: 25th September, 2026

**ANNEXURE- IV SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED**

**A. COMPANY INFORMATION**

Our Company was originally formed as a Partnership Firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "Siddhi Vinayak Creation" pursuant to Deed of Partnership dated January 01, 2018. Siddhi Vinayak Creation was thereafter converted from Partnership Firm to a Private Limited Company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Parswam Fashion Private Limited" and received a Certificate of Incorporation from the Registrar of Companies, Ahmedabad dated June 05, 2024. The Private Limited Company was later converted to Public Limited Company and a fresh incorporation certificate was issued on August 29, 2024. The Corporate Identity Number of our Company is U14101GJ2024PLC152215.

The Company is engaged in the business of designing, branding, marketing, and sale of ready-made garments, primarily comprising denim jeans, cotton pants, denim shorts, formal pants, and allied bottom-wear products. The Company caters to both fashion-forward (trendy) as well as classic and formal wear segments, addressing diverse customer preferences across age groups and market categories.

**SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis for Preparation**

The Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Statements of Profit and Loss for the year ended March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Cash Flow Statement for the period ended March 31, 2026, March 31, 2025 and March 31, 2024, the Summary Statement of Material Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the company.

These Restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied.

All assets and liabilities are classified as current or non-current in accordance with the criteria prescribed under Schedule III to the Companies Act, 2013, considering the Company's normal operating cycle.

Based on the nature of the Company's business activities, including procurement of materials, processing through job work, holding of finished garments, sale of garments and the period involved in realisation of trade receivables, the Company has assessed its normal operating cycle based on the period between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the assessment of the Company's business cycle and the operating cycle working prepared by the management, the Company's normal operating cycle is considered to be less than twelve months.

Accordingly, assets and liabilities expected to be realised, consumed or settled in the normal operating cycle are classified as current, while other assets and liabilities are classified as non-current, subject to the criteria prescribed under Schedule III to the Companies Act, 2013

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as less than 12 months for the purposes of current and more than 12 months for non current classification of assets and liabilities.

**2. Accounting Convention**

The financial statements are prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by the Companies Act, 2013 and rules made there under.

**3. Use of Estimates**

The preparation of restated of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities as of the financial statement date, and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates and assumptions are prudent and reasonable; however, actual results could differ from these estimates. Any differences are recognized in the period they materialize, and revisions to accounting estimates are recognized prospectively, in accordance with the applicable accounting standards

**4. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, in accordance with Accounting Standard (AS) 10, Property, Plant and Equipment. The cost of Property, Plant and Equipment comprises the purchase price, including import duties and non-refundable purchase taxes, net of trade discounts and rebates, and other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized in accordance with Accounting Standard (AS) 16, Borrowing Costs.

Subsequent expenditure relating to an item of Property, Plant and Equipment is capitalized only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably. Repairs and maintenance expenditure that does not meet the capitalization criteria is recognized in the Statement of Profit and Loss as incurred.

Capital expenditure incurred on assets under construction or installation, including directly attributable expenditure, is classified as Capital Work-in-Progress (CWIP) until the respective assets are ready for their intended use. Depreciation on such assets commences when the assets are available for use.

Depreciation is provided on the depreciable amount of Property, Plant and Equipment over their estimated useful lives in accordance with the applicable provisions of the Companies Act, 2013 and AS 10. The depreciable amount is determined after considering the estimated residual value of the respective assets. Depreciation on additions to and disposals of Property, Plant and Equipment is provided on a pro-rata basis from the date the asset is available for use or up to the date of disposal, as applicable.

Where significant components of an item of Property, Plant and Equipment have materially different useful lives, such components are depreciated separately over their respective useful lives, where applicable.

The residual value, useful life and method of depreciation of Property, Plant and Equipment are reviewed at each reporting date and changes, if any, are accounted for prospectively as changes in accounting estimates in accordance with the applicable accounting standards.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss in the period in which the asset is derecognized.

**5. Impairment of Assets**

At each balance sheet date, the Company assesses whether there are any indications of impairment of its Property, Plant and Equipment and intangible assets. Based on the assessment carried out by the management, no indicators of impairment were identified in respect of the building and trademark as at the balance sheet date. Accordingly, no impairment loss has been recognised during the year.

**.6. Depreciation**

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

| Type of Asset | Useful Life |
|---|---|
| Building (Non RCC Frame structure) | 30 Years |
| Office Equipment | 5 Years |
| Furniture and Fixtures | 10 Years |
| Computer | 3 Years |
| Plant & Machinery | 15 Years |

**7. Investments**

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost or market value, whichever is lower. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

**8. Intangible Assets**

| Type of Asset | Useful Life |
|---|---|
| Trademark | 6 year |

The Company's intangible assets comprise trademarks and are recognized at cost less accumulated amortisation and impairment loss, if any, in accordance with Accounting Standard (AS) 26, Intangible Assets.

Intangible assets are recognized when it is probable that the expected future economic benefits attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are initially measured at cost, including any directly attributable expenditure incurred in acquiring and preparing the asset for its intended use.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognized in the Statement of Profit and Loss in the period in which the asset is derecognized.

**9. Inventories**

As per Accounting Standard (AS) 2, *Valuation of Inventories*, inventories are physically verified by the management at regular intervals.

Inventories are valued at the **lower of cost and net realizable value (NRV)**. The Company's inventories primarily comprise **finished garments.**

The cost of inventories comprises the cost of purchase of garments/materials and other costs directly attributable to bringing the inventories to their present location and condition, including **job-work charges, wherever applicable**, net of recoverable taxes. Trade discounts, rebates and other similar items are deducted in determining the cost of inventories.

The cost of inventories is determined using the **Weighted Average Cost method**, applied consistently to the respective classes of inventory.

**Net realizable value** is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Inventories are reviewed at each reporting date for indications of obsolescence, defects, unserviceability and slow or non-movement. Where the **cost of inventories exceeds their estimated NRV, the inventories are written down to NRV and the resulting loss is recognized in the Statement of Profit and Loss.** Such write-downs are reassessed at each reporting date and, where the circumstances that previously caused the write-down no longer exist or have changed, the amount of the write-down is reversed to the extent of the original write-down, with the reversal recognized in the Statement of Profit and Loss.

**10. Revenue Recognition**

Revenue from sale of goods is recognized in accordance with Accounting Standard (AS) 9, Revenue Recognition, when the significant risks and rewards of ownership of the goods have been transferred to the customer, there is no significant uncertainty as to the consideration to be derived from the sale, and the amount of revenue can be measured reliably.

Revenue is measured at the consideration received or receivable, net of trade discounts, sales returns and applicable indirect taxes such as Goods and Services Tax (GST). GST and other taxes collected on behalf of the Government are excluded from revenue as they do not represent economic benefits accruing to the Company.

Sales returns are recognized in accordance with the agreed terms and conditions with customers. Where goods sold are subsequently returned and the return is accepted or is reasonably certain, the corresponding revenue is reversed in the period in which the return is recognized.

**11. Other Income**

Interest

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income

Dividend income from investments, if any, is accounted when the company's right to receive payment is established.

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

**12. Borrowing Cost**

As per Accounting Standard 16, borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**13. Employee Benefits**

Employee benefits are accounted for in accordance with Accounting Standard 15, "Employee Benefits".

**(i) Short term Employee Benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered by employees is recognized as an expense during the period in which the related employee services are rendered. These benefits include salaries, wages, performance incentives and other short-term employee benefits, as applicable.

The Company does not have an earned leave policy and, accordingly, no provision is recognized in respect of earned leave.

**(ii) Post-Employment Benefit**

**Defined-contribution plans:**

The Company's contributions to provident fund, employee state insurance and other statutory welfare funds are considered as defined contribution plans. The Company's obligation under such schemes is limited to the amount of contribution required to be made under the respective statutes. Accordingly, such contributions are recognised as an expense in the Statement of Profit and Loss in the period in which the related employee services are rendered.

**Defined Benefit Plans**

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, based on the respective employee's salary and tenure of employment with the Company.

Liability in respect of the gratuity plan is determined by actuarial valuation carried out by an independent actuary at each Balance Sheet date using the projected unit credit method. The Company recognises the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, as applicable, in accordance with Accounting Standard 15, "Employee Benefits".

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss in the period in which they arise. The Company's gratuity plan is unfunded. Detailed disclosures relating to gratuity are provided in Note no. 31 to the Restated Financial Information.

**14. Taxes on Income**

Accounting for Income taxes is done as per Accounting Standard 22. Income taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability

computed as per the prevailing provisions of the Income Tax Act. Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date. It is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is reasonable/ virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

**15. Foreign Currency Translation**

a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate as per Accounting Standard 11.

b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

**16. Provision, Contingent Liabilities and Contingent Assets**

Provisions are recognised as per Accounting Standard 29 Provisions, Contingent Liabilities and Contingent Assets when there is a present obligation as a result of a past event that probably requires an outflow of resources and reliable estimates can be made of the amount of the obligation. Disclosure for contingent liability is made after careful evaluation by the management when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of the resources.

Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date.

**17. Provision for Doubtful Debts**

The Company sells goods on credit in the ordinary course of business. Trade receivables are reviewed periodically by the management. A provision is generally created at 5% for receivables outstanding for more than 2 years but up to 3 years, 10% for receivables outstanding for more than 3 years. Irrespective of ageing, a 100% provision or write-off is recognized where any triggering event indicates that recovery of the receivable is no longer probable.

**18. Presentation and Disclosure of Financial Statements**

All assets and liabilities are classified as current or non-current based on the Company's normal operating cycle and other criteria prescribed under Schedule III to the Companies Act, 2013.

Based on the nature of the Company's business activities, including the manufacture through jobwork, sale of garments, and the time between acquisition of assets, processing, sale and realisation of cash and cash equivalents, the Company has determined its normal operating cycle to be less than twelve months.

Accordingly, assets and liabilities expected to be realised, consumed or settled within the normal operating cycle are classified as current, while other assets and liabilities are classified as non-current, subject to the criteria prescribed under Schedule III to the Companies Act, 2013.

**19. Current & Non-Current Classification**

Classification of asset and liabilities into current and non current is in accordance with Schedule III of the Companies Act,2013

I) ASSETS

An asset shall be classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle
- It is held primarily for the purpose of being traded
- It is expected to be realised within twelve months after the reporting date
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets shall be classified as non-current.

II) LIABILITIES

A liability shall be classified as current when it satisfies any of the following criteria

- It is expected to be settled in the company's normal operating cycle
- It is held primarily for the purpose of being traded
- It is due to be settled within twelve months after the reporting date
- The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification All other liabilities shall be classified as non-current.

**20. Cash Flow Statement**

The cash flow statement is prepared in accordance with the Accounting Standard AS - 3 "Statement of Cash flows" using the indirect method whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

**21. Segment Reporting**

The Company is not a Small and Medium Sized Company (SMC) as defined under Rule 2(e) of the Companies (Accounting Standards) Rules, 2021. Accordingly, the Company is required to comply with the Accounting Standards applicable to companies other than Small and Medium Sized Companies (SMCs).

The Company has one reportable business segment, i.e., **Garments**, which constitutes the primary basis of segment reporting. The Company's business activities are primarily engaged in the **manufacture of garments through job work arrangements and sale of garments**, and the risks and returns associated with these activities are not materially different.

Accordingly, the Company has one reportable segment, i.e., **Garments**, and the segment information is presented in accordance with the requirements of **AS 17 – Segment Reporting**, to the extent applicable.

**22. Cash & Cash Equivalents**

Cash and Cash equivalents include cash & cheque in hand, bank balance, demand deposits with bank. The company considers all highly liquid investments with an original maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**23. Earnings Per Share**

Basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

**24. Prior Period Items**

The company identified certain items relating to prior periods that required adjustment. These adjustments have been made in accordance with applicable accounting standards and have been reflected in the financial statements. The impact of these prior period items has been disclosed, and where necessary, comparative figures have been restated to ensure the financial statements are comparable.

**25. Related Party Transactions**

Related parties are identified in accordance with Accounting Standard 18, "Related Party Disclosures", based on the representations made by the management and information available with the Company.

Related party transactions are undertaken in accordance with the applicable provisions of the Companies Act, 2013 and other applicable requirements. The nature and terms of such transactions are evaluated by the management based on the underlying agreements, approvals, pricing arrangements and other relevant supporting documentation, as applicable.

Transactions are considered to be in the ordinary course of business and at arm's length only where such treatment is supported by appropriate approvals, agreements, pricing documentation or other relevant evidence. Where the required approvals or supporting evidence are not available, the Company does not represent such transactions as being at arm's length. The relevant particulars of related party transactions are disclosed in the financial statements in accordance with the applicable requirements.

**26. IPO-Related Expenses Policy**

Expenses incurred in connection with the Initial Public Offering (IPO), including professional, legal, consultancy, advertisement, listing and other issue-related expenses, shall be accounted for in accordance with the applicable Accounting Standards and regulatory requirements. Expenses directly attributable to the issue of equity shares shall be adjusted against the securities premium, to the extent permitted under applicable law.

Expenses that are not directly attributable to the issue of shares shall be charged to the Statement of Profit and Loss in the period in which they are incurred. Where the IPO does not materialize, the related expenses shall be charged to the Statement of Profit and Loss, as applicable.

**27. Extraordinary items, Exceptional items, Prior period items, change in accounting estimate and changes in accounting policies**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial

statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

There were no changes in accounting estimates requiring adjustment in the Restated Financial Statements, except for the accounting for property, plant and equipment in accordance with AS-10- 'Property, Plant and Equipment' and deferred deferred tax in accordance with AS 22- "Accounting for Taxes on Income".

There was no change in accounting policies requiring adjustment in the Restated Financial Information. . During the restatement, the Company has accounted for retirement benefits based on an actuarial valuation certificate and recognized deferred tax as per requirement of AS-22.

**CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

**CHANGES IN ACCOUNTING ESTIMATES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

There have been no changes in the accounting policies of the Company during the periods/years covered in the Restated Financial Information.

The Restated Financial Information incorporates appropriate adjustments arising from the correction of accounting errors identified during the preparation of the Restated Financial Information, to ensure compliance with the applicable Accounting Standards and the requirements of the Companies Act, 2013, and consistency in presentation. Such adjustments have been appropriately recognised in the respective period/year to which they relate.

The provision for gratuity has been recognised in accordance with Accounting Standard (AS) 15, "Employee Benefits", based on actuarial valuation. The non-recognition of gratuity liability in the earlier financial statements has been considered as an accounting error and has been corrected in the Restated Financial Information by recognising the related liability and corresponding impact in the respective period/year to which it relates.

The Company has not recognised any provision for earned leave, as the Company does not have an earned leave policy and, accordingly, no liability in respect of earned leave arises.

Depreciation has been recomputed, wherever applicable, in accordance with the requirements of the Companies Act, 2013. Any difference arising from depreciation previously computed using rates prescribed under the Income-tax Act has been considered as an accounting error and appropriately corrected in the Restated Financial Information for the respective period/year to which it relates.

The consequential deferred tax impact arising from the aforesaid restatement adjustments has been recognised in accordance with Accounting Standard (AS) 22, "Accounting for Taxes on Income", wherever applicable.

Accordingly, the aforesaid adjustments represent correction of accounting errors and consequential restatement adjustments and do not constitute changes in accounting policies or changes in accounting estimates.

**NOTES TO RESTATED SUMMARY STATEMENTS:**

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the requirements of the Companies Act, 2013, applicable Accounting Standards and SEBI ICDR Regulations. As a result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant period/years.

2. **Employee benefits:**

Employee benefits have been accounted for in accordance with Accounting Standard 15, "Employee Benefits". The gratuity liability has been recognised based on actuarial valuation in the Restated Financial Information. The non-recognition of gratuity liability in the earlier financial statements has been treated as an accounting error and corrected in the respective period/year to which it relates. The disclosure as envisaged under the Accounting Standard is given in Note No. 31 to the Restated Financial Information.

3. **Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

Outstanding dues of Micro or Small-Scale Enterprise(s) as per the Micro, Small and Medium Enterprises Development Act, 2006, have been disclosed in Note No. 9 to the Restated Financial Information, as required by Schedule III to the Companies Act, 2013.

4. **Provisions, Contingent Liabilities and Contingent Assets**

Contingent liabilities and commitments, to the extent provided for, have been disclosed in Note No. 30 to the Restated Financial Information.

5. **Related Party Transactions (AS 18)**

Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note No. 32 of the enclosed restated financial statements.

6. **Accounting For Taxes on Income (AS 22)**

Deferred tax asset/liability in view of Accounting Standard 22, "Accounting for Taxes on Income", as at the end of the respective period/years, is reported in Note Nos. 6 and 14 to the Restated Financial Information.

7. **Earnings Per Share (AS 20):**

Earnings per share has been calculated in accordance with Accounting Standard 20, "Earnings Per Share", and is reported in Note No. 29 to the Restated Financial Information.

8. **Contingencies and events occurring after the Balance Sheet Date**

Events occurring after the reporting date are considered up to the date of approval of the Restated Financial Information. Adjusting events, where applicable, are recognised in the Restated Financial Information, while material non-adjusting events are disclosed in the Notes to the Restated Financial Information. Events occurring subsequent to the respective dates of the reports on the Audited Financial Statements are not incorporated in the Restated Financial Information, except to the extent required for appropriate disclosure of material subsequent events.

9. **Extraordinary, Exceptional, Prior Period Items and Changes in Accounting Policies**

Income or expenses arising from events or transactions clearly distinct from the ordinary activities of the Company are classified as extraordinary items and disclosed, wherever applicable. On certain occasions, the size, type or incidence of an item of income or expense relating to ordinary activities may require separate disclosure to understand the performance of the Company. Such items are classified as exceptional items and disclosed, wherever applicable. Prior period items, wherever identified, have been adjusted in the respective period/year to which they relate.

**10. Material Adjustments**

Appropriate adjustments have been made in the Restated Financial Information, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow statement, in order to ensure consistency and compliance with the requirements of Schedule III to the Companies Act, 2013, applicable Accounting Standards and SEBI ICDR Regulations.

**11.** The management has confirmed that adequate provisions have been made for all known and determined liabilities and the same are not in excess of the amounts reasonably required to be provided for.

**12.** The balances of trade payables, trade receivables, loans and advances, deposits and other balances are subject to confirmations/reconciliations from the respective parties, wherever applicable.

**13. Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements**

There are no Audit qualifications during the period of restatement which is requiring any adjustment in restated financial statements. Further there are no such qualification by the Auditor which does not require any adjustment in restated financial Statement.

**14. Amounts in the financial statements**

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

**Parswani Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

3 **Share Capital**

| **Particular** | **As at March 31, 2026** | **As at March 31, 2025** | **As at March 31, 2024** |
|---|---|---|---|
| **Authorised** | | | |
| 60,00,000 Equity shares of Rs 10 each fully paid up | 600.00 | 600.00 | - |
| (For FY 24-25 60,00,000 of Rs 10 each) | | | |
| **Issued, subscribed and fully paid-up shares** | | | |
| 60,00,000 Equity shares of Rs 10 each fully paid up | 600.00 | 600.00 | - |
| (For FY 24-25 60,00,000 of Rs 10 each) | | | |
| **Total** | **600.00** | **600.00** | - |

**Restated Statement of Partners Capital Account**

| **Particular** | **As at March 31, 2025** | **As at September 30, 2024** | **As at March 31, 2024** |
|---|---|---|---|
| **Shareholders Fund** | | | |
| **Partner's Capital Account** | | | |
| Opening balance | 610.80 | 590.67 | 526.65 |
| Add: Fresh capital introduced during the year | - | 199.94 | 141.74 |
| Less: Capital withdrawn during the year | - | (229.65) | (216.36) |
| Add: Remuneration/Salary | - | 18.00 | 41.00 |
| Add: Share of profit from the firm | - | 29.40 | 100.08 |
| Less: Restated adjustment | - | 2.44 | (2.44) |
| Less: Capital converted into equity during the period | (600.00) | - | - |
| Less: Transferred to loan | (10.80) | - | - |
| **Total** | **(0.00)** | **610.80** | **590.67** |

3(A) **Reconciliation of no. of Shares outstanding:**

| **Particular** | **As at March 31, 2026** | **Face Value (Rs)** | **As at March 31, 2025** | **Face Value (Rs)** | **As at March 31, 2024** | **Face Value (Rs)** |
|---|---|---|---|---|---|---|
| | Number | | Number | | Number | |
| Shares outstanding at the beginning of the year | 60,00,000 | 10.00 | - | - | - | - |
| Add: Share issued during the year | - | - | 60,00,000 | 10.00 | - | - |
| **Shares outstanding at the end of the year** | **60,00,000** | **10.00** | **60,00,000** | **10.00** | - | - |

3(B) **Rights, Preferences & Restrictions of each class of shares**

Note: The Company has one class of equity shares having par value of 10 per share. Each holder of equity shares is entitled to one vote per share.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

The company has not issued any bonus shares, nor bought back any shares during the period of five years immediately preceding the reporting date.

In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts, if any) in the proportion of equity shares held by the shareholders.

Ordinary Equity Shares have equal voting rights and dividend entitlement, as laid down under the Companies Act, 2013.

3(C) The company does not have a holding company as at the respective reporting dates.

3(D) **Details of shareholders holding of more than 5% shares:**

| **Particular** | **As at March 31, 2026** | | **As at March 31, 2025** | | **As at March 31, 2024** | |
|---|---|---|---|---|---|---|
| **Details of shareholding pattern** | **% of Holding** | **No. of Shares held** | **% of Holding** | **No. of Shares held** | **% of Holding** | **No. of Shares held** |
| Arvind Bohra | 27.00% | 16,20,000 | 27.00% | 16,20,000 | 0.00% | - |
| Anand Bohra | 27.00% | 16,20,000 | 27.00% | 16,20,000 | 0.00% | - |
| Palak Bohra | 20.00% | 12,00,000 | 20.00% | 12,00,000 | 0.00% | - |
| Garima Jain | 20.00% | 12,00,000 | 20.00% | 12,00,000 | 0.00% | - |
| **Total Promoter Holding** | **94.00%** | **56,40,000** | **94.00%** | **56,40,000.0** | **0.00%** | - |

3(E) **Shareholding of Promoters**

| **Shares held by promoters at the end** | **As at March 31, 2026** | | **As at March 31, 2025** | | **As at March 31, 2024** | |
|---|---|---|---|---|---|---|
| **Promoter's name** | **% of Holding** | **No. of Shares** | **% of Holding** | **No. of Shares** | **% of Holding** | **No. of Shares** |
| Arvind Bohra | 27.00% | 16,20,000 | 27.00% | 16,20,000 | 0.00% | - |
| Anand Bohra | 27.00% | 16,20,000 | 27.00% | 16,20,000 | 0.00% | - |
| Aditya Bohra | 4.00% | 2,40,000 | 4.00% | 2,40,000 | 0.00% | - |
| Palak Bohra | 20.00% | 12,00,000 | 20.00% | 12,00,000 | 0.00% | - |
| Garima Jain | 20.00% | 12,00,000 | 20.00% | 12,00,000 | 0.00% | - |
| **Total promoters holding** | **98.00%** | **58,80,000** | **98.00%** | **58,80,000** | **0.00%** | - |

**Details of Shares hold by promoters :**
**Shareholding of Promoters as on March, 31 2026 :**

| Promoter's name | No of Shares | % of Total Shares | % Change during the Year |
|---|---|---|---|
| Arvind Bohra | 16,20,000 | 27.00% | 0.00 |
| Anand Bohra | 16,20,000 | 27.00% | 0.00 |
| Aditya Bohra | 2,40,000 | 4.00% | 0.00 |
| Palak Bohra | 12,00,000 | 20.00% | 0.00 |
| Garima Jain | 12,00,000 | 20.00% | 0.00 |

**Shareholding of Promoters as on March, 31 2025 :**

| Promoter's name | No of Shares | % of Total Shares | % Change during the Year |
|---|---|---|---|
| Arvind Bohra | 16,20,000 | 27.00% | 100% |
| Anand Bohra | 16,20,000 | 27.00% | 100% |
| Aditya Bohra | 2,40,000 | 4.00% | 100% |
| Palak Bohra | 12,00,000 | 20.00% | 100% |
| Garima Jain | 12,00,000 | 20.00% | 100% |

**Shareholding of Promoters as on March, 31 2024 :**
**Note**: The Company was formed through conversion during the financial year 2024-25. Accordingly, promoter holding data as at March 31, 2024 is not available.

4 **Reserves and Surplus**

**Profit and Loss Account**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Profit/ (loss) from beginning of the year | 72.01 | (2.44) | - |
| Profit/ loss for during the year | 312.62 | 103.85 | - |
| Less:- Profit pertaining to partnership firm | - | (29.40) | - |
| **Closing Balance** | **384.63** | **72.01** | - |
| **Total** | **384.63** | **72.01** | - |

**Note 1**: The opening balance of Reserves and Surplus is negative due to the restated adjustment made in the restated financial statements.

**Note 2**: Reserves and Surplus represent the cumulative amount of net profits/(losses) of the Company after deduction of dividends, transfers to reserves, and other appropriations. The balance of Retained Earnings is available for distribution to the shareholders, subject to applicable regulations and the policies of the Company.

**Parsvnath Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

**Restated Standalone Statement of Reconciliation of Number of Equity Shares**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Shareholders Fund** | | | |
| **(A) Partner's Capital Account** | | | |
| Share outstanding at the beginning of the year | 600.00 | 600.00 | 600.00 |
| Share issued during the year | - | - | - |
| **Share outstanding at the end of the period** | **600.00** | **600.00** | **600.00** |

**Note:**

The Company was incorporated on June 05, 2024, pursuant to the conversion of a partnership firm into a company. Upon incorporation, the Company had a paid-up equity share capital of ₹6,00,00,000, comprising 60,00,000 equity shares of ₹10 each.Since the Company operated as a partnership firm prior to June 05, 2024, the Earnings Per Share (EPS) and Net Asset Value (NAV) per share for all the periods presented have been computed by considering the post-conversion weighted number of equity shares outstanding, i.e., 60,00,000 equity shares of ₹10 each, to ensure comparability across the reporting periods.

Prior to June 05, 2024, the Company operated as a partnership firm. For the purpose of preparing the Restated Financial Statements, the financial statements of the partnership firm for the years ended March 31, 2025, March 31, 2024, have been recast in accordance with the requirements of Schedule III to the Companies Act, 2013. Accordingly, the Share Capital presented for these periods represents the Partners' Capital of the partnership firm.

The above statements should be read in conjunction with the Significant Accounting Policies and the Notes to the Restated Summary Statements of Assets and Liabilities and Restated Summary Statements of Profit and Loss, as set out in Annexures I, II, III and IV.

5 **Details of Long Term Borrowings**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **SECURED BORROWINGS** | | | |
| Loan from bank and financials institutions | 268.95 | 147.46 | 66.34 |
| Less: Current maturities | (62.51) | (30.51) | (22.80) |
| **UNSECURED BORROWINGS** | | | |
| Loan from bank and financial institutions | 49.83 | 71.92 | - |
| Less: Current maturities | (25.54) | (22.09) | - |
| **Total** | **230.73** | **166.78** | **43.54** |

**Term of borrowings**

| Particulars | Details |
|---|---|
| | Working capital loan (Cash Credit) of ₹500.00 lakhs from IBL under Sanction Letter No.IBL/CB-BBG-Gen-BB-WEST/SLR- |

IndusInd-Cash Credit

30510/FY 24-25, dated 20-01-2025. The loan is secured against stock and carries an interest rate of 8.50% per annum (as per the sanction letter), with a tenure of 12 months.

IndusInd-Term Loan

CGTMSE working capital term loan of ₹150.00 lakhs from IBL under Sanction Letter No.IBL/CB-BBG-Gen-BB-WEST/SLR-30510/FY 24-25, dated 20-01-2025. The loan is secured against office building (Address - 16&17, Samet Business Park, Nr. Khokhra Circle, Kholhra, Maninagar, Ahmedabad, Gujarat - 380008. and carries an interest rate of 9.50% per annum (as per the sanction letter), with a tenure of 60 months.
The Promoters have furnished personal guarantees for the loans availed by the Company.
Further, office premises bearing 16 & 17, Samet Business Park are owned by the following persons:
Mr. Arvind Bohra
Mr. Anand Bohra
Ms. Palak Bohra
Ms. Garima Jain
The aforesaid owners have mortgaged the said office premises in favour of IndusInd Bank as security for the CGTMSE Working Capital Term Loan availed by the Company.

CGTMSE working capital term loan of ₹160.00 lakhs from IBL under Sanction Letter No.IBL/CB-BBG-Gen-BB-WEST/SLR-36995/FY 25-26, dated 26-11-2025. The loan is secured against office building (Address - 16&17, Samet

IndusInd-Term Loan

Business Park, Nr. Khokhra Circle, Khokhra, Maninagar, Ahmedabad, Gujarat - 380008 & Bunglow No. B-05 (Viral), Gokul Park, Opp. Ladhawala Flats, B/H. Ashtvinayak Residency, Nr. Nathalal Jagad Bridge. LG Hospital, Maninagar, Ahmedabad - 380008 and carries an interest rate of 8.50% per annum (as per the sanction letter), with a tenure of 60 months.

The Promoters have furnished personal guarantees for the loans availed by the Company.

Further, office premises bearing I6 & I7, Sunset Business Park are owned by the following persons:

Mr. Arvind Bohra

Mr. Anand Bohra

Ms. Palak Bohra

Ms. Garima Jain

The aforesaid owners have mortgaged the said office premises in favour of IndusInd Bank as security for the CGTMSE Working Capital Term Loan availed by the Company.

ICICI-Term Loan

Unsecured loan of ₹75.00 lakhs from ICICI Bank under LAN-UPABD00050693791, dated 31-12-2024. The loan is unsecured and carries an interest rate of 14.60% per annum (as per the sanction letter), with a tenure of 36 months.

6 **Deferred tax liability**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** | **As at March 31, 2024** |
|---|---|---|---|
| Deferred tax liability | - | 0.25 | 0.48 |
| **Total** | - | **0.25** | **0.48** |

**Financial Year 2024-25**

| Net DTA/DTL Movement | April 01, 2024 | Recognized in P&L | As at March 31,2025 |
|---|---|---|---|
| **Deferred tax (assets)/liabilities** | | | |
| Property, plant and equipment and Intangible assets | 1.34 | 0.31 | 1.03 |
| Gratuity | (0.86) | (0.08) | (0.78) |
| **Total** | **0.48** | **0.23** | **0.25** |

**Financial Year 2023-24**

| Net DTA/DTL Movement | April 01, 2023 | Recognized in P&L | As at March 31,2024 |
|---|---|---|---|
| **Deferred tax (assets)/liabilities** | | | |
| Property, plant and equipment and Intangible assets | - | (1.34) | 1.34 |
| Gratuity | - | 0.86 | (0.86) |
| **Total** | - | **(0.48)** | **0.48** |

7 **Long term Provision**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Provision for gratuity | 5.62 | 2.99 | 2.30 |
| **Total** | **5.62** | **2.99** | **2.30** |

8 **Short Term Borrowings**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Secured Loans** | | | |
| Working capital loan from bank and financial institutions | 473.20 | 475.80 | 394.84 |
| Add: Current maturities | 62.51 | 30.51 | 22.80 |
| **Unsecured Loans** | | | |
| Loan from director | 1.53 | 17.45 | 0.30 |
| Loan from related parties | 0.21 | 1.18 | - |
| Loan from other | - | 8.22 | 103.25 |
| Add: Current maturities | 25.54 | 22.09 | - |
| **Total** | **562.99** | **555.25** | **521.19** |

**Note:-**
Note regarding details of working capital loan from bank and financial institutions is already given. Kindly refer term of borrowing under Note - 5
The loans from directors are interest free and repayable on demand.

9 **Trade Payables (Refer Note 9A and 9B)**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises | 317.14 | 641.61 | 350.32 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 801.02 | 381.80 | 182.46 |
| **Total** | **1,118.16** | **1,023.41** | **532.78** |

9A **Trade Payables ageing schedule**

**Trade Payable Ageing Schedule as on March 31, 2026**

| Particulars | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| MSME | - | 317.14 | - | - | - | 317.14 |
| Others | - | 801.02 | - | - | - | 801.02 |
| Disputed dues – MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | - | **1,118.16** | - | - | - | **1,118.16** |

**Trade Payable Ageing Schedule as on March 31, 2025**

| Particulars | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| MSME | - | 641.61 | - | - | - | 641.61 |
| Others | - | 381.80 | - | - | - | 381.80 |
| Disputed dues – MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | - | **1,023.41** | - | - | - | **1,023.41** |

**Trade Payable Ageing Schedule as on March 31, 2024**

| Particulars | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| MSME | - | 350.32 | - | - | - | 350.32 |
| Others | - | 179.68 | 2.78 | - | - | 182.46 |
| Disputed dues – MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | - | **530.00** | **2.78** | - | - | **532.78** |

| | Face Value (Rs) | 1 - 2 years | Face Value (Rs) | More than 3 years | Face Value (Rs) |
|---|---|---|---|---|---|

**Disclosures required under Section 22 of the Micro, Small & Medium Enterprises Development Act, 2006**

**Refer note 9A above**

| 9B | **Disclosure of MSME Trade Payables** | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| | Principal amount due to suppliers remaining unpaid as at year | 317.14 | 641.61 | 350.32 |
| | Interest due to suppliers remaining unpaid as at year | - | - | - |
| | Interest paid, under Section 16 of MSMED Act,2006 on account of delayed payment | - | - | - |
| | Amount of the payment made to the supplier beyond the appointed day as specified by MSMED Act, 2006 during the year | - | - | - |
| | Interest due and payable towards payment made to suppliers beyond the appointed date during the year | - | - | - |
| | The amount of interest accrued & remaining unpaid at the end of the year | - | - | - |
| | The amount of Interest payable for previous year and remaining unpaid the end of the year | - | - | - |
| | **Total** | **317.14** | **641.61** | **350.32** |

As per information and records available with the Company and discussions held with the Management, there are creditors identified as Micro and Small Enterprises during the year.

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

10 **Other Current Liabilities**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Advance from customers | 10.78 | 1.35 | 37.30 |
| Statutory dues payable | 1.85 | 1.49 | 0.89 |
| Expenses payable | 0.30 | 0.10 | 0.10 |
| Credit card dues payable | - | 1.53 | - |
| **Total** | **12.93** | **4.47** | **38.29** |

11 **Short Term Provisions**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Provision for gratuity | 0.17 | 0.09 | 1.10 |
| Income tax for the year (net of advances tax) | 103.97 | 50.15 | 36.93 |
| **Total** | **104.14** | **50.24** | **38.03** |

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

**12 Property, plant and equipment**

| Particulars | Plant & Machinery | Office Equipments | Building | Furniture & Fixture | Computer | Total |
|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | |
| **As at March 2023** | - | **4.41** | **201.00** | - | **1.39** | **206.80** |
| Addition | 0.12 | 2.96 | - | 1.48 | 0.65 | 5.21 |
| Deduction | - | - | - | - | - | - |
| **As at March 2024** | **0.12** | **7.37** | **201.00** | **1.48** | **2.04** | **212.01** |
| Addition | - | 4.43 | - | - | - | 4.43 |
| Deduction | - | - | - | - | - | - |
| **As at March 2025** | **0.12** | **11.80** | **201.00** | **1.48** | **2.04** | **216.44** |
| Addition | 2.35 | 0.80 | - | - | 0.54 | 3.69 |
| Deduction | - | 0.08 | - | - | - | 0.08 |
| **As at March 2026** | **2.47** | **12.52** | **201.00** | **1.48** | **2.58** | **220.05** |
| | | | | | | |
| **Accumulated Dep.** | | | | | | |
| **As at March 2023** | - | **2.58** | **62.10** | - | **0.63** | **65.31** |
| Addition | 0.02 | 1.24 | 13.20 | 0.01 | 0.67 | 15.14 |
| Deduction | - | - | - | - | - | - |
| **As at March 2024** | **0.02** | **3.82** | **75.30** | **0.01** | **1.30** | **80.45** |
| Addition | 0.02 | 2.04 | 11.95 | 0.58 | 0.38 | 14.77 |
| Deduction | - | - | - | - | - | - |
| **As at March 2025** | **0.04** | **5.86** | **87.25** | **0.59** | **1.68** | **95.22** |
| Addition | 0.19 | 2.92 | 10.81 | 0.28 | 0.12 | 14.32 |
| Deduction | - | - | - | - | - | - |
| **As at March 2026** | **0.23** | **8.78** | **98.06** | **0.47** | **1.80** | **109.54** |
| | | | | | | |
| **Net Block** | | | | | | |
| **As at March 2023** | - | **1.83** | **138.90** | - | **0.76** | **141.49** |
| **As at March 2024** | **0.10** | **3.55** | **125.70** | **1.47** | **0.74** | **131.56** |
| **As at March 2025** | **0.08** | **5.94** | **113.75** | **1.09** | **0.36** | **121.22** |
| **As at March 2026** | **2.24** | **3.74** | **102.94** | **0.81** | **0.78** | **110.51** |

a. The title deeds of all immovable properties disclosed in the Restated Financial Statements, other than properties for which the Company is a lessee and the respective lease agreements have been duly executed in its favour, are held in the name of the Company. In respect of the office premises I-6 and I-7, the title deeds were held in the names of Mr. Arvind Bohra, Mr. Anand Bohra, Ms. Palak Bohra and Ms. Garima Jain during the relevant reporting periods. The said properties were subsequently transferred and registered in the name of the Company on September 7, 2026.

b. The Company has not revalued any of its Property, Plant and Equipment during the year/period under review.

c. The Company has not held or dealt in any investment property during the year/period presented in the financial statements.

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

| 13 Intangible assets | Licence Fees/Trademark |
|---|---|
| **Gross block** | |
| **Balance as at March 31, 2023** | - |
| Additions during the year | 0.19 |
| Deletions during the year | - |
| **Balance as at March 31, 2024** | **0.19** |
| Additions during the year | - |
| Deletions during the year | - |
| **Balance as at March 31, 2025** | **0.19** |
| Additions during the year | - |
| Deletions during the year | - |
| **Balance as at March 31, 2026** | **0.19** |
| **Accumulated amortisation** | |
| **Balance as at March 31, 2023** | - |
| Amortisation for the year | 0.08 |
| Deductions / adjustments | - |
| **Balance as at March 31, 2024** | **0.08** |
| Amortisation for the year | 0.05 |
| Deductions/Adjustments | - |
| **Balance as at March 31, 2025** | **0.13** |
| Amortisation for the year | 0.03 |
| Deductions/Adjustments | - |
| **Balance as at March 31, 2026** | **0.16** |
| **Net block** | |
| **Carrying amount as at March 31, 2023** | - |
| **Carrying amount as at March 31, 2024** | **0.11** |
| **Carrying amount as at March 31, 2025** | **0.06** |
| **Carrying amount as at March 31, 2026** | **0.03** |

## 14 Deferred tax assets

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Deferred tax assets | 0.88 | - | - |
| **Total** | **0.88** | - | - |

**Financial Year 2025-26**

| Net DTA/DTL Movement | April 01, 2025 | Recognized in P&L | As at March 31, 2026 |
|---|---|---|---|
| **Deferred tax assets/**(liabilities) | | | |
| Property, plant and equipment and Intangible assets | (1.03) | (0.45) | (0.58) |
| Gratuity | 0.78 | (0.68) | 1.46 |
| **Total** | **(0.25)** | **(1.13)** | **0.88** |

## 15 Long term loans and advances

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Other loans and advances | 25.01 | 66.50 | - |
| Advance for expenses* | 2.50 | 2.50 | - |
| **Total** | **27.51** | **69.00** | - |

***Note** : An amount previously disclosed under Other Loans and Advances has been reclassified in the Restated Financial Statements (RFS) as Advances for Expenses, as it represents an advance paid towards expenses and not a Other loan or advance.

## 16 Other non current assets

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Security Deposit | 5.06 | 3.97 | 3.97 |
| **Total** | **5.06** | **3.97** | **3.97** |

## 17 Inventories

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Finished goods | 1,235.50 | 718.50 | 368.13 |
| **Total** | **1,235.50** | **718.50** | **368.13** |

Method of Valuation- Cost or NRV whichever is lower

18 **Trade Receivables**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **(Unsecured, considered good)** | | | |
| Trade Receivables | 1,609.59 | 1,543.26 | 1,255.68 |
| Less:- Provision For Bad Debts | (6.85) | (9.54) | (4.68) |
| **Total** | **1,602.74** | **1,533.72** | **1,251.00** |

*refer note no 32(B) related party transaction with M/S Siddhi Vinayak Creation (Prop. Arvind Bohra)

**Trade Receivable Ageing Schedule as on March 31, 2026**

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed Trade receivables – considered good | - | 1,380.88 | 49.84 | 79.14 | 62.47 | 37.26 | 1,609.59 |
| Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Gross** | - | **1,380.88** | **49.84** | **79.14** | **62.47** | **37.26** | **1,609.59** |
| Less:- Provision For Bad Debts | - | - | - | - | (3.12) | (3.73) | **(6.85)** |
| **Total** | - | **1,380.88** | **49.84** | **79.14** | **59.35** | **33.53** | **1,602.74** |

**Trade Receivable Ageing Schedule as on March 31, 2025**

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed Trade receivables – considered good | - | 1,171.32 | 125.99 | 119.92 | 61.23 | 64.80 | 1,543.26 |
| Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Gross** | - | **1,171.32** | **125.99** | **119.92** | **61.23** | **64.80** | **1,543.26** |
| Less:- Provision For Bad Debts | - | - | - | - | (3.06) | (6.48) | **(9.54)** |
| **Total** | - | **1,171.32** | **125.99** | **119.92** | **58.17** | **58.32** | **1,533.72** |

**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

**Trade Receivable Ageing Schedule as on March 31, 2024**

| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed Trade receivables – considered good | - | 926.40 | 165.96 | 92.30 | 48.45 | 22.57 | 1,255.68 |
| Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| Disputed Trade Receivables considered doubtful | - | - | - | - | - | - | - |
| **Gross** | - | **926.40** | **165.96** | **92.30** | **48.45** | **22.57** | **1,255.68** |
| Less:- Provision For Bad Debts | - | - | - | - | (2.42) | (2.26) | (4.68) |
| **Total** | - | **926.40** | **165.96** | **92.30** | **46.03** | **20.31** | **1,251.00** |

19 **Cash and Cash Equivalents**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Cash in Hand | 10.92 | 10.14 | 0.53 |
| Bank Balances in Current Accounts | 0.41 | 2.29 | 7.80 |
| **Total** | **11.33** | **12.43** | **8.33** |

20 **Other Current Assets**

| Particular | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Advance to supplier | 7.53 | - | - |
| Balance with government authorities | 15.75 | 15.70 | 3.40 |
| Prepaid expense | 1.11 | 0.80 | 0.78 |
| Advances for IPO | 1.25 | - | - |
| **Total** | **25.64** | **16.50** | **4.18** |

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

21 **Revenue from operations**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Sale of products** | | | |
| Domestic | 3,013.52 | 2,103.86 | 2,001.67 |
| **Total revenue from operations** | **3,013.52** | **2,103.86** | **2,001.67** |

22 **Other income**

| Particular* | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Interest income | 1.34 | - | - |
| Miscellaneous income | 1.56 | 0.13 | 3.88 |
| Bad debts provision write back | 2.69 | - | - |
| **Total** | **5.59** | **0.13** | **3.88** |

* All the items of other income are related to business activities. Further to this all the items in other income are recurring in nature.

23 **Cost of material consumed**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Opening stock of raw material | - | - | - |
| Add: Purchases | 2,036.07 | 1,496.91 | 1,074.96 |
| Add: Direct expenses | 774.89 | 535.56 | 358.74 |
| Less: Closing stock of raw material | - | - | - |
| **Cost of material consumed** | **2,810.96** | **2,032.47** | **1,433.70** |

24 **Changes in inventories of finished goods, work in progress and stock in trade**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Opening stock of finished goods and work in progress | 718.50 | 368.13 | 568.97 |
| Less : Closing stock of finished goods and work in progr | (1,235.50) | (718.50) | (368.13) |
| **Change in Inventories** | **(517.00)** | **(350.37)** | **200.84** |

25 **Employee benefits expense**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Contribution to PF/ ESIC | 0.03 | - | - |
| Remuneration to directors | 51.00 | 28.80 | - |
| Remuneration to partners | - | 18.00 | 41.00 |
| Staff welfare | 4.02 | 3.89 | 3.54 |
| Salaries | 35.03 | 27.49 | 24.96 |
| Gratuity expenses | 2.71 | (0.32) | 3.40 |
| **Total** | **92.79** | **77.86** | **72.90** |

26 **Finance cost**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Interest cost | 66.58 | 52.17 | 39.53 |
| **Total** | **66.58** | **52.17** | **39.53** |

27 **Depreciation & amortisation**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Depreciation on property plant and Equipment | 14.32 | 14.77 | 15.14 |
| Amortization on intangible assets | 0.03 | 0.05 | 0.08 |
| **Total** | **14.35** | **14.82** | **15.22** |

28 **Other expense**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Travelling expenses | 19.61 | 7.78 | 8.61 |
| Bad debts | 7.20 | - | - |
| Software expenses for (License/Subscription/AMC) | 0.35 | 0.06 | - |
| Advertisement & promotion expenses | - | 5.50 | 1.21 |
| Provision for bad debts | - | 4.86 | 4.68 |
| Discount allowed | 9.31 | 13.28 | 14.00 |
| Insurance | 1.11 | 1.19 | 0.21 |
| Commission on sale | 27.54 | 26.59 | 23.51 |
| Bank Charges | 6.20 | 6.20 | 3.36 |
| Packing charges | 11.52 | 8.78 | 10.90 |
| Professional fees | 1.12 | 1.79 | 0.50 |
| Auditor Remuneration | 0.30 | 0.20 | 0.10 |
| Transport and freight charges | 7.17 | 3.13 | 2.87 |
| Legal expenses | 0.24 | 5.24 | - |
| Office expenses | 17.35 | 12.29 | 11.19 |
| Rent, Rates and Taxes | - | - | - |
| Power and fuel | 7.64 | 4.45 | 3.57 |
| Repairs and maintenance | 0.62 | 0.85 | 4.62 |
| Cartage expenses | 10.24 | 7.31 | 4.69 |
| Website development expenses | - | - | 0.96 |
| Incorporation expenses | - | 9.86 | - |
| ROC expenses | 0.23 | - | - |
| GST reversal | 1.25 | - | - |
| Interest on income tax | 0.90 | - | - |
| NSDL/CDSL expenses | 0.90 | - | - |
| Loss on disposal of assets | 0.08 | - | - |
| Miscellaneous expenses | 4.11 | 3.77 | 2.49 |
| **Total** | **134.99** | **123.13** | **97.47** |

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Statutory and tax audit fees | 0.30 | 0.20 | 0.10 |
| **Total** | **0.30** | **0.20** | **0.10** |

29 **Earnings per share**

| Particular | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Net profit attributable to equity shareholders | 312.62 | 103.85 | 91.65 |
| Weighted average number of equity shares | 60,00,000.00 | 60,00,000.00 | 60,00,000.00 |
| Basic and diluted earning per share | 5.21 | 1.73 | 1.53 |
| Face value per equity share Rs. | 10.00 | 10.00 | 10.00 |

There are no dilutive shares for the year ended March 31, 2026, March 31, 2025 and March 31, 2024

**Note:**

The Company was incorporated on June 05, 2024, pursuant to the conversion of a partnership firm into a company. Upon incorporation, the Company had a paid-up equity share capital of ₹6,00,00,000, comprising 60,00,000 equity shares of ₹10 each.Since the Company operated as a partnership firm prior to June 05, 2024, the Earnings Per Share (EPS) and Net Asset Value (NAV) per share for all the periods presented have been computed by considering the post-conversion weighted

30 **Contingent Liability**

During the year 2025-26, the Company (erstWhile M/s Siddhi Vinayak Creation, a partnership firm) received an order under Section 74 of the CGST/GGST Act, 2017, raising a demand aggregating to Rs. 36.07 lakhs (comprising tax of Rs. 10.92 lakhs, interest of Rs. 14.23 lakhs and penalty of Rs. 10.92 lakhs) for FY 2018-19. The Company has filed an appeal before the Appellate Authority against the said order and, based on management's assessment and legal advice, believes that it has a strong case on merits. Accordingly, no provision is required to be made in the Restated Financial Statements/Financial

**31** Gratuity

**Income/Expenses Recognized during the period**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Employee benefit expense | 2.71 | (0.32) | 3.40 |

**Key assumptions**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Discount rate | 7.25% p.a. | 6.80% p.a. | 7.20% p.a. |
| Salary growth rate | 5.00% p.a. | 5.00% p.a. | 5.00% p.a. |
| Withdrawal rates | Age 25 & Below : 10 % p.a.<br>25 to 35 : 8 % p.a.<br>35 to 45 : 6 % p.a.<br>45 to 55 : 4 % p.a.<br>55 & above : 2 % p.a. | Age 25 & Below : 10 % p.a.<br>25 to 35 : 8 % p.a.<br>35 to 45 : 6 % p.a.<br>45 to 55 : 4 % p.a.<br>55 & above : 2 % p.a. | Age 25 & Below : 10 % p.a.<br>25 to 35 : 8 % p.a.<br>35 to 45 : 6 % p.a.<br>45 to 55 : 4 % p.a.<br>55 & above : 2 % p.a. |

**Assets and Liabilities**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Defined benefit obligation | 5.79 | 3.08 | 3.40 |
| Fair value of assets | - | - | - |
| Unrecognized prior service cost | - | - | - |
| **Net liability (asset)** | **5.79** | **3.08** | **3.40** |

**Bifurcation of liability**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Current liability | 0.17 | 0.09 | 1.10 |
| Non-current liability | 5.62 | 2.99 | 2.30 |
| **Net liability (asset)** | **5.79** | **3.08** | **3.40** |

**Financial Assumptions**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Discount rate | 7.25% | 6.80% | 7.20% |
| Salary growth rate | 5.00% | 5.00% | 5.00% |
| Expected Rate of Return | Not Applicable | Not Applicable | Not Applicable |

**Summary data for year ended March 31, 2026**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | % Change |
|---|---|---|---|
| Number of Employees | 16 | 19 | -15.79% |
| Total Monthly Salary (Rs.) | 7.41 | 8.04 | -7.78% |
| Average Monthly Salary (Rs.) | 0.46 | 0.42 | 9.51% |
| Average Age (Years) | 31.69 | 28.33 | 11.83% |
| Average Past Service (Years) | 2.44 | 1.61 | 51.21% |
| Average Future Service (Years) | 28.32 | 31.67 | -10.59% |
| Weighted Average Duration (Years) | 11.47 | 11.92 | -3.73% |

**Summary data for year ended March 31, 2025**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | % Change |
|---|---|---|---|
| Number of Employees | 19 | 14 | 35.71% |
| Total Monthly Salary (Rs.) | 8.04 | 2.46 | 226.63% |
| Average Monthly Salary (Rs.) | 0.42 | 0.18 | 140.67% |
| Average Age (Years) | 28.33 | 28.30 | 0.12% |
| Average Past Service (Years) | 1.61 | 2.51 | -35.71% |
| Average Future Service (Years) | 31.67 | 31.83 | -0.52% |
| Weighted Average Duration (Years) | 11.92 | 9.45 | 26.13% |

**Summary data for year ended March 31, 2024**

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 | % Change |
|---|---|---|---|
| Number of Employees | 14 | NA | NA |
| Total Monthly Salary (Rs.) | 2.46 | NA | NA |
| Average Monthly Salary (Rs.) | 0.18 | NA | NA |
| Average Age (Years) | 28.30 | NA | NA |
| Average Past Service (Years) | 2.51 | NA | NA |
| Average Future Service (Years) | 31.83 | NA | NA |
| Weighted Average Duration (Years) | 9.45 | NA | NA |

**Age Band wise distribution of Employees**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| Less than 25 | 7.00 | 12.00 | 6.00 |
| 25 to 35 | 4.00 | 2.00 | 6.00 |
| 35 to 45 | 1.00 | 1.00 | 1.00 |
| 45 to 55 | 4.00 | 4.00 | - |
| 55 & Above | 0.00 | 0.00 | 1.00 |
| **Total** | **16.00** | **19.00** | **14.00** |

**Service Band wise distribution of Employees**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| 0 to 4 | 15.00 | 17.00 | 10.00 |
| 4 to 10 | 1.00 | 2.00 | 4.00 |
| 10 to 15 | - | - | - |
| 15 & Above | - | - | - |
| **Total** | **16.00** | **19.00** | **14.00** |

**Withdrawal Rates per annum**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| 25 & Below | 10.00% p.a. | 10.00% p.a. | 10.00% p.a. |
| 25 to 35 | 8.00% p.a. | 8.00% p.a. | 8.00% p.a. |
| 35 to 45 | 6.00% p.a. | 6.00% p.a. | 6.00% p.a. |
| 45 to 55 | 4.00% p.a. | 4.00% p.a. | 4.00% p.a. |
| 55 & above | 2.00% p.a. | 2.00% p.a. | 2.00% p.a. |

Sample Rates per annum of Indian Assured Lives Mortality

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| 20 | 0.09% | 0.09% | 0.09% |
| 30 | 0.10% | 0.10% | 0.10% |
| 40 | 0.17% | 0.17% | 0.17% |
| 50 | 0.44% | 0.44% | 0.44% |
| 60 | 1.12% | 1.12% | 1.12% |

**Funded status of the Plan**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Present value of unfunded obligations | 5.79 | 3.08 | 3.40 |
| Present value of funded obligations | - | - | - |
| Fair value of plan assets | - | - | - |
| Unrecognised Past Service Cost | - | - | - |
| **Net Liability (Asset)** | **5.79** | **3.08** | **3.40** |

**Profit and Loss account for the period**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Current Service Cost | 3.11 | 1.00 | 3.40 |
| Interest on obligation | 0.21 | 0.21 | - |
| Expected return on plan assets | - | - | - |
| Net actuarial loss/(gain) | (0.61) | (1.53) | - |
| Recognised Past Service Cost-Vested | - | - | - |
| Recognised Past Service Cost-Unvested | - | - | - |
| Loss/(gain) on curtailments and settlement | - | - | - |
| **Total included in 'Employee Benefit Expense'** | **2.71** | **(0.32)** | **3.40** |

**Reconciliation of defined benefit obligation**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Opening Defined Benefit Obligation | 3.08 | 3.40 | - |
| Transfer in/(out) obligation | - | - | - |
| Current service cost | 3.11 | 1.00 | 3.40 |
| Interest cost | 0.21 | 0.21 | - |
| Actuarial loss (gain) | (0.61) | (1.53) | - |
| Past service cost | - | | - |
| Loss (gain) on curtailments | - | - | - |
| Liabilities extinguished on settlements | - | - | - |
| Exchange differences on foreign plans | - | - | - |
| Benefit paid from fund | - | - | - |
| **Closing Defined Benefit Obligation** | **5.79** | **3.08** | **3.40** |

**Table of experience adjustments**

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| Defined Benefit Obligation | 5.79 | 3.08 | 3.40 |
| Plan Assets | - | - | - |
| **Surplus/(Deficit)** | **(5.79)** | **(3.08)** | **(3.40)** |
| Experience adjustments on plan liabilities | (0.34) | (1.66) | - |
| Actuarial loss/(gain) due to change in financial assumptions | (0.27) | 0.13 | - |
| Actuarial loss/ (gain) due to change in demographic assumption | - | - | - |
| Experience adjustments on plan assets | - | - | - |
| **Net actuarial loss/ (gain) for the year** | **(0.61)** | **(1.53)** | - |

**32 Related party relationship**

**(A) Key Managerial Personnel (KMP)**

| Name of the related party | Category | Description of Relation | Date of Appointment |
|---|---|---|---|
| Arvind Bohra | Director | Whole Time Director & Chief Financial Officer | June 05, 2024 |
| Anand Bohra | Director | Managing Director | June 05, 2024 |
| Aditya Bohra | Director | Whole Time Director | June 12, 2024 |
| Palak Bohra | Director | Director | June 05, 2024 |
| Kritika Gadiya | KMP | Company Secretary & Compliance Officer | May 12, 2025 |

**Relatives of Key Managerial Personnel**

| Name of the related party | Category | Description of Relation |
|---|---|---|
| Garima Jain | Relative of KMP | Relative of Arvind Bohra |
| Neelo Sethi | Relative of KMP | Relative of Anand Bohra |
| Manoj Kumar Sethi | Relative of KMP | Relative of Anand Bohra |

**Other Related parties where there have been transactions**

| Name of the related party | Category |
|---|---|
| M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | Entity owned/controlled by KMP |

32 **Related party transaction**

**(B) Details of transactions with related parties in the ordinary course of business:**

| | Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| (i) | **Remunerations to KMP / Directors** | | | |
| | Anand Bohra | 15.00 | 9.00 | - |
| | Arvind Bohra | 15.00 | 9.00 | - |
| | Palak Bohra | 12.00 | 6.00 | - |
| | Aditya Bohra | 9.00 | 4.80 | - |
| (ii) | **Remunerations to relatives of KMP / Directors** | | | |
| | Garima Jain | 12.00 | 6.00 | - |
| (iii) (a) | **Remuneration to Partners** | | | |
| | Anand Bohra | - | 4.50 | 10.00 |
| | Arvind Bohra | - | 4.50 | 10.00 |
| | Palak Bohra | - | 3.00 | 9.00 |
| | Aditya Bohra | - | 1.50 | 3.00 |
| | Garima Jain | - | 3.00 | 9.00 |
| | Neelu Sethi | - | 1.50 | - |
| (iii) (b) | **Net Capital introduced/(drawing) in the firm by Partners** | | | |
| | Anand Bohra | - | (18.59) | (10.02) |
| | Arvind Bohra | - | (35.69) | (35.59) |
| | Palak Bohra | - | 21.84 | (21.70) |
| | Aditya Bohra | - | 4.15 | 3.71 |
| | Garima Jain | - | (10.41) | (11.77) |
| | Neelu Sethi | - | 2.75 | 0.71 |
| | Manoj Kumar Sethi | - | 6.24 | 0.05 |
| (iv) | **Sale of goods to entities in which KMP can exercise significant influence** | | | |
| | M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | - | 25.40 | 7.57 |
| (v) | **Payment received against Sale of goods to entities in which KMP can exercise significant influence** | | | |
| | M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | 32.97 | - | - |
| (vi) | **Loans received from KMP/ Directors** | | | |
| | Anand Bohra | 291.65 | 280.01 | - |
| | Arvind Bohra | 172.97 | 122.14 | - |
| | Palak Bohra | - | 41.06 | - |
| | Aditya Bohra | 8.86 | 17.65 | - |
| (vii) | **Loans received from relatives of KMP/ Directors** | | | |
| | Garima Jain | - | 14.81 | - |
| (viii) | **Repayment of loans to KMP/ Directors** | | | |
| | Anand Bohra | 301.15 | 372.63 | - |
| | Arvind Bohra | 185.46 | 372.59 | - |
| | Palak Bohra | 0.38 | 133.61 | - |
| | Aditya Bohra | 8.67 | 28.30 | - |

| | | | | |
|---|---|---|---|---|
| (ix) | **Repayment of loans to relatives of KMP/directors** | | | |
| | Garima Jain | 0.94 | 140.00 | - |
| | Neelu Sethi | 0.25 | 5.75 | - |
| (x) | **Loan received from Partners** | | | |
| | Anand Bohra | - | - | 0.15 |
| | Arvind Bohra | - | - | 0.15 |
| | Manoj Kumar Sethi | - | 7.80 | - |
| (xi) | **Loan repaid to Partners** | | | |
| | Manoj Kumar Sethi | 0.36 | 8.48 | - |

(C) **Balances payable/receivable**

| | Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| (i) | **Outstanding loan payable to KMP / Directors** | | | |
| | Anand Bohra | 0.17 | 9.83 | 0.15 |
| | Arvind Bohra | 0.93 | 6.79 | 0.15 |
| | Palak Bohra | 0.41 | 0.79 | - |
| | Aditya Bohra | 0.23 | 0.04 | - |
| (ii) | **Outstanding loan payable to relatives of KMP / Directors** | | | |
| | Garima Jain | - | 0.94 | - |
| | Neelu Sethi | - | 0.25 | - |
| (iii) | **Trade receivables from entities under significant influence of relative of KMP** | | | |
| | M/S Siddhi Vinayak Creation (Prop. Arvind Bohra) | - | 32.97 | 7.57 |
| (iv) | **Outstanding loans receivable from relatives of KMP** | - | - | - |
| (v) | **Outstanding loans Receivable enterprises having common KMPs/ under control of KMPs** | - | - | - |
| (vi) | **Outstanding loan payable to Partner** | | | |
| | Manoj Kumar Sethi | - | 0.36 | - |

**Note:**

1. The proprietorship concern carrying the same name as the Company's predecessor partnership firm is a separate and independently operated proprietorship concern and is not the same entity as the erstwhile partnership firm. The similarity in name is incidental and does not indicate continuity of ownership or business operations.
2. These related party disclosure are derived from Restated Financial Statements and should be read in consolidation with erstwhile partner's capital balances, now reflected in sharecapital and short term borrowings.

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

**33 Ratios**

| Sr. No | Ratio | Numerator | Denominator | Measurement | Numerator (Rs.) | Denominator (Rs.) | As at March 31, 2026 | As at March 31, 2025 | Variance % | Reason for Variance (In case of variance for more than 25%) |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Total current assets□ | Total current liabilities | Times | 2,875.21 | 1,798.22 | 1.60 | 1.40 | 14.49% | NA |
| 2 | Debt-to-equity ratio | Total debt | Total equity | Times | 793.72 | 984.63 | 0.81 | 1.07 | -24.97% | The decrease in the Debt-to-Equity ratio is primarily attributable to the increase in the company's net worth through internal accruals and retention of profits during the year. The improvement in shareholders' equity in relation to total debt has resulted in a reduction in the ratio compared to the previous year. |
| 3 | Return on equity ratio (in %) | Net profit after tax | Average total equity | Percentage | 312.62 | 828.32 | 37.74% | 16.45% | 129.45% | The increase in the Return on Equity ratio is primarily attributable to the significant improvement in net profit during the year. The increase in sales, coupled with improved operating margins and effective cost management, has resulted in higher profitability as compared to the previous year, thereby leading to an increase in the Return on Equity ratio. |
| 4 | Inventory turnover ratio | Cost of goods sold | Average inventory | Times | 2,293.96 | 977.00 | 2.35 | 3.10 | -24.16% | NA |

| Sr. No | Ratio | Numerator | Denominator | Measurement | Numerator (Rs.) | Denominator (Rs.) | As at March 31, 2026 | As at March 31, 2025 | Variance % | Reason for Variance (In case of variance for more than 25%) |
|---|---|---|---|---|---|---|---|---|---|---|
| 5 | Trade receivables turnover ratio | Revenue from operations | Average accounts receivable | Times | 3,013.52 | 1,568.23 | 1.92 | 1.51 | 27.17% | The increase in the trade receivables turnover ratio is primarily attributable to the significant increase in revenue from operations. Although the average debtor days have decreased compared to the previous year, the higher sales volume has resulted in an increase in average trade receivables, leading to an overall increase in the turnover ratio. |
| 6 | Trade payables turnover ratio | Cost of goods sold + other expenses | Average trade payables | Times | 2,428.95 | 1,070.79 | 2.27 | 2.32 | -2.23% | NA |
| 7 | Net working capital turnover ratio | Revenue from operations | Working capital | Times | 3,013.52 | 1,076.99 | 2.80 | 3.25 | -13.85% | NA |
| 8 | Net profit ratio | Net profit after tax | Revenues from operations | Percentage | 312.62 | 3,013.52 | 10.37% | 4.94% | 110.17% | The increase in sales, coupled with improved operating margins and effective cost management, has resulted in higher profitability as compared to the previous year, thereby leading to an increase in the Net Profit ratio. |
| 9 | Return on capital employed ratio | Earning before interest and taxes | Capital employed = Tangible net worth + total debt+deferred tax liability-Intangible assets | Times | 483.02 | 1,778.32 | 0.27 | 0.15 | 83.76% | The increase in the Return on Capital Employed ratio is primarily attributable to the significant improvement in earnings before interest and taxes during the year. The higher profitability generated from the capital employed has resulted in an improved return as compared to the previous year. |

| Sr. No | Ratio | Numerator | Denominator | Measurement | Numerator (Rs.) | Denominator (Rs.) | As at March 31, 2026 | As at March 31, 2025 | Variance % | Reason for Variance (In case of variance for more than 25%) |
|---|---|---|---|---|---|---|---|---|---|---|
| 10 | Debt Service Coverage Ratio | Earnings available for debt service | Total Interest and Principal payment | Times | 393.55 | 127.18 | 3.09 | 1.38 | 124.84% | Increase in DSCR is primarily due to improvement in earnings available for debt servicing relative to total interest and principal repayment obligations. |
| 11 | Return on Investment | Net Gain from Investment performance | Average amount invested during the period | Percentage | - | - | - | - | 0.00% | NA |
| 1 | Current ratio | Total current assets | Total current liabilities | Times | 2,281.15 | 1,633.37 | 1.40 | 1.44 | (3.25%) | NA |
| 2 | Debt-to-equity ratio | Total debt | Total equity | Times | 722.03 | 672.01 | 1.07 | 0.96 | 12.38% | NA |
| 3 | Return on equity ratio (in %) | Net profit after tax | Average total equity | Percentage | 103.85 | 631.34 | 16.45% | 16.40% | 0.27% | NA |
| 4 | Inventory turnover ratio | Cost of goods sold | Average inventory | Times | 1,682.10 | 543.32 | 3.10 | 3.49 | -11.25% | NA |
| 5 | Trade receivables turnover ratio | Revenue from operations | Average accounts receivable | Times | 2,103.86 | 1,392.36 | 1.51 | 1.87 | -19.34% | NA |
| 6 | Trade payables turnover ratio | Cost of goods sold + other expenses | Average trade payables | Times | 1,805.23 | 778.10 | 2.32 | 2.87 | -19.28% | NA |
| 7 | Net working capital turnover ratio | Revenue from operations | Working capital | Times | 2,103.86 | 647.78 | 3.25 | 3.99 | -18.65% | NA |
| 8 | Net profit ratio | Net profit after tax | Revenues from operations | Percentage | 103.85 | 2,103.86 | 4.94% | 4.58% | 7.81% | NA |

| Sr. No | Ratio | Numerator | Denominator | Measurement | Numerator (Rs.) | Denominator (Rs.) | As at March 31, 2026 | As at March 31, 2025 | Variance % | Reason for Variance (In case of variance for more than 25%) |
|---|---|---|---|---|---|---|---|---|---|---|
| 9 | Return on capital employed ratio | Earning before interest and taxes | Capital employed = Tangible net worth + total debt+deferred tax liability-Intangible assets | Times | 206.08 | 1,394.23 | 0.15 | 0.16 | -7.87% | NA |
| 10 | Debt Service Coverage Ratio | Earnings available for debt service | Total Interest and Principal payment | Times | 170.84 | 124.13 | 1.38 | 0.67 | 104.44% | Increase in DSCR is primarily due to improvement in earnings available for debt servicing relative to total interest and principal repayment obligations. |
| 11 | Return on Investment | Net Gain from Investment performance | Average amount invested during the period | Percentage | - | - | - | - | 0.00% | NA |

**Notes**

1) Average Inventory = (Opening Inventory + Closing Inventory)/2
2) Average Trade Receivable = (Opening Trade Receivable + Closing Trade Receivable)/2
3) Average Trade Payables = (Opening Trade Payables + Closing Trade Payables)/2
4) Working Capital = Total Current Assets - Total Current Liabilities
5) Tangible Net Worth = Total Equity (Share Capital + Reserve & Surplus)-Intangible assets

**Parswam Fashion Limited**
**(Formerly known as M/s Siddhi Vinayak Creation)**
**Annexure V**
**Notes to Restated Financial Statements**
**CIN: U14101GJ2024PLC152215**
**(All amounts rupees in lakhs, unless otherwise stated)**

**34 Restated Statement of Accounting and Other Ratios**

| Sr. no. | Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| A | Net worth, as restated (₹) | 984.63 | 672.01 | 590.67 |
| B | Profit after tax, as restated (₹) | 312.62 | 103.85 | 91.65 |
| | **Weighted average number of equity shares outstanding during the period/ year** | | | |
| C | For Basic/Diluted earnings per share - Weighted average number of equity shares outstanding during the period/ year | 60,00,000.00 | 60,00,000.00 | 60,00,000.00 |
| | **Earnings per share** | | | |
| D | Basic/Diluted earnings per share (₹) (B/C) | 5.21 | 1.73 | 1.53 |
| E | **Return on Net Worth (%) (B/A*100)** | **31.75%** | **15.45%** | **15.52%** |
| F | Number of shares outstanding at the end of the period/ year | 60,00,000.00 | 6000000.00 | 6000000.00 |
| G | **Net asset value per equity share of ₹ 10 each(A/F)** | **16.41** | **11.20** | **9.84** |
| H | Face value of equity shares (₹) | 10.00 | 10.00 | 10.00 |
| I | Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) | 491.78 | 220.77 | 196.76 |

Notes :-

1) The ratios have been computed in the following manner :

a) Basic and Diluted earnings per share (₹) = Restated Profit after tax attributable to equity shareholders / Weighted average number of equity shares outstanding during the

b) Return on net worth (%) = Restated Profit after tax / Restated Net worth as at period/ year end

c) Net asset value per share (₹) = Restated Net Worth as at period/ year end / Total number of equity shares as at period/ year end

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted for the number of equity shares issued during the year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).

5) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure V

6) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) =Profit before Tax + Finance Cost +Depreciation - Other Income

**35 Restated Statement of Adjustments to Audited Financial Statements**

**Non adjustment item**

There are no audit qualifications in the statutory audit reports for any of the periods covered in the Restated Financial Statements which would require corrective adjustments or modifications in the Restated Financial Information of the Company.

Accordingly, the Restated Financial Statements have been prepared without the need for any adjustments arising from audit qualifications, and reflect the financial information as reported in the respective audited financial statements, after giving effect only to regroupings, reclassifications, and other restatement adjustments necessary for compliance with the applicable Accounting Standards, Schedule III of the Companies Act, 2013, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**(i) Reconciliation of Restated Profit:**

The following table presents a summary of the material adjustments made to the Audited Financial Statements for the periods/years ended March 31, 2026, March 31, 2025, and March 31, 2024 as amended.

These adjustments reflect the modifications considered necessary to align the financial information with the requirements of the applicable Accounting Standards (AS), Schedule III of the Companies Act, 2013, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The adjustments outlined below indicate their impact on the Restated Statement of Profit and Loss, as well as the corresponding effect on the Equity of the Company for the respective periods. Only those adjustments deemed material and relevant for the purpose of presenting the Restated Financial Statements on a consistent and comparable basis have been included.

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit / (loss) of the company.

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|
| **Profit after tax as per audited/ re-audited financial statements** | 312.62 | 80.12 | 100.08 |
| **Profit pertaining to partnership firm** | - | 29.40 | - |
| **(i) Adjustments on account of change in accounting policies:** | - | - | - |
| **(ii) Other material adjustments:** | | | |
| Provision for bad debts | - | (4.86) | (4.68) |
| Other miscellaneous expenses | - | 0.02 | 0.01 |
| Prepaid expenses | - | 0.04 | 0.73 |
| Depreciation and amortisation | - | (1.42) | (0.66) |
| Deferred tax | - | 0.23 | (0.48) |
| Gratuity Provision | - | 0.32 | (3.40) |
| **Restated profit after tax** | **312.62** | **103.85** | **91.68** |

**Gratuity**

The adjustment relating to Gratuity has been made because the gratuity liability was not previously recognized or provided for in the audited financial statements of the respective years. The Company had not earlier computed or accounted for the gratuity obligation in accordance with the requirements of Accounting Standard (AS) 15 – Employee Benefits, which mandates recognition of a defined benefit liability based on an actuarial valuation.

During the restatement process, the gratuity liability was measured through an actuarial valuation using the Projected Unit Credit Method, and the required provision has now been recognized in the Restated Financial Statements. This adjustment has been carried out to ensure that employee benefit obligations are accurately reflected and compliant with the applicable Accounting Standard and disclosure requirements.

As a result, the Restated Financial Statements include the impact of the gratuity provision, along with the corresponding adjustment to the Statement of Profit and Loss and Equity for the respective periods.

**Deferred Tax**

A corresponding adjustment for deferred tax has been made in the Restated Financial Statements arising from the recognition of the gratuity provision during the restatement process and due to the recalculation of deferred tax balances. Since the gratuity liability had not been recorded in the earlier audited financial statements, the related timing difference between the accounting and tax treatment of gratuity was also not recognized previously.

In accordance with Accounting Standard (AS) 22 – Accounting for Taxes on Income, deferred tax is required to be recognized for all timing differences that are capable of reversal in subsequent periods. The recognition of gratuity as a defined benefit obligation resulted in a deductible timing difference, leading to the recognition of a Deferred Tax Asset (DTA), subject to reasonable certainty of future taxable profits. Additionally, deferred tax balances have been recomputed to reflect all existing timing differences as at the reporting date.

Accordingly, the deferred tax adjustment has been made to:
Reflect the tax impact of the newly recognized gratuity liability;
Incorporate the impact of recomputation of deferred tax on all timing differences;
Ensure compliance with AS 22; and
Present the Company's equity and profitability on a fully compliant and comparable basis across reporting periods.
The difference therefore arises due to recognition of the gratuity provision as well as recalculation of deferred tax balances.

**Depreciation and Amortisation**

Since the entity was initially constituted as a partnership firm and was subsequently converted into a company on June 05, 2024, depreciation was being charged in the books prior to conversion based on the rates prescribed under the Income Tax Act 1961.

Upon conversion into a company, depreciation is required to be accounted for in accordance with the provisions of the Companies Act, 2013 and applicable accounting standards, including AS 10 – Property, Plant and Equipment. Accordingly, depreciation has been recalculated based on the useful lives and rates prescribed under the Companies Act, 2013, and the consequential adjustment has been incorporated in the books of

Further, it was observed that the Company had recognised an intangible asset, i.e., Trademark, in the previous year; however, the same had not been appropriately recognised in the books of account. Accordingly, based on the audit observation, the Trademark has been recognised in the books of account and the consequential accounting impact has been recorded.

**Provision for bad debts**

Provision for bad debts has been created based on discussions with Management. As per the accounting policy followed by the Company, provision is made on outstanding receivables outstanding for more than 3 years and for balances outstanding between 2 to 3 years, based on

**Prepaid expenses**

As per the audit observation, the Company had not recognised prepaid expenses in the previous three years. Accordingly, a restatement adjustment has been made to recognise the prepaid expenses in the respective financial years to ensure appropriate recognition and presentation

**(ii) Reconciliation of Restated Shareholder's funds:**

The table below presents a summary of the restatement adjustments made to the Equity of the Company for the periods/years ended March 31, 2026, March 31, 2025, and March 31, 2024. These adjustments have been made in accordance with the applicable Accounting Standards (AS), Schedule III of the Companies Act, 2013, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The adjustments reflect the consequential impact of the restatement process on the reported Equity balances of the Company for each of the periods presented. Only those adjustments that were considered material and necessary to ensure consistency, comparability, and compliance across the reporting periods have been included.

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Shareholder's funds as per Audited/ Re-audited financial statements** | 984.63 | 680.12 | 593.11 |
| **(i) Adjustments on account of change in accounting policies:** | | | |
| **(ii) Differences carried over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial** | - | (2.44) | 5.99 |
| **(iii) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial** | | | |
| Provision for bad debts | - | (4.86) | (4.68) |
| Other miscellaneous expenses | | 0.02 | 0.01 |
| Prepaid expenses | | 0.04 | 0.78 |
| Depreciation and amortization | | (1.42) | (0.66) |
| Deferred tax | | 0.23 | (0.48) |
| Gratuity Provision | | 0.32 | (3.40) |
| **(iv) Other material adjustments # :** | | | |
| Preliminary Expenses | - | - | - |
| **Restated Shareholder's funds** | **984.63** | **672.01** | **590.67** |

**36 Disclosure pursuant to requirements of Rule 11(e) (i) & (ii) of the Companies (Audit and Auditors) Rules**

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries)

b) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**37 Other statutory information**

**i) Undisclosed income**

The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended March 31, 2026, March 31, 2025 and March 31, 2024 in the tax assessments under the Income Tax Act, 1961.

**ii) Number of layers under clause (87) of companies act**

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

**iii) Wilful defaulter**

The Company is not declared wilful defaulter by any bank or financial institution or other lenders.

**iv) Crypto currency**

The Company has not traded or invested in crypto currency or virtual currency during the financial period ended March 31, 2026, March 31, 2025 and March 31, 2024.

**v) Revaluation of property, plant and equipments**

The Company has not revalued its property, plant and equipment (including right-of-use asset) during period ended March 31, 2026, March 31, 2025 and March 31, 2024.

**vi) Benami Transactions**

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.

**vii) Struck off under section 248 or 560 of companies act**

The company does not have any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of Companies Act, 1956.

**viii) Title deeds of all immovable property**

The title deeds of all immovable properties disclosed in the Restated Financial Statements, other than properties for which the Company is a lessee and the respective lease agreements have been duly executed in its favour, are held in the name of the Company. In respect of the office premises I-6 and I-7, the title deeds were held in the names of Mr. Arvind Bohra, Mr. Anand Bohra, Ms. Palak Bohra and Ms. Garima Jain during the relevant reporting periods. The said properties were subsequently transferred and registered in the name of the Company on September 7, 2026.

**ix) ROC charge**

There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

**x) Credit facility from the bank**

The company avails the credit facility from the bank on the basis of security of inventory and file monthly statements with the banks and the same is in agreement with books of

**xi) Borrowings from bank**

The Company has used the borrowings from banks for the specified purpose for which it has taken place at the balance

**xii) Compliance with approved Scheme(s) of Arrangements:**

No scheme of arrangements has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013

**xiii) Loans or advances to specified persons**

There are no loans or advances in the nature of loan granted to promoters, directors, KMPS, and the related parties (as defined under Companies Act,2013) either severally or jointly with other person, that are repayable on demand or without specifying any terms or period of repayments.

**38** The balance sheet, statement of profit and loss, cash flow statement, statement of accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company.

**39 Events After The End of The Reporting Year :**

1. Subsequent to the end of the reporting period, the Company appointed Ms. Kritika Gadiya as the Company Secretary of the Company with effect from 12 May 2026. The appointment was made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

2. Subsequent to the end of the reporting period, the Company appointed Mr. Arvind Bohra as the Cheif Financial Officer of the Company with effect from 12 May 2026. The appointment was made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

3.The title deeds of all immovable properties disclosed in the Restated Financial Statements, other than properties for which the Company is a lessee and the respective lease agreements have been duly executed in its favour, are held in the name of the Company. In respect of the office premises I-6 and I-7, the title deeds were held in the names of Mr. Arvind Bohra, Mr. Anand Bohra, Ms. Palak Bohra and Ms. Garima Jain during the relevant reporting periods. The said properties were subsequently transferred and registered in the name of the Company on September 7, 2026.

**40** Previous years figures have been regrouped/rearranged wherever necessary, to correspond with the current year classification / disclosures.

**41** The Code on Social Security, 2020 and other labour codes were implemented with effect from 21 November 2025. Based on the assessment carried out by the Company, there is no major or material impact on the financial statements arising from the implementation of the aforesaid labour codes. The Company will continue to assess any further impact arising from subsequent notifications or clarifications.

**42** Reconciliation of Returns or Statements of Current Assets Filed With Banks

The reconciliation for the periods ended March 2025, June 2025, September 2025, December 2025 and March 2026 is as follows:

| Particulars | Name of bank | Particulars of securities provided | As per returns/statement | As per books | Difference | Variance | Reason |
|---|---|---|---|---|---|---|---|
| Mar-25 | Indusind Bank | Finished Goods | 689.50 | 718.50 | 29.00 | 4.04% | Difference primarily attributable to timing and reconciliation differences between the inventory reported in the stock statement submitted to the bank and the balances as per the |
| Jun-25 | Indusind Bank | Finished Goods | 761.50 | 781.50 | 20.00 | 2.56% | Difference primarily attributable to timing and reconciliation differences between the inventory reported in the stock statement submitted to the bank and the balances as per the books of account. |
| Sep-25 | Indusind Bank | Finished Goods | 793.50 | 793.50 | - | 0.00% | NA |
| Dec-25 | Indusind Bank | Finished Goods | 1,260.00 | 1,260.00 | - | 0.00% | NA |
| Mar-26 | Indusind Bank | Finished Goods | 1,210.00 | 1,235.50 | 25.50 | 2.06% | Difference primarily attributable to timing and reconciliation differences between the inventory reported in the stock statement submitted to the bank and the balances as per the books of account. |

**Note:** The Company was incorporated on June 05, 2024 pursuant to the conversion of a partnership firm into a company. Accordingly, the requirement relating to submission of quarterly returns/statements of current assets to the bank, in the name of the Company, is applicable from the period subsequent to its incorporation.

The Company has submitted statements/returns of current assets to IndusInd Bank from March 2025 onwards, in respect of Finished Goods provided as security against the banking facilities. The balances reported in such statements have been reconciled with the corresponding balances as per the books of account of the Company.

43 Audit Trail Compliance Disclosure

The Company has maintained its books of account for the year ended March 31, 2026, March 31, 2025 using accounting software that includes an audit trail (edit log) feature, as required under the amended provisions of Schedule III of the Companies Act, 2013 and the applicable rules prescribed thereunder.

The software used by the Company is capable of recording each change made to the books of account, capturing the relevant date, user identification, and nature of the alteration, thereby ensuring compliance with the statutory requirements relating to audit trail maintenance.

**For Rajeshkumar P Shah & Co**
Chartered Accountants
Firm Reg. No.: 129110W

SD/-
**Rajeshkumar Shah**
(Proprietor)
Membership No.: 105321

UDIN: 26105321RQAWHG4398
Place: Ahmedabad
Date: 25th September, 2026

**For and on behalf of Board of Directors of Parswam**

SD/-
**Aditya Bohra**
(Whole Time Director)
DIN: 10664042

SD/-
**Anand Bohra**
(Managing Director)
DIN: 06511960

SD/-
**Kritika Gadiya**
(Company Secretary & Compliance Off
ACS No. - 70806
Place: Ahmedabad
Date: 25th September, 2026

SD/-
**Arvind Bohra**
(Chief Financial Officer)

## OTHER FINANCIAL STATEMENTS

The accounting ratios derived from restated standalone financial information required under clause 11 of part A of schedule VI of the SEBI ICDR regulations are given below:

(All per share data in ₹ lakhs, except as mentioned)

| Sr. no. | Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|---|---|
| **A** | Net worth, as restated (₹) | 984.63 | 672.01 | 590.67 |
| **B** | Profit after tax, as restated (₹) | 312.62 | 103.85 | 91.65 |
| | **Weighted average number of equity shares outstanding during the period/ year** | | | |
| **C** | For Basic/Diluted earnings per share - Weighted average number of equity shares outstanding during the period/ year | 60,00,000.00 | 60,00,000.00 | 60,00,000.00 |
| | **Earnings per share** | | | |
| **D** | Basic/Diluted earnings per share (₹) **(B/C)** | 5.21 | 1.73 | 1.53 |
| **E** | **Return on Net Worth (%) (B/A*100)** | **31.75%** | **15.45%** | **15.52%** |
| **F** | Number of shares outstanding at the end of the period/ year | 60,00,000.00 | 6000000.00 | 6000000.00 |
| **G** | **Net asset value per equity share of ₹ 10 each(A/F)** | **16.41** | **11.20** | **9.84** |
| **H** | Face value of equity shares (₹) | 10.00 | 10.00 | 10.00 |
| **I** | Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) | 491.78 | 220.77 | 196.76 |

## FINANCIAL INDEBTEDNESS

Set forth below is a brief summary of all the borrowings of the Company as on August 31, 2026, together with a brief description of certain significant terms of such financing arrangements.

*(₹ in Lakhs)*

| Nature of Borrowings | Amount |
|---|---|
| Secured borrowings [(1)] | 912.33 |
| Unsecured borrowings [(2)] | 41.50 |
| **Total** | **953.83** |

***Note –***

**1. Details of Secured Loans**

| Lenders | Category of Borrowing | Sanctioned Amount | Rate of Interest | Outstanding Amount | Details of Assets Charged |
|---|---|---|---|---|---|
| IndusInd | Cash Credit | 500.00 | 8.50% | 481.55 | **Primary Security:**<br>Primarily Secured by charge on assets (both current and fixed assets) Primary security may also include existing unencumbered assets which are directly associated with the project<br>**Secured Against Property:**<br>I6&I7, Samet Business Park, Nr. Khokhra Circle, Khokhra, Maninagar, Ahmedabad, Gujarat – 380008<br><br>**Collateral/ Other Security:**<br>Extension of equitable mortgage charges over Bunglow No. B-05 (Viral), Gokul Park, Opp. Ladhawala Flats, B/H. Ashtvinayak Residency, Nr. Nathalal Jagad Bridge, LG Hospital, Maninagar, Ahmedabad – 380008 (Owned by Palak Bohra, Anand Bohra, Garima Bohra and Arvind Bohra)<br><br>**Additional personal Guarantee:**<br>1) Arvind Bohra<br>2) Anand Bohra<br>3) Palak Bohra<br>4) Aditya Bohra |
| IndusInd | Working Capital Term Loan | 150.00 | 9.50% | 104.24 | |
| IndusInd | Term Loan | 157.00 | 9.00% | 157.00 | |
| IndusInd | Working Capital Term Loan | 160.00 | 8.50% | 138.67 | |
| South Indian Bank | Vehicle Loan | 31.29 | 8.00% | 30.87 | Toyota Innova car |

**2. Details of Unsecured Loans**

*(₹ in Lakhs)*

| Lenders | Category of Borrowing | Sanctioned Amount | Rate of Interest | Outstanding Amount | Repayment Term |
|---|---|---|---|---|---|
| Anand Bohra | Loans from Related Parties | NA | NA | 0.05 | Repayable on Demand |
| Aditya Bohra | Loans from Related Parties | NA | NA | 0.84 | Repayable on Demand |
| Palak Bohra | Loans from Related Parties | NA | NA | 0.97 | Repayable on Demand |

| | | | | | |
|---|---|---|---|---|---|
| ICICI Bank | Business Loan | 75 | 14.60% | 39.64 | 36 monthly installments |

*[Remainder of this page has been intentionally left blank]*

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations for the financial year ended on 2026, 2025 and 2024 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled **"Restated Financial Statements**" beginning on page 205 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.*

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "**Risk Factors**" beginning on page 22 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Parswam Fashion Limited, our Company. Unless otherwise indicated, financial information included herein are based on our **"Restated Financial Statements"** for the Financial year ended on 2026, 2025 and 2024 included in this Draft Red Herring Prospectus beginning on page 205 of this Draft Red Herring Prospectus.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

We are engaged in the design, sourcing, marketing and distribution of a comprehensive range of men's bottom-wear apparel under our flagship brand, "Par Swam" alongwith our other brands "VAMA" and "Pre – Pad". Our product portfolio comprises denim jeans, cotton pants, denim shorts, formal trousers and other bottom-wear products catering to casual wear, formal wear and everyday wear requirements. In the year 2018, we expanded our product portfolio by commencing the production of kids' bottom-wear, enabling us to cater to a broader customer base. Our product development strategy is driven by continuous monitoring of fashion trends, consumer preferences and market demand. We focus on offering products across diverse fits, styles, colours and size variants to address the requirements of customers with different body types and preferences. As of March 31, 2026, we offered over 37 styles in more than 10 colours, with a portfolio comprising 915 active SKUs across 4 product categories and 17 size variants. We endeavour to provide our customers with premium quality products, and at a price range that caters across all income segments and the price range of our products ranges from ₹ 350 to ₹ 800 while average selling price of our products in fiscal 2026 was ₹ 418.95.

In addition to marketing products under our own brands, we also undertake contract manufacturing and private-label (white-label) manufacturing for third-party brands and retailers. Under this business model, we source and procure raw materials and get the products manufactured through our network of job workers in accordance with our customers' specifications, including design, fabric composition, fit, branding, packaging and quality standards. We supervise the production process and implement quality control measures to ensure that the finished products conform to the agreed specifications prior to dispatch. We believe that our asset-light manufacturing model, supported by our network of job workers, provides operational flexibility, enables us to efficiently manage production requirements and cater to the diverse needs of our customers while supporting our branded and private-label businesses. The table below sets forth our revenue from operations from our business model, for the periods indicated:

| Particulars | Fiscal 2026 (₹ in Lakhs) | % of Revenue from Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue from Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue from Operations |
|---|---|---|---|---|---|---|
| Own Brand | 2,859.08 | 94.88% | 2,004.91 | 95.30% | 1,985.18 | 99.18% |
| Private Labelling | 154.44 | 5.12% | 98.95 | 4.70% | 16.49 | 0.82% |
| **Total** | **3,013.52** | **100.00%** | **2,103.86** | **100.00%** | **2,001.67** | **100.00%** |

We serve our customers primarily through multiple brand outlets (MBO's), departmental stores, wholesalers and retailers. As on March 31, 2026, we had served 76 multiple brand outlets, 01 departmental stores, 55 wholesalers and 45 retailers. In Fiscal 2026, we had a presence in 15 states and 2 union territories across India, with Gujarat being our largest geographical market, contributing 46.42 **%** of our revenue from operations.

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

| Particulars | Fiscal 2026 | | | Fiscal 2025 | | | Fiscal 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations | Number of stores served | Revenue (₹ in Lakhs) | % of Revenue from Operations |
| Multiple brand outlets | 76 | 657.67 | 21.82% | 110 | 634.34 | 30.15% | 120 | 734.84 | 36.71% |
| Departmental Stores | 01 | 40.49 | 1.34% | 02 | 7.73 | 0.37% | 02 | 8.68 | 0.43% |
| Wholesalers | 55 | 2,169.28 | 71.98% | 47 | 1,280.89 | 60.88% | 41 | 948.05 | 47.36% |
| Retailers | 45 | 146.02 | 4.85% | 69 | 180.90 | 8.60% | 71 | 310.10 | 15.49% |
| Online | 01 | 0.06 | 0.00% | - | - | - | - | - | - |
| **Total** | **178** | **3,013.52** | **100.00%** | **228** | **2,103.86** | **100.00%** | **234** | **2,001.67** | **100.00%** |

Our product portfolio comprises denim and non-denim bottom-wear products. Denim products primarily include denim jeans and denim shorts, while non-denim products include cotton pants, formal trousers and other bottom-wear products. In Fiscal 2026, denim jeans were our largest product category and accounted for 79.86 % of our revenue from operations.

Our Promoters and Sales & Marketing Team is responsible for the design and development of our bottom-wear products across various categories. The team leverages its understanding of market trends, consumer preferences and requirements, supported by in-depth market research and data analysis, to develop products that are designed to offer an appropriate combination of fit, comfort, functionality and contemporary styling. The efforts of our Promoters and Sales & Marketing Team are complemented by our extensive sourcing and manufacturing network, comprising 81 suppliers and 37 job workers as of March 31, 2026. We manage our inventory and logistics as well as our entire supply chain for all our channels from our 7,333 square foot warehouse in Gujarat and are capable of handling complex SKU mixes.

For more details, please refer chapter titled "***Our Business***" beginning on page 148 of this Draft Red Herring Prospectus.

**SIGNIFICANT DEVELOPMENTS AFTER FINANCIAL YEAR 2026**

1. Pursuant to resolution passed by our Board of Director dated May 28, 2026, and Special Resolution passed at the Extraordinary General Meeting held on June 19, 2026, our Company has increased the authorised share capital from ₹ ₹ 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- each (Rupee Ten only) to ₹ 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs ) divided into 1,15,00,000

(One Crore Fifteen Lakhs) Equity Shares of ₹ 10/- each (Rupee Ten only). Further, Clause III (A) of the Memorandum of Association of Company was altered to include a new clause in the Main Objects.

2. Pursuant to resolution passed by our Board of Director dated July 11, 2026, and Special Resolution passed at the Extraordinary General Meeting held on July 10, 2026, our Company has issued bonus shares in the ratio of 1:3 i.e.; for every 3 shares held, 1 bonus equity shares have been issued.

**FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business, financial condition and results of operations have been, and are expected to be, influenced by numerous factors. A summary of the most important factors that have had, and that we expect will continue to have, a significant impact on our business, results of operations and financial condition follows below:

Our business is subject to various risks and uncertainties, including those discussed in the section titled **"*Risk Factors*"** beginning on page 22 of this Draft Red Herring Prospectus.

**Raw Material Cost**

We source raw materials from multiple suppliers, which enables us to procure dyed fabrics, trims and other materials based on our product specifications, quality requirements, target costs and production schedules. We have established long-standing relationships in order to ensure the consistent supply of products to our customers. We do not enter into formal arrangements or contracts with certain of our suppliers and instead issue purchase orders to source our materials on an as-needed basis to such suppliers. Our business relies on the procurement of key raw materials, including dyed fabrics, trims other essential inputs. Any fluctuations in the prices, availability, or quality of these raw materials can significantly affect our cost structure and margins. The prices of dyed fabrics and trim materials are subject to market fluctuations driven by global demand-supply dynamics, raw material shortages, production disruptions, and commodity price changes. The availability and pricing of raw materials also depend on our supplier arrangements, procurement strategies, and payment terms. Additionally, the textile industry is subject to regulatory and environmental compliance, particularly in the use of dyes, chemicals, and other materials. Stricter regulations may lead to higher compliance costs and require investment in alternative solutions, affecting our raw material expenses. Seasonality and demand fluctuations in the textile industry also impact bulk raw material procurement strategies, with increased demand during peak seasons leading to potential price hikes by suppliers. Furthermore, supply chain disruptions, including transportation delays and fuel cost hikes, can contribute to rising procurement costs and affect our ability to maintain stable pricing. During Fiscals 2026, 2025 and 2024, our cost of materials consumed was ₹2,810.96 Lakhs, ₹2,032.47 Lakhs and ₹1,433.70 Lakhs, constituting 93.11 %, 96.60 % and 71.49 % respectively, of our total income from operations. Our major raw materials are sourced domestically from Gujarat. Our cost of goods sold is impacted by the amount of raw materials procured and the price at which we procure such raw materials and may fluctuate from time to time. The availability and price of our raw materials may be subject to a number of factors beyond our control, including macro and micro economic factors, seasonal factors, environmental factors and changes in Government policies and regulations.

**Dependence on third-party job workers**

We operate an asset-light business model and rely on independent third-party job workers for manufacturing activities, including cutting, sewing, assembly, washing and finishing. The availability, capacity, quality, pricing and timely delivery of our job workers directly affect our production schedules and ability to fulfil customer orders. Our arrangements generally do not provide dedicated or exclusive manufacturing capacity, and job workers may allocate capacity to other customers during periods of peak demand. Any disruption in their operations, increase in job-work charges, quality issues or delays may result in higher production costs, delayed order fulfilment and increased working capital requirements. Further, shifting production to alternative job workers may require sampling, quality checks and technical alignment, resulting in additional time and costs. Accordingly, effective management of our job-worker network and availability of adequate manufacturing capacity are important factors affecting our business operations, margins, cash flows and financial condition.

**Demand for our products**

The apparel industry is characterised by changing customer preferences, evolving fashion trends and seasonal demand. Our ability to maintain sales and profitability depends on our ability to identify these changes and offer products that meet customer expectations. If our products do not achieve the expected level of market acceptance or if we are unable to respond to changing demand in a timely manner, our sales and margins may be adversely affected. New designs or product categories may not receive the level of acceptance anticipated by us, may require greater marketing expenditure, may generate lower margins than our existing products or may cannibalise sales of existing products. Conversely, a delay in introducing products that reflect prevailing trends may result in lost sales and weaken the positioning of our brand. If we inaccurately forecast demand or fail to adjust our product mix in a timely manner, we may experience stock-outs in successful products and accumulate slow-moving or obsolete inventory in unsuccessful products. We may then be required to provide discounts, accept returns, liquidate products at reduced prices or make inventory provisions or write-downs, which could adversely affect our revenue, margins, cash flows and financial condition.

**Relationships with customers**

Our business is dependent on our continuing relationships with our customers. Our Company neither have any long-term contract with any of customers nor any marketing tie up for our products as our sales are primarily conducted through individual purchase orders that set out terms, volumes and delivery schedules. The absence of long-term commitments exposes us to the risk of customer retention and creates uncertainty in production planning. If one or more of our key customers reduce their orders, cease to source from us, or are unable to perform their obligations due to financial distress, insolvency, business restructuring, regulatory actions, or shifts in procurement policies, our revenue and profitability could be materially impacted.

**Operational efficiencies and working capital management**

Our supply chain network comprises a diverse network of suppliers, job workers, and distributors that play a crucial role in the seamless flow of raw materials, fabrics, and finished products. Given the high volume of raw materials and finished goods that move through this network, our supply chain is highly sensitive to changes or disruptions in procurement, production, or distribution processes. While we have established strong relationships with our partners, certain factors remain outside of our control, such as raw material availability, delays in transportation, regulatory changes, and geopolitical risks, which could impact our operations and financial performance.

Additionally, we are heavily reliant on logistics providers for the timely and efficient delivery of inventory to our customer orders to various retail channels and markets. Any disruption in transportation or supply chain inefficiencies could lead to delays in fulfilling orders, impacting customer satisfaction and profitability. Furthermore, our inventory management and operational margins are directly influenced by supply chain performance. Significant changes in the availability of raw materials, transportation costs, or distribution channels could impact our production schedules and profit margins. Therefore, maintaining a resilient and efficient supply chain is critical to ensuring business continuity, optimizing costs, and meeting customer expectations across our markets.

Working capital management remains critical towards our profitability and our ability to successfully manage our working capital depends on our ability to manage payments, monitor inventory and manage our inventory days, trade receivables days and trade payables.

**Government policies**

Our business and revenues are dependent on policies and regulations in relation to the textile sector. Any adverse changes in government policies, subsidies and benefits could materially and adversely affect our financing, capital expenditure, revenues, development or operations relating to our existing and proposed capacities as well as our ability to participate and compete with our peers. Further, policies not limited to our services rendered but largely affecting India could also affect the manner in which we carry out and intend to carry out our operations.

**Macroeconomic Factors**

The performance of our business is closely linked to macroeconomic conditions. Economic downturns, recessions, political instability, social unrest, or natural disasters in India or our other markets can disrupt operations, supply chains, and consumer demand. Furthermore, volatility in crude oil prices, rising interest rates, and inflationary pressures can

increase operational costs, reduce margins, and affect consumer spending patterns, all of which can materially impact our financial results

**SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies beginning under "***Restated Financial Statements***" on page 205 of this Draft Red Herring Prospectus.

Set out below are a few key performance indicators:

| Particulars | Unit | For the financial year ended March 31, 2026 | For the financial year ended March 31, 2025 | For the financial year ended March 31, 2024 |
|---|---|---|---|---|
| Revenue from Operations[(1)] | ₹ | 3,013.52 | 2,103.86 | 2,001.67 |
| Total Income[(2)] | ₹ | 3,019.11 | 2,103.99 | 2,005.55 |
| Revenue CAGR[(3)] | % | 22.70% | | |
| EBITDA[(4)] | ₹ | 491.78 | 220.77 | 196.76 |
| EBITDA Margin[(5)] | % | 16.32% | 10.49% | 9.83% |
| Profit After Tax[(6)] | ₹ | 312.62 | 103.85 | 91.65 |
| Profit After Tax Margin[(7)] | % | 10.35% | 4.94% | 4.57% |
| Return on Equity (RoE) [(8)] | % | 37.74% | 16.45% | 16.40% |
| Return on Capital Employed[(9)] | % | 26.85% | 14.77% | 15.71% |
| Working Capital Turnover Ratio[(10)] | Times | 2.80 | 3.25 | 3.99 |
| Working Capital Days[(11)] | Number of days | 213 | 200 | 191 |
| **Operational KPIs** | | | | |
| Number of Unit sold | Unit sold | 7,19,308 | 4,84,745 | 4,38,452 |
| Number of Products | Count | 37 | 28 | 27 |

**As certified by Rajeshkumar P Shah & Co, Chartered Accountants pursuant to their certificate dated [●]*

*Notes:*
*(1) Revenue from operations as derived from restated financial statements*
*(2)Total Income as derived from restated financial statements*
*(3)Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2026 by the Revenue from operation for the FY 2024, raising to the power of one divided by the number of compounding period i.e. 2 years and subtracting by one.*
*(4) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.*
*(5) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*
*(6) Profit After Tax as derived from restated financial statements*
*(7) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*
*(8) Return on Equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
*(9) Return on Capital Employed is calculated as EBIT divided by total capital employed. Capital employed is calculated as sum of total equity and total borrowings. EBIT is calculated as EBITDA minus depreciation and amortization*
*(9A) Net Fixed Asset Turnover ratio is calculated as Revenue from operation divided by Net fixed Asset*
*(10)Working Capital Turnover Ratio is calculated as Revenue from operation divided by Capital employed*

*(11) Working Capital days is Inventory days + Receivables Days – Trade Payable Days. Inventory days* dividing inventories by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period. Trade Receivables days is calculated as dividing trade receivables by revenue from operations multiplied by number of days in the year/period. Trade payables days is calculated as dividing trade payables by sum of cost of material consumed and Changes in inventories of finished goods, work-in-progress and Stock-in-trade multiplied by number of days in the year/period.

**DETAILS OF THE REVENUE RECOGNITION METHOD ADOPTED BY THE ISSUER AND ITS BASIC PARAMETERS.**

- Revenue from sale of goods is recognized, net of returns and trade discounts, when the significant risks and rewards of ownership and effective control of the goods are transferred to the buyer, which generally coincides with delivery of goods to customers.
- Revenue is recognized when it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, with no significant uncertainty regarding its realization or collection.
- Revenue from operations excludes Goods and Services Tax (GST), sales tax and tax collected at source (TCS), as these amounts are collected on behalf of the government and do not represent economic benefits accruing to the Company.

**COMPONENTS OF INCOME AND EXPENDITURE**

**Total Income**

Our total income is divided into revenue from operations and other income.

Revenue from operations consists of sale of goods.

Other income consists of interest on loans and advances, miscellaneous income and bad debts recovered.

**Total Expenses**

Our total expenses comprise of Cost of Materials consumed, Changes in inventories of finished goods, work-in-progress and stock in trade, Employee benefits expense, Finance costs, Depreciation and amortisation expense and other expenses.

*Cost of Materials consumed*

Cost of material consumed consists of purchases and direct expenses.

*Changes in inventories of finished goods, work-in-progress and stock in trade*

Changes in inventories of finished goods, work-in-progress and stock in trade consists of opening stock of finished goods and work in progress less closing stock of finished goods and work in progress.

*Employee benefits expenses*

Employee benefit expenses comprise of contribution to PF/ ESIC, remuneration to directors, remuneration to partners, staff welfare, salaries and gratuity expenses.

*Finance Costs*

Finance-Cost includes interest expense on borrowings and other finance charges.

*Depreciation and Amortisation Expenses*

Depreciation and amortisation expenses comprise of depreciation on property plant and equipment and amortization on intangible assets.

*Other Expenses*

Other expenses include travelling expenses, bad debts, software expenses for (license/subscription/AMC), advertisement & promotion expenses, provision for bad debts, insurance, commission on sale, bank charges, packing charges, professional fees, auditor remuneration, transport and freight charges, legal expenses, office expenses, rent, rates and taxes, power and fuel, repairs and maintenance, cartage expenses, website development expenses, incorporation expenses, ROC expenses, GST reversal, interest on income tax, NSDL/CDSL expenses, loss on disposal of assets and miscellaneous expenses.

**RESULTS OF OPERATIONS**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the financial years ended on 2026, 2025 and 2024:

(₹ in Lakhs)

| Particulars | Fiscal 2026 (₹) | % of Total Income | Fiscal 2025 (₹) | % of Total Income | Fiscal 2024 (₹) | % of Total Income |
|---|---|---|---|---|---|---|
| **Income** | | | | | | |
| Revenue from operations | 3013.52 | 99.81 | 2,103.86 | 99.99 | 2,001.67 | 99.81 |
| Other income | 5.59 | 0.19 | 0.13 | 0.01 | 3.88 | 0.19 |
| **Total Income** | 3,019.11 | 100.00 | 2,103.99 | 100.00 | 2,005.55 | 100.00 |
| | | | | | | |
| **Expenses** | | | | | | |
| Cost of material consumed | 2810.96 | 93.11 | 2,032.47 | 96.60 | 1,433.70 | 71.49 |
| Changes in inventories of finished goods, work in progress and stock in trade | -517.00 | -17.12 | -350.37 | -16.65 | 200.84 | 10.01 |
| Employee benefit expenses | 92.79 | 3.07 | 77.86 | 3.70 | 72.90 | 3.63 |
| Finance costs | 66.58 | 2.21 | 52.17 | 2.48 | 39.53 | 1.97 |
| Depreciation & amortisation expenses | 14.35 | 0.48 | 14.82 | 0.70 | 15.22 | 0.76 |
| Other expenses | 134.99 | 4.47 | 123.13 | 5.85 | 97.47 | 4.86 |
| **Total expenses** | **2,602.67** | **86.21** | **1,950.08** | **92.68** | **1,859.66** | **92.73** |
| | | | | | | |
| **Profit before tax** | **416.44** | **13.79** | **153.91** | **7.32** | **145.89** | **7.27** |
| | | | | | | |
| **Tax expense** | | | | | | |
| Current tax | 104.95 | 3.48 | 50.29 | 2.39 | 53.76 | 2.68 |
| Deferred tax (credit)/charge | -1.13 | -0.04 | -0.23 | -0.01 | 0.48 | 0.02 |
| Earlier Year Taxes | - | - | - | - | - | - |
| **Profit for the period / year** | **312.62** | **10.35** | **103.85** | **4.94** | **91.65** | **4.57** |

**COMPARISON OF FINANCIAL YEAR ENDED 2026 TO FINANCIAL YEAR ENDED 2025**

**Components of Balance Sheet**

*Long Term borrowings:*

Long Term Borrowings have increased by 38.34 %. This is mainly due to the increase in Working Capital Demand Loan (WCDL) availed from the bank to meet the enhanced working capital requirements of the Company.

*Short Term Borrowings:*

Short term borrowings have increased by 1.39 %. This is mainly because of the increase in current maturities of long-term borrowings availed during the year to meet the working capital requirements of the Company.

*Trade receivables;*

Trade receivables increased by 4.50 % during FY 2026, primarily due to the increase in sales during the year, in line with the growth in our revenue from operations.

*Trade Payables:*

Trade payables have increased 9.26 %, this is due to an increase in purchases of raw materials, corresponding to the higher volume of production.

*Investments:*

Long term Loans and Advances have decreased by 60.13%, this is on account of adjustment/recovery of advances given to parties in earlier years upon completion of the underlying transactions.

**Income**

*Total Income:*

Our total income was increased by 43.49 % from ₹ 2,103.99 Lakhs in Fiscal 2025 to ₹ 3,019.11 Lakhs in Fiscal 2026 due to the factors described below:

*Revenue from Operations:*

Our Revenue from Operations was increased by 43.24 % in the year Fiscal 2026. The amount increased from ₹ 2,103.86 Lakhs in Fiscal 2025 to ₹ 3,013.52 Lakhs in Fiscal 2026. This performance was driven by a higher volume of orders executed during the year, along with the addition of new customers.

*Other Income*

Other income increased by 4200.00 % from ₹ 0.13 Lakhs in Fiscal 2025 to ₹ 5.59 Lakhs in Fiscal 2026. This is mainly because of interest and miscellaneous income earned during the year.

**Expenditure**

*Total Expenses:*

Our total expenses increased by 33.46 % from ₹ 1,950.08 Lakhs in Fiscal 2025 to ₹ 2,602.67 Lakhs in Fiscal 2026 due to the factors described below:

*Cost of materials consumed*

The Cost of materials consumed increased by 38.30 % from ₹ 2,032.47 Lakhs in Fiscal 2025 to ₹ 2,810.96 Lakhs in Fiscal 2026. This increase was mainly due to an increase in the cost of raw materials consumed, in line with the higher volume of production undertaken to meet increased sales.

*Changes in inventories of finished goods, work in progress and stock in trade*

The Changes in inventories of finished goods, work in progress and stock in trade increased by 47.56 % from ₹ (350.37) Lakhs in Fiscal 2025 to ₹ (517) Lakhs in Fiscal 2026. This increase was mainly due to a higher build-up of closing stock in line with the increased production during the year.

*Employee benefit expenses*

The Employee Benefit Expenses increased by 19.18 % from ₹ 77.86 Lakhs in Fiscal 2025 to ₹ 92.79 Lakhs in Fiscal 2026. This increase was mainly due to annual increments given to employees and also because of director remuneration for 12 months, in comparison to 6 months for previous year.

*Finance Costs*

Our Finance Costs increased by 27.62 % from ₹ 52.17 Lakhs in Fiscal 2025 to ₹ 66.58 Lakhs in Fiscal 2026. This was primarily due to increased utilisation of working capital and term loan borrowings availed during the year.

*Depreciation and amortisation expense*

The Depreciation and Amortisation expenses was decreased by 3.17 % from ₹ 14.82 Lakhs in Fiscal 2025 to ₹ 14.35 Lakhs in Fiscal 2026 due to a normal outcome of the Company following the Written Down Value (WDV) method of depreciation, under which the depreciation charge on an asset naturally reduces year-on-year as its written down value declines, and no material capital expenditure was incurred during the year to offset this effect.

*Other expenses*

Other expenses increased by 9.63 % from ₹ 123.13 Lakhs in Fiscal 2025 to ₹ 134.99 Lakhs in Fiscal 2026. This was mainly on account of the increase in scale of operations during the year.

*Profit before Tax*

Our profit before tax increased by 170.57 % from ₹ 153.91 for the Fiscal 2025 to ₹ 416.44 Lakhs in Fiscal 2026.

*Tax Expenses*

Our total tax expense increased by 107.38 % from ₹ 50.06 Lakhs in Fiscal 2025 to ₹ 103.82 Lakhs in the Fiscal 2026.

*Profit after Tax*

Due to foregoing reasons our Profit after Tax increased by 201.04 % from ₹ 103.85 Lakhs in Fiscal 2025 to ₹ 312.62 Lakhs in Fiscal 2026. Furthermore, the improvement in Profit After Tax in Fiscal 2025 was primarily attributable to

- This increase was primarily attributable to the 43.24% growth in revenue from operations, which increased from ₹2,103.86 lakh in Fiscal 2025 to ₹3,013.52 lakh in Fiscal 2026.
- the cost of material consumed increased from ₹2,032.47 lakh in Fiscal 2025 to ₹2,810.96 lakh in Fiscal 2026, the increase was lower than the growth in revenue. Further, the changes in inventories of finished goods, work-in-progress and stock-in-trade increased from a negative ₹350.37 lakh in Fiscal 2025 to a negative ₹517.00 lakh in Fiscal 2026, reflecting higher inventory consumption during the year. Consequently, the Company generated higher earnings from its increased scale of operations.
- moderate increases in employee benefit expenses and other expenses, resulting in improved operating leverage and profitability.

**COMPARISON OF FINANCIAL YEAR ENDED 2025 TO FINANCIAL YEAR ENDED 2024**

**Components of Balance Sheet**

*Long Term borrowings:*

Long Term Borrowings have increased by 283.05 %. This is mainly due to the increase in Working Capital Demand Loan (WCDL) availed from the bank to meet the enhanced working capital requirements of the Company.

*Short Term Borrowings:*

Short term borrowings have increased by 6.54 %. This is mainly because of the additional working capital loan availed and also because of increase in current maturities of long-term borrowings availed during the year to meet the working capital requirements of the Company.

*Trade receivables;*

Trade receivables increased by 22.60 % during FY 2025, primarily driven by the increase in sales during the year and credit extended to new customers.

*Trade Payables:*

Trade payables have increased 92.09 %, this is mainly due to an increase in purchases of raw materials to support higher production, coupled with extended credit terms availed from suppliers.

*Investments:*

Long term Loans and Advances have increased by Nil as of March 31, 2024, to ₹69.00 lakh as at March 31, 2025, this increase is due to additional advances extended to parties during the year.

**Income**

*Total Income:*

Our total income was increased by 4.91 % from ₹ 2,005.55 Lakhs in Fiscal 2024 to ₹ 2,103.99 Lakhs in Fiscal 2025 due to the factors described below:

*Revenue from Operations:*

Our Revenue from Operations was increased by 5.11 % in the year Fiscal 2025. The amount increased from ₹ 2,001.67 Lakhs in Fiscal 2024 to ₹ 2,103.86 Lakhs in Fiscal 2025. This performance was driven by a modest increase in the volume of orders executed during the year.

*Other Income*

Other income decreased by 96.65 % from ₹ 3.88 Lakhs in Fiscal 2024 to ₹ 0.13 Lakhs in Fiscal 2025. This is mainly because of the non-recurrence of a one-time other income item recorded in the previous year.

**Expenditure**

*Total Expenses:*

Our total expenses increased by 4.86 % from ₹ 1,859.66 Lakhs in Fiscal 2024 to ₹ 1,950.08 Lakhs in Fiscal 2025 due to the factors described below:

*Cost of materials consumed*

The Cost of materials consumed increased by 41.76 % from ₹ 1,433.70 Lakhs in Fiscal 2024 to ₹ 2,032.47 Lakhs in Fiscal 2025. This increase was mainly due to an increase in raw material prices, coupled with a higher volume of production.

*Changes in inventories of finished goods, work in progress and stock in trade*

The Changes in inventories of finished goods, work in progress and stock in trade decreased by 274.45 % from ₹ 200.84 Lakhs in Fiscal 2024 to ₹ (350.37) Lakhs in Fiscal 2025. This increase was mainly due to a higher build-up of closing stock of as compared to the drawdown in the previous year.

*Employee benefit expenses*
The Employee Benefit Expenses increased by 6.80 % from ₹ 72.90 Lakhs in Fiscal 2024 to ₹ 77.86 Lakhs in Fiscal 2025. This increase was mainly due to annual increments given to employees and also because of director remuneration for 6 months.

*Finance Costs*

Our Finance Costs increased by 31.98 % from ₹ 39.53 Lakhs in Fiscal 2024 to ₹ 52.17 Lakhs in Fiscal 2025. This was primarily due to additional borrowings availed during the year.

*Depreciation and amortisation expense*

The Depreciation and Amortization expenses decreased by 2.63 % from ₹ 15.22 Lakhs in Fiscal 2024 to ₹ 14.82 Lakhs in Fiscal 2025 due to a normal outcome of the Company following the Written Down Value (WDV) method of depreciation, under which the depreciation charge on an asset naturally reduces year-on-year as its written down value declines, and no material capital expenditure was incurred during the year to offset this effect.

*Other expenses*

Other expenses increased by 26.33 % from ₹ 97.47 Lakhs in Fiscal 2024 to ₹ 123.13 Lakhs in Fiscal 2025. This was mainly on account of the increase in scale of operations during the year.

*Profit before Tax*

Our profit before tax increased by 5.50 % from ₹ 145.89 Lakhs for the Fiscal 2024 to ₹ 153.91 Lakhs in Fiscal 2025.

*Tax Expenses*

Our total tax expense decreased by 7.71 % from ₹ 54.24 Lakhs in Fiscal 2024 to ₹ 50.06 Lakhs in the Fiscal 2025.

*Profit after Tax*

Due to foregoing reasons our Profit after Tax increased by 13.31 % from ₹ 91.65 Lakhs in Fiscal 2024 to ₹ 103.85 Lakhs in Fiscal 2025. Furthermore, the improvement in Profit After Tax in Fiscal 2025 was primarily attributable to The increase was primarily attributable to the growth in revenue from operations, which increased by 5.11% from ₹2,001.67 lakh in Fiscal 2024 to ₹2,103.86 lakh in Fiscal 2025, coupled with a favourable movement in inventories. Changes in inventories of finished goods, work-in-progress and stock-in-trade changed from an expense of ₹200.84 lakh in Fiscal 2024 to a credit of ₹350.37 lakh in Fiscal 2025, resulting in a favourable impact of ₹551.21 lakh on profitability. Further, employee benefit expenses increased moderately from ₹72.90 lakh to ₹77.86 lakh, while finance costs increased from ₹39.53 lakh to ₹52.17 lakh. As a result of the above factors, profit before tax increased by 5.50%, from ₹145.89 lakh in Fiscal 2024 to ₹153.91 lakh in Fiscal 2025. Further, total tax expense decreased from ₹54.24 lakh in Fiscal 2024 to ₹50.06 lakh in Fiscal 2025. Consequently, profit after tax increased by ₹12.20 lakh, from ₹91.65 lakh in Fiscal 2024 to ₹103.85 lakh in Fiscal 2025, representing an increase of 13.31%.

**CASH FLOWS**

The table below is our cash flows for the Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in Lakhs)

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Net cash (used)/from operating activities | (3.94) | (74.09) | (107.42) |
| Net cash (used)/from investing activities | (2.27) | (4.43) | (5.40) |
| Net cash (generated)/from financing activities | 5.11 | 82.62 | 113.54 |

***Cash Flows from Operating Activities***

*For the Fiscal 2026*

Our net cash used in operating activities was ₹ 3.94 Lakhs for the Fiscal 2026. Our net profit before tax of ₹ 416.44 Lakhs for the Fiscal 2026 which was primarily adjusted against Depreciation and amortisation of ₹ 14.35 Lakhs, Finance cost of ₹ 66.58 Lakhs, Provision for gratuity of ₹ 2.71 Lakhs and Interest received of ₹ 1.34 Lakhs. Operating profit before working capital changes was ₹ 498.74 Lakhs for the Fiscal 2026.

The adjustments to operating profit before working capital changes included adjustments for (i) Increase in inventory by ₹ 517.00 Lakhs, (ii) Increase in trade receivables by ₹ 69.02 Lakhs, (iii) Decrease in loans and advances by ₹ 41.49 Lakhs, (iv) Increase in other current assets by ₹ 9.14 Lakhs, (v) Increase in other non current assets by ₹ 1.09 Lakhs, (vi) Increase in trade payables by ₹ 94.75 Lakhs, and (vii) Increase in other current liabilities by ₹ 8.46 Lakhs. Income Tax paid for the Fiscal 2026 amount to ₹ 51.13 Lakhs.

*For the Fiscal 2025*

Our net cash used in operating activities was ₹ 74.09 Lakhs for the Fiscal 2025. Our net profit before tax of ₹ 153.91 Lakhs for the Fiscal 2025 which was primarily adjusted against Depreciation and amortisation of ₹ 14.82 Lakhs, Finance cost of ₹ 52.17 Lakhs, reversal of Provision for gratuity of ₹ 0.32 Lakhs and Provision for bad debts of ₹ 4.86 Lakhs. Operating profit before working capital changes was ₹ 225.44 Lakhs for the Fiscal 2025.

The adjustments to operating profit before working capital changes included adjustments for (i) Increase in inventory by ₹ 350.37 Lakhs, (ii) Increase in trade receivables by ₹ 287.58 Lakhs, (iii) Increase in loans and advances by ₹ 69.00 Lakhs, (iv) Increase in other current assets by ₹ 12.32 Lakhs, (v) Increase in trade payables by ₹ 490.63 Lakhs, and (vi) Decrease in other current liabilities by ₹ 33.82 Lakhs. Income Tax paid for the Fiscal 2025 amount to ₹ 37.07 Lakhs.

*For the Fiscal 2024*

Our net cash used in operating activities was ₹ 107.42 Lakhs for the Fiscal 2024. Our net profit before tax of ₹ 145.89 Lakhs for the Fiscal 2024 which was primarily adjusted against Depreciation and amortisation of ₹ 15.22 Lakhs, Finance cost of ₹ 39.53 Lakhs, and Provision for gratuity of ₹ 3.40 Lakhs along with prior period adjustment of ₹-5.79. Operating profit before working capital changes was ₹ 202.93 Lakhs for the Fiscal 2024.

The adjustments to operating profit before working capital changes included adjustments for (i) Decrease in inventory by ₹ 200.84 Lakhs, (ii) Increase in trade receivables by ₹ 369.63 Lakhs, (iii) Decrease in other current assets by ₹ 19.75 Lakhs, (iv) Increase in other non current assets by ₹ 0.30 Lakhs, (v) Decrease in trade payables by ₹ 139.69 Lakhs, and (vi) Increase in other current liabilities by ₹ 1.68 Lakhs. Income Tax paid for the Fiscal 2024 amount to ₹ 23.00 Lakhs.

***Cash Flows from Investing Activities***

*For the Fiscal 2026*

Net cash flow used in investing activities for the Fiscal 2026 was ₹ 2.27 Lakhs. This was primarily on account of purchase of property plant and equipment and intangible assets of ₹ 3.69 Lakhs. This was partially offset by Sale of property plant and equipment and intangible assets of ₹ 0.08 Lakhs and interest received of ₹ 1.34 Lakhs.

*For the Fiscal 2025*

Net cash flow used in investing activities for the Fiscal 2025 was ₹ 4.43 Lakhs. This was primarily on account of purchase of property plant and equipment and intangible assets of ₹ 4.43 Lakhs.

*For the Fiscal 2024*

Net cash flow used in investing activities for the Fiscal 2024 was ₹ 5.40 Lakhs. This was primarily on account of purchase of property plant and equipment and intangible assets of ₹ 5.40 Lakhs.

**Cash Flows from Financing Activities**

*For the Fiscal 2026*

Net cash flow generated from financing activities for the Fiscal 2026 was ₹ 5.11 Lakhs. This was primarily on account of Proceeds from long term borrowings of ₹ 160.00 Lakhs and Proceeds from short term borrowings of ₹ 559.66 lakhs. This was partially offset by Repayment of long term borrowings of ₹ 60.60 Lakhs, Repayment of short term borrowings of ₹ 587.37 Lakhs and Interest paid of ₹ 66.58 Lakhs.

*For the Fiscal 2025*

Net cash flow generated from financing activities for the Fiscal 2025 was ₹ 82.62 Lakhs. This was primarily on account of Proceeds from long term borrowings of ₹ 225.00 Lakhs and Proceeds from short term borrowings of ₹ 1,057.44 lakhs. This was partially offset by Repayment of long term borrowings of ₹ 71.96 Lakhs, Repayment of short term borrowings of ₹ 1,053.18 Lakhs, Interest paid of ₹ 52.17 Lakhs and Partners Payment of ₹ 22.51 Lakhs.

*For the Fiscal 2024*

Net cash flow generated from financing activities for the Fiscal 2024 was ₹ 113.54 Lakhs. This was primarily on account of Proceeds from long term borrowings of ₹ 75.00 Lakhs and Proceeds from short term borrowings of ₹ 511.28 lakhs. This was partially offset by Repayment of long term borrowings of ₹ 177.93 Lakhs, Repayment of short term borrowings of ₹ 227.62 Lakhs, Interest paid of ₹ 39.53 Lakhs and Partners Payment of ₹ 27.66 Lakhs.

**RELATED PARTY TRANSACTIONS**

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled "***Restated Financial Statements***" beginning on page 205 of this Draft Red Herring Prospectus.

**OFF-BALANCE SHEET ITEMS**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

**QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS**

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

**QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

***Financial Market Risks***

Market risk is the risk of loss related to adverse changes in market prices. We are exposed to inflation and credit risk in the normal course of our business.

***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. Our exposure to the risk of changes in market interest rates relates primarily to our long term debt obligations with floating interest rates. We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. For further information, see "Financial Indebtedness" on page 262.

***Effect of Inflation***

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

***Credit Risk***

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

**OTHER MATTERS**

**Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of debentures or repayment of deposits or repayment of loans from any bank or financial institution**

Except as disclosed in chapter titled "***Restated Financial Statements***" beginning on page 205 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

**Material Frauds**

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

**Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered "unusual" or "infrequent".

**Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our income from continuing operations identified above in '*Management's Discussion and Analysis of Financial Condition and Results of Operations -Significant factors affecting our financial condition and results of operations'* and the uncertainties described in '*Risk Factors'* on pages 264 and 22 respectively.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled "***Risk Factors***" and chapter titled ***"Management's Discussion and Analysis of Financial Conditions and Results of Operations"***, beginning on page 22 and 264 of this Draft Red Herring Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**Future relationship between Costs and Income**

Other than as described in the section titled "***Risk Factors***" beginning on page 22 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

**The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Changes in revenue in the last three financial years are as explained in the part "Financial Year 2025-26 compared with Financial Year 2024-25".

**Total turnover of industry segments**

Our Company is engaged in the business of designing, sourcing, marketing and distribution of men's bottom-wear apparel, including denim jeans, cotton pants, denim shorts, formal trousers and other bottom-wear products. Relevant industry data, as available, has been included in the chapter titled "***Industry Overview***" beginning on page 116 of this Draft Red Herring Prospectus.

**Significant dependence on a single or few Suppliers or Customers**

Significant proportion of our purchases have historically been derived from a limited number of suppliers. The % of Contribution of our supplier's vis a vis the total purchases for the Fiscals 2026, 2025 and 2024 are as follows:

(₹ in Lakhs)

| Particulars | Top (1) (₹ in Lakhs) | % to the purchases | Top (5) (₹ in Lakhs) | % to the purchases | Top (10) (₹ in Lakhs) | % to the purchases |
|---|---|---|---|---|---|---|
| Fiscal 2026 | 309.43 | 15.20% | 931.41 | 45.75% | 1,292.95 | 63.50% |
| Fiscal 2025 | 286.58 | 19.14% | 779.66 | 52.08% | 1,038.28 | 69.36% |
| Fiscal 2024 | 197.87 | 18.41% | 529.89 | 49.29% | 753.15 | 70.06% |

Significant proportion of our total revenue have historically been derived from a limited number of Customers. The % of Contribution of our Customers vis a vis the revenue from operations for the Fiscals 2026, 2025 and 2024 are as follows:

(₹ in Lakhs)

| Particulars | Fiscal 2026 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2025 (₹ in Lakhs) | % of Revenue of Operations | Fiscal 2024 (₹ in Lakhs) | % of Revenue of Operations |
|---|---|---|---|---|---|---|
| Customer 1 | 368.36 | 12.22% | 204.58 | 9.72% | 157.12 | 7.85% |
| Customer 2 | 272.46 | 9.04% | 126.70 | 6.02% | 115.03 | 5.75% |
| Customer 3 | 163.82 | 5.44% | 98.58 | 4.69% | 100.66 | 5.03% |
| Customer 4 | 130.88 | 4.34% | 86.14 | 4.09% | 89.46 | 4.47% |
| Customer 5 | 121.87 | 4.04% | 72.83 | 3.46% | 87.21 | 4.36% |
| Customer 6 | 104.32 | 3.46% | 66.55 | 3.16% | 79.65 | 3.98% |
| Customer 7 | 102.01 | 3.38% | 66.39 | 3.16% | 70.03 | 3.50% |
| Customer 8 | 97.77 | 3.24% | 66.18 | 3.15% | 68.72 | 3.43% |
| Customer 9 | 78.29 | 2.60% | 63.30 | 3.01% | 68.14 | 3.40% |
| Customer 10 | 74.87 | 2.48% | 58.03 | 2.76% | 52.08 | 2.60% |
| **Total** | **1,514.65** | **50.26%** | **909.27** | **43.22%** | **888.10** | **44.37%** |

**Status of any publicly announced new products or business segments**

Please refer to the chapter titled "***Our Business***" beginning on page 148 of this Draft Red Herring Prospectus for new products or business segments.

**Seasonality of business**

Our business is seasonal in nature.

**Competitive Conditions**

Competitive conditions are as described under the Chapters titled "***Industry Overview***" and "***Our Business***" beginning on pages 116 and 148 respectively of this Draft Red Herring Prospectus.

*[Remainder of this page has been intentionally left blank]*

**CAPITALISATION STATEMENT**

The following table sets forth our Company's capitalisation as on March 31, 2026, derived from our Restated Standalone Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "***Management's Discussion and Analysis of Financial Condition and Results of Operations****" and "****Restated Financial Information****"* beginning on pages 264 and 205 respectively.

**Statement of Capitalisation**

| **Particulars** | **Pre Offer** | **Post offer** |
|---|---|---|
| **Debt** | | |
| Short term borrowings | 562.99 | - |
| Long term borrowings | 230.73 | - |
| **Total borrowings** | **793.72** | **-** |
| | | |
| **Shareholder's Funds** | | |
| Share Capital | 600.00 | - |
| Reserves and surplus as restated | 384.63 | - |
| **Total shareholder's Funds** | **984.63** | **-** |
| | | |
| Long term borrowing/Shareholders Fund | 0.23 | - |
| Total borrowing/ Shareholders Fund | 0.81 | - |

*[Remainder of this page has been intentionally left blank]*

## SECTION VII - LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority); (ii) actions by statutory or regulatory authorities; (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, our Directors, our Promoters, (the **"Relevant Parties"**).*

*Further, except as disclosed in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or any stock exchange against any of our Promoters in the last five Financial Years preceding the date of this Draft Red Herring Prospectus; (b) outstanding criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority), involving our Key Managerial Personnel and members of Senior Management; (c) outstanding actions by statutory or regulatory authorities against our Key Managerial Personnel and Senior Managerial Personnel; or (d) pending litigation involving our Group Companies which may have a material impact on our Company.*

*For the purpose of identification and disclosure of material litigation in relation to (iv) above, our Board in its meeting held on August 11, 2026, has considered and adopted the following policy on materiality with regard to material outstanding litigation involving the Relevant Parties, to be disclosed by our Company in this Draft Red Herring Prospectus **("Materiality Policy")**.*

*(i) the monetary amount of the claim/dispute made by or against the Relevant Parties in any such pending litigation/ arbitration proceeding, to the extent quantifiable, exceeds the lower of the following:*

- *(a) two percent (2%) of turnover, as per the latest annual restated financial statements of the issuer i.e., ₹ 60.27 Lakhs; or*
- *(b) two percent (2%) of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative i.e., ₹ 19.69 Lakhs; or*
- *(c) five percent (5%) of the average absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer i.e., ₹ 8.47 Lakhs.*

*(ii) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and*

*(iii) 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 the Company.*

*Our Board of Directors, in its meeting held on August 11, 2026, determined that outstanding dues to such creditor exceeds 5% of the total consolidated trade payable of the Company as on the date of the latest restated financial statements of the Company disclosed in the Issue Documents, shall be considered material for the purpose of disclosure in this Draft Red Herring Prospectus ("Material Dues"). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at www.parswam.com*

*Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them. ---*

### A. LITIGATION INVOLVING THE COMPANY

**Outstanding Litigations against the Company**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

**(b) Actions by statutory and regulatory authorities**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**(c) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

**Outstanding Litigations by the Company**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company**.**

**(b) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

**B. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY**

**Outstanding Litigations against the Promoters**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters.

**(b) Actions by statutory and regulatory authorities**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory and regulatory authorities initiated against the Promoters.

**(c) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Promoters.

**(d) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action**

As on the date of this Draft Red Herring Prospectus, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action.

**Outstanding Litigations by the Promoters**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters.

**(b) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Promoters.

## C. LITIGATIONS INVOLVING THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

**Outstanding Litigations against the Directors other than Promoters**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Directors other than Promoters.

**(b) Actions by statutory and regulatory authorities**

As on the date of this Draft Red Herring Prospectus, there are no pending Proceedings by Statutory or Regulatory Authorities initiated against the Directors other than Promoters.

**(c) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Directors other than Promoters.

**Outstanding Litigations by the Directors other than Promoters**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Directors other than Promoters.

**(b) Other pending material litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Directors other than Promoters.

## D. LITIGATIONS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) OF THE COMPANY AND SENIOR MANAGERIAL PERSONS (SMPs) OF THE COMPANY

**Outstanding Litigations against the KMPs and SMPs**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the KMPs and SMPs.

**(b) Actions by statutory and regulatory authorities**

As on the date of this Draft Red Herring Prospectus, there are no pending Proceedings by Statutory or Regulatory Authorities initiated against the KMPs and SMPs.

**Outstanding Litigations by the KMPs and SMPs**

**(a) Criminal proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the KMPs and SMPs.

**E. TAX PROCEEDINGS**

(*₹ in lakhs*)

| **Nature of Proceedings** | **Number of cases** | **Amount involved* (Rs. in lakhs)** | **Status (Description)** |
|---|---|---|---|
| **OF THE COMPANY** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS) | 01 | Negligible | Total Outstanding Demand amount is **Rs. 200** for F.Y. 2019-20 |
| Indirect Tax (GST) | Nil | Nil | Nil |
| **OF SIDDHI VINAYAK CREATION (ERSTWHILE PARTNERSHIP FIRM)** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS) | Nil | Negligible | Nil |
| Indirect Tax (GST) | 01 | 34.97 | For Financial year 2018-19, a outstanding demand against order DRC-07 vide Reference no. ZD2409250565916 was issued on September 17, 2025 raising a demand of Rs**. 36,06,328**. A Outstanding demand **34,97,174** lakhs as on September 28, 2026. An appeal has been filed on December 13, 2025. |
| **OF THE PROMOTERS** | | | |
| **Arvind Bohra** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| Direct Tax (TDS) | Nil | Nil | Nil |
| Indirect Tax (GST) | Nil | Nil | Nil |
| **Anand Bohra** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **Garima Jain** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **Aditya Bohra** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **Palak Bohra** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **OF THE DIRECTORS** | | | |
| **Nitin Gadia** | | | |
| Direct Tax (Income Tax) | 01 | 0.31 | Total Outstanding Demand amount vide Demand Reference No. |

| | | | |
|---|---|---|---|
| | | | 20262019404256191 23T dated April 20, 2026 is Rs. 29,658 along with an accrued interest of Rs. 1,200 for A.Y. 2019-20 under Section 154 r.w.s. 147 of the Income Tax Act, 1961 |
| **Balwant Singh Dabi** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **Vatsalya Navin Saxena** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **OF THE KMPs-** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |
| **OF THE SMPs-** | | | |
| Direct Tax (Income Tax) | Nil | Nil | Nil |

## F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables period as on March 31, 2026, were 1,118.16 in Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds 5% of companies trade payable. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on August 11, 2026. Based on these criteria, details of outstanding dues owed as on March 31, 2026 by our Company on are set out below:

(*₹ in lakhs*)

| Types of creditors | Number of creditors | Amount involved |
|---|---|---|
| A. Micro, small and medium enterprises | 24 | 229.24 |
| B. Other Creditors | 44 | 499.66 |
| C. Material Creditors | 3 | 389.26 |
| **Total** | 71 | 1,118.16 |

The details pertaining to net outstanding dues towards our material creditors as on March 31 2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://parswam.com/investor-relations#documents It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

## MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

**Except as disclosed in Chapter titled *"Management's Discussion & Analysis of Financial Conditions & Results of Operations"* beginning on page 264 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.**

## GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of approvals and registrations required to be obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). Except as disclosed below, no further approvals are material for carrying on the present business activities and operations of our Company. Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law.*

*Pursuant to the conversion of our Company into a public limited company and the consequent change in name of our Company, our Company is in the process of changing our name as it appears on various approvals and licenses.*

*For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 167. For details of risk associated with not obtaining or delay in obtaining the requisite Material Approvals, see "Risk Factors –35 Legal and Regulatory Risks- We require certain approvals, licenses, registrations and permits for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our business, results of operations and financial condition." on page 42.*

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### I. APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

***Corporate Approvals:***

a) The Board of Directors have pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 11, 2026 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on August 13, 2026 authorized the Issue.

c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 28, 2026.

***Approval from the Stock Exchange:***

In-principle approval dated [●] from BSE Limited for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE Limited, issued by our Company pursuant to the Issue.

***Agreements with NSDL and CDSL:***

a) The Company has entered into a Tripartite Agreement dated March 16, 2026, with the Central Depository Services (India) Limited ("*CDSL*") and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.

b) The Company has entered into a Tripartite Agreement dated August 27, 2024, with the National Securities Depository Limited *("NSDL")* and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.

c) The International Securities Identification Number (ISIN) of our Company is INE12XF01015.

***Lenders' NOC***

1. A Non-Objection Certificate (NoC) from IndusInd Bank Limited was received on April 18, 2026.
2. A Non-Objection Certificate (NoC) from ICICI Bank Limited was received on July 28, 2026.

## II. APPROVALS OBTAINED BY OUR COMPANY

We have received the following significant government and other approvals pertaining to our business:

| Sr. No. | Nature Of License/ Approval Granted | Registration/License No. | Issuing Authority | Date Of Granting/ Renewal of License/ Approval | Validity |
|---|---|---|---|---|---|
| **A. INCORPORATION RELATED APPROVALS** | | | | | |
| 1. | Certificate of Incorporation of 'Parswam Fashion Private Limited' | U14101GJ2024PTC152215 | Registrar of Companies, Central Registration Centre | June 05, 2024 | Valid Until Cancelled |
| 2. | Certificate of Incorporation Pursuant conversion from 'Parswam Fashion Private Limited' to 'Parswam Fashion Limited' | U14101GJ2024PLC152215 | Registrar of Companies, Central Processing Centre | August 29, 2024 | Valid Until Cancelled |
| **B. TAX RELATED APPROVALS** | | | | | |
| 3. | Permanent Account Number (PAN) | AAOCP8072C | Income Tax Department, Government of India | June 05, 2024 | Valid Until Cancelled |
| 4. | Tax Deduction Account Number (TAN) | AHMP20436D | Income Tax Department, Government of India | June 05, 2024 | Valid Until Cancelled |
| 5. | Certificate of Registration of Goods and Services Tax, 2017 for Block I, House No. 7, Samet Business Park, Near Khokhara Circle, Khokhara, Ahmedabad, Gujarat-380008 | 24AAOCP8072C1ZB | Department of Gujarat State Tax | Date of Issue: September 18, 2024 w.e.f. July 23, 2024 | Valid Until Cancelled |
| 6. | Certificate of Enrolment under sub-section (2) of section 5 the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 | PEC010407003685 | Amdavad Municipal Corporation | June 04, 2026 | Valid Until Cancelled |
| 7. | Certificate of Registration under sub section (1) of section 5 of the Gujarat State Tax on Professions, Trades Callings and Employment Act, 1976 | PRC010407000371 | Amdavad Municipal Corporation | June 04, 2026 | Valid Until Cancelled |

| C. BUSINESS RELATED APPROVALS | | | | | |
|---|---|---|---|---|---|
| 8. | Udyam Registration Certificate under Micro, Small and Medium Enterprises Development Act, 2006 | UDYAM-GJ-01-0436669 | Ministry of Micro Small & Medium Enterprises, Government of India | September 16, 2024 | Valid Until Cancelled |
| 9. | Legal Entity Identifier Certification as per RBI Guidelines | 984500L08E0D082H0C69 | Legal Entity Identifier India Limited | December 27, 2024 | Automated Renewal Valid till : February 19, 2029 |

| D. LABOUR LAW RELATED APPROVALS | | | | | |
|---|---|---|---|---|---|
| 10. | Registration under Employees' State Insurance Corporation Act, 1948* | 37001834360000108 | Employees' State Insurance Corporation | July 23, 2024 | Valid until Cancelled |
| 11. | Intimation Receipt under Gujarat Shops and Establishment (Regulation of Employment and Conditions of Service) Act, 2019 | Intimation Receipt No. II/RHMC/4000682/0010752 | Amdavad Municipal Corporation | June 08, 2026 | Valid until Cancelled |

**III. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

| Sr. No. | Domain Name | Name of Registrar/ IANA ID | Creation Date | Expiry Date |
|---|---|---|---|---|
| 1. | parswam.com | GoDaddy LLC/146 | February 1, 2024 | February 1, 2027 |

**IV. APPROVALS OR LICENSES APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS BUT NOT RECEIVED:**

| Sr. No. | Description | Name in the Certificate | Application/ Registration Number/Mark/Label | Trade mark Type | Class | Logo/Word/Mark | Issuing Authority | Date of Issue/Application | Status |
|---|---|---|---|---|---|---|---|---|---|
| 1. | Par swam | Siddhi Vinayak Creation* | 1747607 | Word Mark | 25 |  | Registrar of Trademark | October 24, 2008 | Registered |

*Pursuant to an agreement of transfer dated October 14, 2024, the business of Siddhi Vinyak Creation, a partnership firm was transferred to our Company as per which all sales are now made in the name of "Parswam Fashion Limited". The company has yet applied for transfer of the trademark in its name.

**V. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:**

1. Application vide Form TM-P has been filed dated June 04, 2026, bearing Reference No. 1747607, for assignment or transfer of the Trademark "Par swam" from "Siddhi Vinayak Creation" to "Parswam Fashion Limited".

2. Our Company has applied for Fire Safety Plan Approval for Registered Office.

3. Our Company has made an application for address name change in the Shops and Establishment Intimation Receipt for Registered Office.

**VI. APPROVALS OR LICENSES PENDING TO BE APPLIED:**

Nil

**VII. MATERIAL APPROVALS EXPIRED AND RENEWAL YET TO BE APPLIED FOR:**

Nil

*[Remainder of this page has been intentionally left blank]*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Offer has been authorized by our Board pursuant to its resolution dated August 11, 2026, and the Fresh Issue has been authorized by our Shareholders pursuant to their special resolution dated August 13, 2026. Our Board has approved the Draft Red Herring Prospectus pursuant to its resolution dated September 28, 2026.

Our Company has received in-principle approvals from BSE Limited for the listing of the Equity Shares pursuant to its letter dated [●].

### Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, members of the Promoter Group and our Directors 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.

Our Promoter and Directors are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

Our Company, Promoter or Directors have neither been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoter and our Directors have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

### Association with Securities Market

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

### Prohibition by RBI

Neither our Company, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter **"*Outstanding Litigations and Material Development*"** beginning on page 281 of the Draft Red Herring Prospectus.

### Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Directors, our Promoter and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

### Eligibility for the Issue

Our Company is eligible in terms of Regulation 228, 229 and Regulation 230(1) of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an 'unlisted issuer' in terms of the SEBI (ICDR) Regulations; and this Issue is an 'Initial Public Issue' in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229 (2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue paid up Equity Share capital is more than ₹10.00 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise

Exchange in this case being the SME Platform of BSE Limited ("BSE SME"). Further, our Company satisfies the track record and/or other eligibility conditions of the BSE SME.

We further confirm that:

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor any of our directors are Wilful Defaulters or a fraudulent borrower.
- There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the Company.

Our Company is eligible in terms of Regulations 229 of SEBI ICDR Regulations for this Issue as:

- Regulation 229(1) – Our Company is eligible under Regulation 229(2) and hence it is not applicable.
- Regulation 229(2) - Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post offer paid-up capital shall be more than ₹ 1,000.00 Lakhs and shall not exceed ₹ 2,500.00 Lakhs.
- Regulation 229(3) - The Company has a track record of at least 3 years as on the date of this Offer Document and satisfies track record and other eligibility conditions of the BSE Limited
- Regulation 229(4) – Our Company incorporated as Private Limited Company in the year 2024 and hence in existence for at least one full financial year before the date of this Offer Document.
- Regulation 229(5) – Neither there is any change in our Promoters nor any new Promoter inducted (who have acquired more than fifty per cent of the shareholding) of our Company during the last l year from the date of this Prospectus.
- Regulation 229(6) – Our Company has operating profits (earnings before interest, depreciation and tax) of 1 crore from operations for at least 2 financial years out of 3 previous financial year as given below:

| **Particulars** | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
|---|---|---|---|
| Operating Profit (earnings before interest, depreciation and tax) | 491.78 | 220.77 | 196.76 |

We further confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. *please refer to the paragraph titled **'Underwriting Agreement'** under the section titled '**General Information**' on Page 74 of this Draft Red Herring Prospectus.*

1. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to two hundred (200), failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws. If such money is not repaid within Four (4) Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of Four (4) Days, be liable to repay such application money, with an interest at the rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.

2. In terms of Regulation 246 (1) and (3) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Offer Documents along with a Due Diligence Certificate to which the site visit report of the issuer prepared by the Book Running Lead Manager shall also be annexed including additional

confirmations as required to SEBI at the time of filing the Offer Documents with Stock Exchange and the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.

3. Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the BSE Limited.

4. In accordance with Regulation 261 (1) of the SEBI (ICDR)Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the BSE Limited. For further details of the arrangement of market making please refer to the paragraph titled ***'Details of the Market Making Arrangements for this Issue'*** under the section titled ***'General Information'*** on page 74 of this Draft Red Herring Prospectus.

5. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE Limited is the Designated Stock Exchange.

6. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.

7. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.

8. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters, the promoter group, the directors, the key managerial personnel, the senior management, qualified institutional buyer(s), employees, shareholders holding SR equity Shares, entities regulated by Financial Sector Regulators are already in dematerialised form.

9. In accordance with Regulation 230(1)(e) of the SEBI ICDR Regulations, the fund requirements towards the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least seventy-five per cent. of the stated means of finance, excluding the amount proposed to be raised through the Issue, as required under the SEBI ICDR Regulations. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 92 of this Draft Red Herring Prospectus.

10. In accordance with Regulation 230(1)(h), its Objects of the Issue should not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**BSE ELIGIBILITY NORMS**

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE.

1. Our Company was originally Formed as a partnership firm under the name 'M/s Siddhi Vinayak Creation ("Partnership Firm") pursuant to a deed of partnership dated January 1, 2018. Thereafter, the Partnership Firm was converted from partnership firm into a private limited company in the name of 'Parswam Fashion Private Limited' under the provisions of Companies Act, 2013, vide certificate of incorporation dated June 5, 2024, issued by the Registrar of Companies, Central Registration Centre. Hence, our Company is in existence for a period of 3 years on the date of filing the Draft Red Herring Prospectus with BSE SME.

2. As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of ₹ 800 lakhs comprising of 80,00,000 Equity Shares and we are proposing a Fresh Offer of up to 31,10,400 Equity Shares of Face Value ₹ 10 Each. Hence, the Post Offer Paid up Capital will be less than ₹25.00 Crore.

3. The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.

4. As on March 31, 2026, the Company has net tangible assets of ₹ 983.72 Lakhs is calculated as follows.

| Particulars | ₹ in Lakhs |
|---|---|
| Net Assets | 984.63 |
| Less: Intangible Assets | 0.03 |
| Less: Deferred tax assets | 0.88 |
| **Net Tangible Assets** | 983.72 |

5. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years out of preceding three financial years and its net-worth as on Fiscal 2026, Fiscal 2025 and Fiscal 2024 is at least ₹ 1 crore for 2 preceding full financial years.

(In ₹ Lakhs)

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| PBT | 416.44 | 153.91 | 145.89 |
| Less: Other Income | -5.59 | -0.13 | -3.88 |
| Add: Depreciation | 14.35 | 14.82 | 15.22 |
| Add: Interest | 66.58 | 52.17 | 39.53 |
| **Operating Profit (earnings before interest, depreciation and tax)** | **491.78** | **220.77** | **196.76** |

6. Net Worth at least ₹ 100.00 Lakhs for two preceding full Financial Years
The Company has fulfilled the criteria of having net-worth of at least ₹ 100.00 Lakhs for two preceding full Financial Years. The details are as mentioned below:

(In ₹ Lakhs)

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Paid Share Capital | 600.00 | 600.00 | 590.67 |
| Reserves & Surplus | 384.63 | 72.01 | - |
| **Net worth** | **984.63** | **672.01** | **590.67** |

7. The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2026, was 0.81 times which is less than the limit of 3:1 is calculated as follows:

| Particulars | ₹ in Lakhs |
|---|---|
| Long Term Borrowings | 230.73 |
| Short Term Borrowings | 562.99 |
| **Total Borrowings (A)** | **793.72** |
| **Net worth (B)** | **984.63** |
| **Total Debts to Equity (A/B)** | **0.81** |

8. In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: **Complied**

9. In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**

10. The Company confirms that no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any Stock Exchange having nationwide trading terminals.

11. The Company further confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of non-compliance.

12. The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.

13. In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by our Company from the activity indicated by our new name: **Not Applicable**

    Further, The Company confirms that there has not been any change in its name in last 1 year except pursuant to conversion of Company from private to public limited company.

14. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

15. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

16. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

17. There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment

18. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval

19. The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.

20. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016

21. There is no winding up petition against The Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

22. The net worth computation is computed as per the definition given in SEBI ICDR Regulations

23. 100% of the Promoter's shareholding in the Company is in Dematerialised form

24. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.

25. Our Company has a website i.e. www.parswam.com

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI.**

**SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE LEAD MERCHANT BANKER, GALACTICO CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN ON FORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MERCHANT BANKER, GALACTICO CORPORATE SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act and other applicable.

**Disclaimer from our Company, Promoters, Directors and the Book Running Lead Manager**

Our Company, our Promoter, our Directors and the Book Running Lead Manager accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, https://parswam.com/ would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Book Running Lead Manager and our Company on September 09, 2026, and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our subsidiary, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

**Disclaimer in respect of jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, state industrial development corporations, provident funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI, venture capital funds, permitted insurance companies and pension funds, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs. This Draft Red Herring Prospectus does not, however, constitute an issue to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Gujarat, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations.

Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India**.**

**Disclaimer Clause of the BSE Limited**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus / Prospectus prior to the filing with the RoC.

**Disclaimer Clause under Rule 144A of The U.S. Securities Act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other

than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## Filing

This Draft Red Herring Prospectus is being filed with the SME Platform of BSE Limited situated at 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.

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

A copy of the Draft Red Herring Prospectus/Prospectus, along with the material contracts and documents required to be filed under Section 26 of the Companies Act, 2013 would be filed with the ROC Office situated at Ahmedabad, Gujarat.

## Listing

Application will be made to the SME Platform of BSE Limited ("BSE SME") for obtaining permission to deal in and for an official quotation of our Equity Shares. SME Platform of BSE Limited ("BSE SME") is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

Our company has received an In-principle Approval letter dated [●] from BSE Limited for using its name in this Offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME").

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited ("BSE SME"), our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within Four days after our Company becomes liable to repay it (i.e.; from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of fourth days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE mentioned above are taken within three Working Days from the Issue Closing Date.

## Consents

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Senior Managerial Personnel (SMP), Our Statutory Auditor, Our Peer Review Auditor, Our Banker(s) to the Company, Independent Chartered Engineer; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue, Market Maker to the Issue have been be obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Draft Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

## Experts

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

Our Company has received written consent dated September 25, 2026 from the Peer Reviewed Auditors Rajeshkumar P Shah & Co, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Peer Reviewed Auditor and in respect of

its (i) examination report dated September 25, 2026 on our restated financial information; and (ii) its report dated September 25, 2026 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

**Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:**

***"Any person who-***

1. ***Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

2. ***Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

3. ***Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013***

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

**Particulars regarding Public or Rights Issues during the last five (5) years and performance vis-à-vis objects**

Our Company has not made any previous public Issue or Right Issue during the last five (5) years preceding the date of this Draft Red Herring Prospectus, further for details in relation to right issue made by our Company during the five years preceding the date of this Draft Red Herring Prospectus, please refer to section titled ***"Capital Structure"*** on page 77 of this Draft Red Herring Prospectus.

**Performance vis-à-vis objects – Public/ rights issue of the Company**

As on the date of this Draft Red Herring Prospectus, our Company has not made any previous public/ rights issue.

**Performance vis-à-vis objects – Public/rights issue of our listed subsidiaries/promoters**

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries or listed promoters.

**Commission or brokerage on previous issues of the Equity Shares in the last five years**

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for the last five years by our Company.

**Particulars regarding capital issues in the preceding three years**

Except as disclosed in the section titled ***"Capital Structure"*** on page *77*, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies. Further, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM:**

For details regarding the track record of the Galactico Corporate Services Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of www.galacticocorp.com

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

| Sr. No. | Financial Year | Issue Name | Issue Size (₹ in Crores) | Issue Price (₹) | Listing date | Opening Price on Listing Date (₹) | +/-% Change in Closing Price, [+/-% Change in Closing Benchmark]- 30thCalendar Days from the Listing Day | +/-% Change in Closing Price, [+/-% Change in Closing Benchmark]- 90thCalendar Days from the Listing Day | +/-% Change in Closing Price, [+/-% Change in Closing Benchmark]- 180thCalendar Days from the Listing Day |
|---|---|---|---|---|---|---|---|---|---|
| **SME Board** | | | | | | | | | |
| 1. | 2026-27 | Adon Agro Commodities Limited | 44.03 | 70.00 | July 6, 2026 | 78.25 | 5.08% (4.42%) | - | - |
| 2. | 2025-26 | Neptune Logitek Limited | 46.62 | 126.00 | December 22, 2025 | 100.80 | -48.32% (-11.05%) | -50.94% (-19.00%) | -59.81% (-0.46%) |
| 3. | 2024-25 | Shreenath Paper Products Limited | 23.36 | 44.00 | March 05, 2025 | 35.20 | -47.16% (2.48%) | -47.82% (18.56%) | -31.97% (26.04%) |
| 4. | 2020-2021 | Atal Realtech Limited | 10.83 | 72.00 | October 15, 2020 | 70.20 | -26.54% (1.23%) | -49.03% (15.77%) | -49.78% (34.48%) |

***Notes:***

1. *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.*
2. *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.*
3. *In case 30$^{th}$/ 90$^{th}$/180$^{th}$ calendar 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.*
4. *In the event any day falls on a holiday, the price/index of the immediately preceding Working Day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
5. *Source: www.bseindia.com and www.nseindia.com*

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

**Summary statement of price information of past issues handled by Galactico Corporate Services Limited:**

| Financial Year | Total No of IPOs | Total Funds Raised (₹ Cr) | Nos of IPOs trading at discount as on the 30th calendar days from listing date | | | Nos of IPOs trading at premium as on the 30th calendar days from listing date | | | Nos of IPOs trading at discount as on the 180th calendar days from listing date | | | Nos of IPOs trading at premium as on the 180th calendar days from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| **SME Board** | | | | | | | | | | | | | | |
| 2026-27 | 1 | 44.03 | - | - | - | - | - | 1 | - | - | - | - | - | - |
| 2025-26 | 1 | 46.62 | - | 1 | - | - | - | - | - | 1 | - | - | - | - |
| 2024-25 | 1 | 23.36 | - | 1 | - | - | - | - | - | 1 | - | - | - | - |
| 2023-24 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 2022-23 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **Main Board – Nil** | | | | | | | | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

## Stock market data of the Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

## Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks ("SCSBs") for addressing any clarifications or grievances of application supported by blocked amount ("ASBA") Bidders.

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

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, Unified Payments Interface Identity ("UPI ID"), Permanent Account Number ("PAN"), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

For Offer-related grievances, investors may contact the BRLM, details of which are given in ***"General Information – Book Running Lead Manager"*** on page 66.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI ICDR Master Circular") and the circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("March 2021 Circular"), SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non-allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the 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.

Separately, pursuant to the circular March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

| Scenario | Compensation amount | Compensation period |
|---|---|---|
| Delayed unblock for cancelled / 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 / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | 1.Instantly revoke the blocked funds other than the original application amount; and | From the date on which multiple amounts were blocked till the date of actual unblock |

| Scenario | Compensation amount | Compensation period |
|---|---|---|
| | 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | |
| Blocking more amount than the Bid Amount | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and<br>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.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

**Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on July 09, 2026. For further details on the Stakeholders Relationship Committee, please refer to section titled "*Our Management*" beginning on page 181 of this Draft Red Herring Prospectus.

The members of the Stakeholders' Relationship Committee are:

| Name of Director | Position in the Committee | Designation |
|---|---|---|
| Nitin Gadia | Chairman | Non - Executive Director |
| Balwant Singh Dabi | Member | Non - Executive Independent Director |
| Vatsalya Navin Saxena | Member | Non - Executive Independent Director |

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee.

**Our Company has appointed Kritika Gadiya, Company Secretary and the Compliance Officer, to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

Kritika Gadiya
**Address:** Block I, House No 7, Samet Business Park Near Khokhra Circle, Khokhara Mehmadabad, Ahmedabad, Gujarat-380008, India
**Telephone No.:** +91 9898943488
**E-mail:** compliance@parswam.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

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

Our Company had filed an exemption application dated September 16, 2026, under Regulation 300 (1) of the SEBI ICDR Regulations seeking an exemption from identifying and disclosing the following as members of the Promoter Group: (i) Smt. Jayanti R. Banthiya, Biological Sister of our Promoters, Mr. Arvind Bohra and Mr. Anand Bohara and Sister-in-law, being the biological sister of her spouse Ms. Palak Bohra and Ms. Garima Jain; in accordance with the SEBI ICDR Regulations. Also see '*Risk Factors – 18. We have sought exemption from disclosing individual as part of the '**promoter group**' of our Company. There is no guarantee that SEBI will grant such exemption in a timely manner or at all.' on page 33.*

*[Remainder of this page has been intentionally left blank]*

## SECTION VIII- ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

*The Equity Shares being issued and allotted pursuant to the Offer shall be subject to the provisions of the Companies Act 2013, the SEBI (ICDR) Regulations, 2018, the SCRA, the SCRR, the MOA, the AOA, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to offer and listing and trading of securities, issued from time to time, by the SEBI, the Government of India, the Stock Exchange (SME Platform of BSE Limited), the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority, as in force on the date of the Offer and to the extent applicable.*

### Authority for the Issue

The present issue of upto 31,10,400 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs comprising of a fresh issue which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 11, 2026, and was approved by the Shareholders of our Company by passing special resolution at their Extra-Ordinary General Meeting held on August 13, 2026, in accordance with the applicable provisions of the Companies Act, 2013.

### Ranking of the Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "***Main Provisions of the Articles of Association***" on page 354 of this Draft Red Herring Prospectus.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws including guidelines or directives that may be issued by the GoI in this respect and as recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to "*Dividend Policy*" on page 204 of this Draft Red Herring Prospectus.

### Face Value, Issue Price, Floor Price and Price Band

The Face Value of each Equity Share is ₹ 10.00/- each and the Issue Price at the lower end of the Price Band is ₹ [●] per equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Gujarati edition of [●], Gujarati regional newspaper each with wide circulation where the registered office of the Company is situated and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and 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.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue price shall be determined by our company in consultation with the BRLM and is justified under the chapter titled ***"Basis of Issue Price"*** beginning on page *103* of this Draft Red Herring Prospectus.

**Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividends, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, 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 applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 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 the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see **"*Main Provisions of the Articles of Association*"**, beginning on page 354 of this DRHP.

**Allotment only in dematerialised form**

As per the provisions of the Depositories Act, 1996 and in terms of Section 29(1) of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form, i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. As per the existing SEBI ICDR Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 27, 2024, between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated March 16, 2026, between CDSL, our Company and Registrar to the Issue.

**Furnishing the details depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.**

**Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum

application size shall not be less than two lots (which shall be above ₹ 2,00,000/- (Rupees Two Lakh))

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the [●] from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

**Minimum Number of Allotees**

In accordance with the Regulation 268 (1) of SEBI ICDR Regulations, the Minimum number of allottees in this Issue shall be 200 (Two Hundred) shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars.

**Joint Holders**

Subject to the provisions of the AOA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Gujarat.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

*The above information is given for the benefit of the Applicants. 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 Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations*.

**Nomination facility to investors**

In accordance with Section 72 of the Companies Act, read with the rules notified thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the Shareholder by nominating any other person in place of the present nominee, by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or
(b) to make such 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 ninety (90) days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

**Restrictions, if any, on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Share capital and Promoter's minimum contribution under the SEBI ICDR Regulations as provided in "***Capital Structure***", beginning on page 77 of this DRHP and except as provided under the AOA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AOA. For details, see **"*Main Provisions of the Articles of Association*",** beginning on page *354* of this Draft Red Herring Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

**Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two (2) working days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. ii) the final RoC approval of the Draft Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with the BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus/ Red Herring Prospectus with the Stock Exchange.

**Bid/Issue Programme**

| | |
|---|---|
| **ANCHOR PORTION OPENS ON** | [●] |
| **ISSUE OPENS ON** | [●] |
| **ISSUE CLOSES ON** | [●] |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Allotment/ refunds/unblocking of funds from ASBA | [●] |

| | |
|---|---|
| Account or UPI ID linked bank account | |
| Credit of Equity Shares to demat accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares | [●] |

*Note:*

*(1) Our Company shall, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*

*(2) Our Company shall, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

*(3) UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Issue Closing Date.*

*****In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / 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/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of nonallotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the March 2021 Circular, as amended pursuant to June 2021 Circular shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable.

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 on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

**The above timetable is indicative 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 such period of the Bid / Offer Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.**

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**Submission of Bids (other than Bids from Anchor Investors):**

| **Bid/ Issue Period (except the Bid/ Issue Closing Date)** | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 4.00 p.m. IST |
| **Bid/ Offer Closing Date*** | |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For IBs other than QIBs and NIIs | Only between 10.00 a.m. and 4.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) | Only between 10.00 a.m. and 3:00 p.m IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and 1:00 p.m IST |
| Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million) | Only between 10.00 a.m. and 12:00 p.m IST |
| **Modification/ Revision/cancellation of Bids** | |
| Upward Revision of Bids by QIBs, Non-Institutional Bidders IBs# | Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date |

**UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*
*#Individual Bidders, QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

**On the Bid/ Offer Closing Date, the Bids shall be uploaded until:**

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IBs.

On Bid / Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is 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/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding

any public holiday), during the Bid/Offer period. None among our Company or the Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBS on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminal of the Syndicate Member, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

## Minimum Subscription

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, our Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots (which shall be above ₹ 2,00,000/- (Rupees Two Lakh).

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed.

The minimum number of allottees in this Issue shall be Two Hundred (200) shareholders. In case the minimum number of prospective allottees is less than Two Hundred (200), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than 2,00,000 (Rupees Two Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the Main Board of the BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, where the post-Issue paid up capital of the Company listed on the BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of Rights Issue, Preferential Issue, Bonus Issue etc. the Company shall migrate its equity shares listed on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of Equity Shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

a) the shareholders have approved the migration by passing a Special Resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-Issue paid-up capital pursuant to further issue of capital including by way of Rights Issue, Preferential Issue, Bonus Issue, is likely to increase beyond ₹ 25 crores, the Company may undertake further issuance of capital without migration from SME Exchange to the Main Board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the Main Board of the Stock Exchange(s).

If the Paid-Up Capital of the Company is more than ₹10 crores but below ₹25 crores, the Company may still apply for migration to the Main Board if the same has been approved by a Special Resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter Shareholders against the proposal.

In continuation to Exchange Notice No. 20231124-55 dated November 24, 2023, and Media release dated August 11, 2025; BSE has amended its criteria for SME companies seeking migration to Main Board in Notice No. 20250820-11 dated August 20, 2025 issued in the BSE, applicable with effect from the date of Media release i.e. August 11, 2025.

The revised Migration Policy is provided herein below:

| Sr No. | Details | Unified Eligibility Criteria |
|---|---|---|
| 1. | **Paid up capital** | At least Rs. 10 Crores |
| 2. | **Market Capitalization** | **Average of 6 months market cap**<br>**Migration:** Rs. 100 Crores<br>**Direct listing:** Rs. 1000 Crores<br><br>*Note: For the purpose of calculating the average market cap., the aggregate of daily market cap on the days the scrip has traded, shall be divided by the total no. of trading days during the said 6 months period.* |
| 3. | **Market Liquidity** | At least 5% of the weighted average number of shares listed should have been traded during such six months' period<br>Trading on at least 80% of days during such 6 months period<br>Minimum average daily turnover of Rs. 10 lacs and minimum daily turnover of Rs. 5 lacs during the 6 months period<br>Minimum Average no. of daily trades of 50 and minimum daily trades of 25 during the said 6 months period<br><br>*Note: For the purpose of calculating the average daily turnover and average no. of daily trades, the aggregate of daily turnover and no. of daily trades on the days the scrip has traded, shall be divided by the total no. of trading days, respectively, during the said 6 months period.* |

| | | |
|---|---|---|
| 4. | **Operating Profit (EBIDTA)** | **Average of Rs. 15 Crores**. on a restated consolidated basis, in preceding 3 years (of 12 months each), with operating profit in each of these 3 years, **with a minimum of Rs. 10 Crores in each of the said 3 years.**<br><br>In case of name change within the last one year, at least **50%** per cent. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name. |
| 5. | **Networth** | **Rs. 1 Crore** - in each of the preceding three full years (of twelve months each), calculated on a restated and consolidated basis. |
| 6. | **Net Tangible Assets** | **At least Rs. 3** Crores on a restated and consolidated basis, in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets:<br><br>Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project. |
| 7. | **Promoter Holding** | **At least 20%** at the time of making application.<br><br>For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement.<br><br>Not applicable to companies that have sought listing through IPO, without identifiable promoters. |
| 8. | **Lock-in of Promoter/ Promoter Group shares** | **6 months** from the date of listing on the BSE.<br><br>Not applicable to SME companies migrating to Main Board. |
| 9. | **Regulatory Action** | No SEBI debarment orders is continuing against the Company, any of its promoters, promoter groups or directors or any other company in which they are promoter/ promoter group or directors at the time of application<br>The company or any of its promoters or directors is not a willful defaulter or a fraudulent borrower.<br>Promoters or directors are not fugitive economic offender.<br>The company is not admitted by NCLT for winding up under IBC pursuant to CIRP<br>Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months. |
| 10. | **Promoter shareholding Compliance** | 100% in demat form |
| 11. | **Compliance with LODR Regulations** | 3 years track record with no pending non-compliance at the time of making the application. |
| 12. | **Track record in terms of Listing** | Listed for at least 3 years |
| 13. | **Public Shareholder** | Minimum 1000 as per latest shareholding pattern |
| 14. | **Other Parameters** | No pending Defaults w.r.t bonds/ debt instrument/ FD by company, promoters/ promoter group/promoting company(ies), Subsidiary Companies<br>Certificate from CRA for utilization of IPO proceeds and further issues post listing on SME.<br>Not under any surveillance measures/actions i.e "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application.<br>2 months cooling off from the date the security has come out of T- To-T category or date of graded surveillance action/measure. |
| 15. | **Score ID** | No pending investor complaints on SCORES. |

| | | |
|---|---|---|
| 16. | **Business Consistency** | Line of business for 3 years at least 50% of the revenue from operations from such line of business. |
| 17. | **Audit Qualification** | No audit qualification w.r.t. going concern or any material financial implication and audit qualification is continuing at the time of application. |

Notes:

1. Words and expressions used hereinabove shall have the same meaning as assigned to them in the SEBI (ICDR) Regulations, 2018
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange.

Further, if the post-issue paid-up capital pursuant to further issue of capital including by way of Rights Issue, Preferential Issue, Bonus Issue, is likely to increase beyond ₹ 25 crores, the Company may undertake further issuance of capital without Migration from SME Exchange to the Main Board, subject to the Company undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the Stock Exchange(s).

**Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME

**Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be Offered is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

**As per the extant Guidelines of the Government of India, OCBs cannot participate in this Issue**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled "*General Information*" beginning on page 66 of this Draft Red Herring Prospectus.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Draft Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

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## ISSUE STRUCTURE

*This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Issue paid-up capital exceeds ten crore rupees but less than twenty-five crore rupees and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the BSE SME). For further details regarding the salient features and terms of such an Offer, please refer chapter titled "**Terms of the Issue**" and "**Issue Procedure**" on page no. 304 and* 319 *respectively of this Draft Red Herring Prospectus.*

**Issue Structure:**

The present initial public offer is up to 31,10,400 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 11, 2026 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on August 13, 2026 in accordance with the provisions of Section 23 and other applicable provisions of the Companies Act, 2013. The Issue comprises a reservation of upto [●] Equity Shares of ₹ 10.00 each for subscription by the designated Market Maker (the "Market Maker Reservation Portion") and a Net Issue to Public of [●] Equity Shares of ₹ 10.00 each is hereinafter referred to as the Net Issue. The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Issue paid up Equity Share Capital of the Company.

**Subject to Basis of Allotment.*

In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process in compliance with Regulation 252 of the SEBI ICDR Regulations.

| **Particulars of the Issue** (2) | **Market Maker Reservation Portion** | **QIBs** | **Non-Institutional Applicants** | **Individual Investors** |
|---|---|---|---|---|
| **Number of Equity Shares available for allocation** | Up to [●] Equity shares | Not more than [●] Equity Shares. | Not less than [●] Equity Shares | Not less than [●] Equity Shares |
| **Percentage of Issue size available for allocation** | [●] % of the Offer size | Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion<br><br>Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life | Not less than 15% of the Net Issue.<br><br>(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;<br><br>(b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:<br><br>Provided that the | Not less than 35% of the Net Issue |

| Particulars of the Issue [(2)] | Market Maker Reservation Portion | QIBs | Non-Institutional Applicants | Individual Investors |
|---|---|---|---|---|
| | | insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds." | unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors." | |
| **Basis of Allotment[(3)]** | Firm Allotment | Proportionate as follows: (excluding the Anchor Investor Portion):<br>a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above<br><br>Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors and forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds., subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. | Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. | Proportionate basis subject to minimum allotment of [●] Equity Shares |

| Particulars of the Issue [(2)] | Market Maker Reservation Portion | QIBs | Non-Institutional Applicants | Individual Investors |
|---|---|---|---|---|
| **Mode of Bid** | Only through the ASBA Process | Only through the ASBA process. (Except for Anchor investors) | Through ASBA Process through banks or by using UPI ID for payment | Through ASBA Process through banks or by using UPI ID for payment |
| **Mode of Allotment** | Compulsorily in dematerialized form | | | |
| **Minimum Bid Size** | [●] Equity Shares | Such number of Equity shares in multiple of [●] Equity shares that shall be more than 2 Lots and Bid size exceeds Rs.2,00,000 | Such number of Equity shares in multiple of [●] Equity shares that shall be more than 2 Lots and Bid size exceeds Rs.2,00,000 | Two lots with minimum application size of above ₹ Two Lakhs |
| **Maximum Bid Size** | [●] Equity Shares | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to limits as applicable | Two lots with minimum application size of above ₹ Two Lakhs |
| **Trading Lot** | [●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof |
| **Terms of Payment** | **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)]<br><br>**In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (for IBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form. | | | |
| **Mode of Bid** | Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism. | | | |

*(1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

*(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

*(3) Subject to valid Bids being received at or above the Issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories ofBidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

*(4) Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2018, as amended. Forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds.*

*(5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details see "Issue Procedure" beginning on page 319 of this Draft Red Herring Prospectus.*

*(6) Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Individuals, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*(7) SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and allotment to Non- Institutional Investors shall be more than two lots, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see Terms of the Issue on page 304 of the Draft Red Herring Prospectus*

The Bids by FPIs with certain structures as described under ***"Issue Procedure - Bids by FPIs"*** on page 331 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

*[Remainder of this page has been intentionally left blank]*

## ISSUE PROCEDURE

All applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for IBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.

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 IBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing 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**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of 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 (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM 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 four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. 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 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.

Further, our Company and the members of the Syndicate are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

This section applies to all the Applicants.

**Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, amongst others equity shares. Pursuant to the SEBI 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 RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the SEBI 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 II 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 has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked

Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public offer closure to listing has been reduced from six Working Days to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Issue will be made under UPI Phase III of the UPI Circular.

All SCSBs offering the 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 Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the Individual Bidders using the UPI Mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

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 make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to the issue and shares transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

**BOOK BUILDING PROCEDURE:**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs, allocate up to 60% of the QIB Portion to Anchor Investors and forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above

may be allocated to domestic mutual funds., subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Individual Bidders 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 in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, 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, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

***Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for IBs Bidding in the Individual Investor Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Offer, subject to applicable laws.***

**Availability of Draft Red Herring Prospectus/ RHP/Prospectus and Application Forms**

The Memorandum containing the salient features of this Draft Red Herring Prospectus together with the Application Forms and copies of this Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

**Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/Issue Opening Date. Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the IBs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

(i) IBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

(iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

**Anchor Investors are not permitted to participate in the Offer through the ASBA process**.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

| **Category** | **Colour of Bid cum Application Form*** |
|---|---|
| Anchor Investor** | White |
| Resident Indians including resident QIBs, Non-Institutional Bidders, Individual Bidders and Eligible NRIs applying on a non-repatriation basis^ | White |
| Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis^ | Blue |

**Excluding electronic Bid cum Application Forms*

*^**Electronic Bid cum Application forms for Anchor Investor shall be made available at the office of the BRLM.*

*Electronic Bid Cum Application Forms will also be available for download on the website of the BSE (www.bseindia.com).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by IIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries").

| Sr. No. | Designated Intermediaries |
|---|---|
| 1 | An SCSB, with whom the bank account to be blocked, is maintained |
| 2 | A syndicate member (or sub-syndicate member) |
| 3 | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |
| 4 | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| 5 | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

*Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

| | |
|---|---|
| **For Applications submitted by investors to SCSB:** | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| **For applications submitted by investors to intermediaries other than SCSBs** | After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| **For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment** | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

**Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For IBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to IBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to IBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing

Date ("Cut- Off Time"). Accordingly, IBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate IIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/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 the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

**WHO CAN BID?**

**Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.**

**Subject to the above, an illustrative list of Applicants is as follows:**

a) Indian Nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;

c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

d) QIBs;

e) Mutual Funds registered with SEBI;

f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;

k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

l) Foreign Venture Capital Investors registered with the SEBI;

m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

s) Insurance funds set up and managed by army, navy or air force of the Union of India;

t) Multilateral and bilateral development financial institution;

u) Eligible QFIs;

v) Insurance funds set up and managed by army, navy or air force of the Union of India;

w) Insurance funds set up and managed by the Department of Posts, India;

x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**APPLICATIONS NOT TO BE MADE BY:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies (OCB)

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Individual Bidders**

The Application must be for a minimum application size of [●] Equity Shares and in multiples [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder exceeds ₹ 2,00,000.

1. **For Individual Bidders who applies for more than minimum application size (Non-Institutional Applicants and QIBs):**

The Application must be more than minimum Bid Lot Size of such number of Equity Shares that the Application Amount exceeds two lots and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application size shall be more than two lots and application amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this DRHP.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), Gujarati editions of [●] (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), Gujarati editions of [●] (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat where our Registered Office is located), each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.

b) During the Bid/ Issue Period, Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Draft Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid. The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under

the paragraph "Buildup of the Book and Revision of Bids". The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

c) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

d) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

e) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

f) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" in the section "Issue Procedure" beginning on page 319 of this Draft Red Herring Prospectus.

g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

**BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b. Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. However, bidding at the Cut-off Price is prohibited for Individual Investor, QIB and Non-Institutional Bidders and such Bids from Individual Investor, QIB and Non-Institutional Bidders shall be rejected.

**d.** Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders

**Participation by Associates /Affiliates of BRLM**

**The BRLM shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own**

**account or on behalf of their clients.**

**Option to Subscribe in the Offer**

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus which will be registered with the RoC and also publish the same in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), all editions of [●] (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat, where our Registered Office is located) with wide circulation. This advertisement shall be in prescribed format.

2. Our Company shall file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.

3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of this Draft Red Herring Prospectus/ Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain this Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

**BIDS BY HUFS**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

**BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

**BIDS BY ELIGIBLE NRIS**

Eligible NRIs or Overseas Citizen of India (OCI) may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation basis shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

**Investment by NRI or OCI on non-repatriation basis:**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis - will be deemed to be domestic investment at par with the

investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

**BIDS BY FPIS**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.**

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivate instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and

(ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilize the multi- investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

For details of investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page *352* Participation of FPIs in the Issue is subject to the FEMA Rules.

**AS PER THE EXTANT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

**BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the 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 are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended,

is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid- up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see *"**Key Regulations and Policies**"* beginning on page 167 of this DRHP.

**BIDS BY SCSBS**

SCSBs participating in the Offer are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

**BIDS BY SYSTEMICALLY IMPORTANT NBFCS**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

**BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the

respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 lakhs or more but less than ₹ 2,50,00,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

**BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200 lakhs

3) Forty per cent of the anchor investor portion, shall be reserved as under - (i) 33.33 per cent for domestic mutual funds; and (ii) 6.67 per cent for life insurance companies and pension funds: Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

   - where allocation in the Anchor Investor Portion is up to 200 lakhs, maximum of 2 (two) Anchor Investors.
   - where the allocation under the Anchor Investor Portion is more than 200 lakhs but up to 2500 lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100 lakhs per Anchor Investor; and
   - where the allocation under the Anchor Investor portion is more than 2500 lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to 2500 lakhs; and (ii) an

additional 10 Anchor Investors for every additional allocation of 2500 lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100 lakhs per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminal of the syndicate member and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30days from the date of Allotment.

11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.

12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

**BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2500 lakhs (subject to applicable law) 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 must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

**ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

**Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

**Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

**Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, no applicants shall either withdraw or lower the size of their applications at any stage. In the event of rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

**Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, 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.

a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of In case of resident Anchor Investors: ― "[●] – Anchor Account- R"

b) In case of Non-Resident Anchor Investors: ― "[●] – Anchor Account- NR"

c) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

**Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

   i. the applications accepted by them,

   ii. the applications uploaded by them,

   iii. the applications accepted but not uploaded by them or

   iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,

   (i) The applications accepted by any Designated Intermediaries

   (ii) The applications uploaded by any Designated Intermediaries or

   (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| **S. No.** | **Details*** |
|---|---|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |
| 9. | Quantity |
| 10. | Amount |

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
   - Name of the Bidder;
   - IPO Name:
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;

- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch wherethe ASBA Account is maintained; and
- Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having acceptedthe Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non- Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in this Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to rejectapplications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

**Build of the Book**

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

**Withdrawal of Bids**

a) IIs cannot withdraw or revise downward their Bids until Bid/ Offer Closing Date.

b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date.

**Price Discovery and Allocation**

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentageof Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other categoryor combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the DesignatedStock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ [●] to ₹ [●] per share, Offer size of [●] Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.**

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

**The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. The Issuer, in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below₹ 22. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.**

***Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.***

**GENERAL INSTRUCTIONS**

***Do's:***

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an IB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an IB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid

cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum ApplicationForm is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form forall your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form shouldcontain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary accountheld in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. IBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank accountlinked UPI ID (only for IBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blockingfunds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of IBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant

documents are submitted;

20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN andUPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in theDepository database;
22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being usedfor making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. IBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which IBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the IB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;
25. IBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of themandate using his/her UPI PIN, an IB may be deemed to have verified the attachment containing the application details of the IB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (IBs bidding using theUPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
27. 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 investmentmanagers 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.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
4. Do not Bid at Cut-off Price (for Bids by IBs, QIBs and Non-Institutional Bidders);
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account.
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

9. If you are a IB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
17. Do not submit a Bid using UPI ID, if you are not a IIB;
18. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
19. Do not Bid for Equity Shares in excess of what is specified for each category;
20. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulationsor maximum amount permissible under applicable laws or regulations, or under the terms of this Draft Red Herring Prospectus;
21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount)at any stage, if you are a QIB or a Non-Institutional Bidder or an Individual Bidder.
22. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
23. If you are an IB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPIID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
24. Do not Bid if you are an OCB; and
25. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled "***General Information***" and "***Our Management***" beginning on pages 66 and 181 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled **"*General Information*"** beginning on page 66.

**GROUNDS FOR TECHNICAL REJECTION**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;

7. Bid for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-off Price by IBs, NIIs and QIBs;
9. Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
10. The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the DRHP;
14. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
15. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of sole Bidder is missing;
17. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
18. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bid by OCBs;
21. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
22. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
23. Bids not uploaded on the terminals of the Stock Exchanges;
24. Where no confirmation is received from SCSB for blocking of funds;
25. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
30. Details of ASBA Account not provided in the Bid cum Application form.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see *"General Information"* beginning on page 66.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer 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.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

**Right to Reject Applications**

**In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.**

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**BASIS OF ALLOCATION**

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted fromthe Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Biddersmay refer to the RHP.

**ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

**The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.**

**BASIS OF ALLOTMENT**

**a. For Individual Bidders**

Bids received from the Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Individual shall be available for allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. Allotment To Anchor Investor (If Applicable)**

Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

**i.** not more than 60% of the QIB Portion will be allocated to Anchor Investors;

**ii.** Forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b), shall be reserved as under –

(i) 33.33 per cent for domestic mutual funds; and

(ii) 6.67 per cent for life insurance companies and pension funds:

Any under-subscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds; and

**iii.** allocation to Anchor Investors shall be on a discretionary basis and subject to:

- maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

**d. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

i. In the first instance, allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotmentto all QIB Bidders as set out in (b) below;

ii. In the second instance, allotment to all QIBs shall be determined as follows:

- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the [●] (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares appliedfor).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basisin marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will bemade as follows:

- Each successful Bidder shall be allotted [●] equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots insuch a manner that the total number of Shares allotted in that category is equal to the number of Sharesworked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimumallotment of [●] equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this DRHP.

**Individual Investor means an investor who applies minimum bid lot i.e [●] Equity Shares for and value exceeds than ₹ 2,00,000/. Investors may note that in case of oversubscription, allotment shall be on proportionate basis and will be finalized in consultation with BSE.**

**The Executive Director / Managing Director of BSE Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalizedin a fair and proper manner in accordance with the SEBI (ICDR) Regulations.**

**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 / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawl 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 drawl of lots provided by 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.

**Issuance of Allotment Advice**

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

   The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Offer Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

**Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 2 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

**Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form.

Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE i.e. www.bseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of BSE i.e. www.bseindia.com

**Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository, the demographic details including address, Bidder's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

**Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

**Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.
The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within3 (three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

**BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Offer, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE SME - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Offer on August 27, 2024.

b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Offer on March 16, 2026.

c) The Company's Equity shares bear an ISIN No. INE12XF01015.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

**PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), all editions of [●] (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat, where our Registered Office is located)).

In the Pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

**SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Red Herring Prospectus.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law.

**IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*"Any person who:*

*a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

**UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

**UTILIZATION OF OFFER PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicatingthe purpose for which such monies have been utilized;
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.
- Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

*[Remainder of this page has been intentionally left blank]*

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any eket pxtent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("DPIIT"), issued the FDI Policy, which is effective from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Under the current FDI Policy, 100% foreign direct investment is permitted in the other financial services sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the 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 Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see "Issue Procedure – Bids by Eligible NRIs" and "Issue Procedure – Bids by FPIs" on page 319 respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see *"Issue Procedure"* on page 319.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, 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 of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

The Equity Shares offered in the Offer 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 applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations which may occur after the date of this

Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

*[Remainder of this page has been intentionally left blank]*

## SECTION IX - MAIN PROVISIONS OF THE ARTICLE OF ASSOCIATION

Except as disclosed in this section, no material clause of the AoA have been left out having bearing on the IPO and the disclosures.

**THE COMPANIES ACT 2013**

**ARTICLES OF ASSOCIATION**

**OF**

**PARSWAM FASHION LIMITED**

**[Table F- Company Limited by shares]**

**Interpretation**

**I.** (*1*) In these regulations -

(*a*) "the Act" means the Companies Act, 2013,

(*b*) "the seal" means the common seal of the company.

**PUBLIC COMPANY**

**II.** *(1)* "public company" means a company which—
(a) is not a private company and;
(b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:
Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

**Share capital and variation of rights**

**III.** **1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of 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 and at such time as they may from time to time think fit.

**2.** (*i*) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(*a*) one certificate for all his shares without payment of any charges; or

(*b*) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

**3.** (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

**4.** Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**5.** (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**6**. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

**7.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

**8**. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

**Lien**

**9.** (*i*) The company shall have a first and paramount lien—

(*a*) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(*b*) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(*ii*) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(iii) Note [1] The fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares.

**10.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(*a*) unless a sum in respect of which the lien exists is presently payable; or

(*b*) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given

Note [1] Subject to approval of ROC, the Members of the Company in Extra Ordinary General Meeting held on June 19, 2026, approved amendment in of Articles of Association (AOA) by addition of Clause 9 (iii).

to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**11.** (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

**12.** (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

**Calls on shares**

**13.** (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board.

**14.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

**15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**16.** (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

**17.** (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**18.** The Board—

(*a*) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(*b*) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

**Transfer of shares**

**19.** (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iii) Note [2] the company shall use a common form of transfer.

**20.** The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(*b*) any transfer of shares on which the company has a lien.

**21.** The Board may decline to recognise any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(*c*) the instrument of transfer is in respect of only one class of shares.

**22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

**Transmission of shares**

**23.** (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

**24**. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(*a*) to be registered himself as holder of the share; or

(*b*) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) 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.

**25.** (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) 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 or transfer were a transfer signed by that member.

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Note [2] Subject to approval of ROC, the Members of the Company in Extra Ordinary General Meeting held on June 19, 2026, approved amendment in of Articles of Association (AOA) by addition of Clause 19 (iii).

**26.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

**27.** In case of a One Person Company—

(*i*) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;

(*ii*) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(*iii*) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(*iv*) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

**Forfeiture of shares**

**28.** If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

**29.** The notice aforesaid shall—

(*a*) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(*b*) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

**30.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**31.** (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**32.** (*i*) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(*ii*) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

**33.** (*i*) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(*ii*) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

(*iv*) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

**34.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

**Alteration of capital**

**35.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

**36.** Subject to the provisions of section 61, the company may, by ordinary resolution,—

(*a*) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(*c*) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(*d*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

**37.** Where shares are converted into stock,—

(*a*) 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.

(*b*) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(*c*) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

**38.** Note [3] Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the Shares 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 subject to compliance with Section 53 of the Act, at a discount as they may, from time to time, think fit and proper, and may also issue and allot Shares in the capital of the Company in payment or part payment for

Note [3] Subject to approval of ROC, the Members of the Company in Extra Ordinary General Meeting held on June 19, 2026, approved amendment in of Articles of Association (AOA) by addition of Clause 38 after Clause 37.

any property sold or transferred, goods or machinery supplied or for services rendered to the Company in or about the conduct of its business and the Shares which may be so allotted may be issued as fully paid up Shares and if so issued shall be deemed to be fully paid up Shares, provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.

**39.** The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(*a*) its share capital;

(*b*) any capital redemption reserve account; or

(*c*) any share premium account.

**Capitalisation of profits**

**40.** (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

(*a*) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(*b*) that such sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(*A*) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(*B*) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(*C*) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(*D*) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(*E*) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

**41.** (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(*b*) generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

(*a*) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(*b*) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

**Buy-back of shares**

**42**. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

**General meetings**

**43.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

(*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(iii) Note [4] that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.

**Proceedings at general meetings**

**45.** (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**46.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

**47.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

**48.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

**49**. In case of a One Person Company—

(*i*) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the member;

(*iii*) the resolution shall become effective from the date of signing such minutes by the sole member.

**Adjournment of meeting**

**50.** (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(*iii*) 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.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**Voting rights**

**51.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

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Note [4] Subject to approval of ROC, the Members of the Company in Extra Ordinary General Meeting held on June 19, 2026, approved amendment in of Articles of Association (AOA) by addition of Clause 43 (iii).

(*a*) on a show of hands, every member present in person shall have one vote; and

(*b*) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

**52.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**53.** (*i*) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(*ii*) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**54.** 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.

**55.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**56.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

**57.** (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

**Proxy**

**58.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**59.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**60.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**Board of Directors**

**61.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The First Directors of the company are
1.PALAK BOHRA 2.BOHRA ARVIND 3.ANAND BOHRA

**62.** (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

**63.** The Board may pay all expenses incurred in getting up and registering the company.

**64.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

**65.** All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

**66.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

**67.** (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

**Proceedings of the Board**

**68.** (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

**69.** (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

**70.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

**71.** (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

**72.** (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**73.** (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

**74.** (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**75.** All acts done in any meeting of the Board or of 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 of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**76.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**77.** In case of a One Person Company—

(*i*) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the director;

(*iii*) the resolution shall become effective from the date of signing such minutes by the director.

**Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

**78.** 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.

**79.** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**The Seal**

**80.** (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

**Dividends and Reserve**

**81.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**82.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

**83.** (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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, thinks fit.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**84.** (*i*) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(*ii*) Note [5] any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.

(iii) Note [5] there will be no forfeiture of unclaimed dividends before the claim becomes barred by law

(*iv*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**85.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

**86.** (*i*) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**87.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

**88.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**89.** No dividend shall bear interest against the company.

**Accounts**

**90.** (*i*) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(*ii*) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

**Winding up**

**91.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(*i*) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(*iii*) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

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Note [5] Subject to approval of ROC, the Members of the Company in Extra Ordinary General Meeting held on June 19, 2026, approved amendment in of Articles of Association (AOA) by addition of Clause 84 (ii) (iii).

**Indemnity**

**92.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Note [6] **Pledge Of Securities, Lock-In Restrictions and Regulatory Compliance**

**93.**

(i) Notwithstanding anything contained in this Articles, where any Shareholder creates a pledge over securities of the Company, such pledge shall be created, released and/or invoked only in dematerialised form through the depository system in accordance with the provisions of the Act, Depositories Act, 1996, byelaws, rules and operating instructions of the relevant depository, applicable SEBI regulations, and other Applicable Laws.

(ii) Where securities of the Company are subject to lock-in requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations) and such equity shares are pledged, then notwithstanding the creation of such pledge, the equity shares shall continue to be treated as locked-in for the applicable lock-in period prescribed under the SEBI ICDR Regulations.

(iii) In the event of invocation of a pledge over equity shares that are subject to lock-in under the SEBI ICDR Regulations, such equity shares shall remain locked-in, in the demat account of the pledgee, for the residual period of lock-in in accordance with and subject to the provisions of the SEBI ICDR Regulations.

(iv) In the event of release of pledge over equity shares that are subject to lock-in under the SEBI ICDR Regulations, such equity shares shall continue to remain locked-in for the residual portion of the original lock-in period in the demat account of the pledgor, in accordance with the SEBI ICDR Regulations.

(v) Notwithstanding anything stated in Clause 93 (ii), (iii) and (v) above, where any Securities of the Company are required to be subject to a lock-in under Applicable Laws, including the SEBI ICDR Regulations, and such lock-in cannot be operationally effected due to the existence of any pledge, charge or other encumbrance on such Securities, the Company shall take all necessary steps required to be taken under the Applicable Laws to ensure that such Securities are recorded with the relevant depository as "non-transferable" for the applicable lock-in period. The Board of Directors is hereby authorised to do all acts, deeds and things as may be necessary to give effect to this clause and to remove such non-transferable status upon expiry of the lock-in period.

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## SECTION X - OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts (not being contracts entered into in the ordinary course of business carried on by our Company), which have been entered or are to be entered into by our Company, which are, or may be, deemed material, will be attached to the copy of the Red Herring Prospectus, which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of the Draft Red Herring Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

### A. Material Contracts for the Issue

(a) Issue Agreement dated September 9, 2026 entered between our Company and the Book Running Lead Manager.

(b) Registrar Agreement dated September 9, 2026 entered into amongst our Company and the Registrar to the Issue.

(c) Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.

(d) Tripartite Agreement dated August 27, 2024 between our Company, NSDL and the Registrar to the Issue.

(e) Tripartite Agreement dated March 16, 2026 between our Company, CDSL and the Registrar to the Issue.

(f) Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.

(g) Underwriting Agreement dated [●] between our Company and the Underwriters.

(h) Syndicate Agreement dated [●] between our Company and the Syndicate Member.

(i) Sub-Syndicate Agreement dated [●] between our Company, the Underwriters and Sub-Syndicate Member.

### B. Material Documents

(a) Certified copies of the updated Memorandum of Association and Articles of Association of our Company, as amended from time to time;

(b) Certificate of incorporation dated June 5, 2024, issued by the Deputy Registrar of Companies, Central Registration Centre.

(c) Fresh certificate of incorporation dated August 29, 2024, issued by RoC at the time of conversion from a private company into a public company.

(d) Resolutions of our Board of Directors dated August 11, 2026, in relation to the Issue and other related matters;

(e) Shareholders' resolution dated August 13, 2026, in relation to this Issue and other related matters;

(f) Resolution of the Board of Directors of the Company dated September 28, 2026, taking on record and approving this Draft Red Herring Prospectus.

(g) The examination report dated September 25, 2026, of Peer Reviewed Auditors on our Restated Financial Statements, included in this Draft Red Herring Prospectus;

(h) Copies of Restated Financial Statements of our Company for the financial years March 31 2026, March 31, 2025 and March 31, 2024;

(i) Copy of Audited Financial Statements of our Company for financial year ended March 31, 2026;

(j) Copies of the annual reports of the Company for the Fiscals 2026 & 2025;

(k) Statement of Tax Benefits dated September 25, 2026, from the Peer Reviewed Auditors included in this Draft Red Herring Prospectus;

(l) Consent of the Promoters, Directors, Senior Managerial Personnel, the Book Running Lead Manager, the Syndicate Members, the Legal Counsel to our Issue, the Registrar to the Issue, the Peer Reviewed Statutory Auditor, the Banker to the Company, the Banker to the Issue, the Market Maker, the Underwriter, the Company Secretary and Compliance Officer and the Chief Financial Officer, to act in their respective capacities;

(m) Consent of the Statutory Auditors & Peer Reviewed Auditors, M/s. Rajeshkumar P Shah & Co**,** Chartered Accountants to include their name in this Draft Red Herring Prospectus and as an "*Expert*" defined under Section 2(38) of the Companies Act, 2013, read with Section 26 of the Companies Act, 2013, in respect of the reports on the Restated Financial Statements dated September 25, 2026 and the statement of possible special tax benefits dated September 25, 2026 included in this Draft Red Herring Prospectus;

(n) Resolution of the Audit Committee dated [●] approving our key performance indicators;

(o) Certificate on KPI's issued by our Statutory Auditor M/s. Rajeshkumar P Shah & Co**,** Chartered Accountants dated [●];

(p) Certificate on Working Capital issued by our Statutory Auditor M/s. Rajeshkumar P Shah & Co**,** Chartered Accountants dated [●];

(q) Site Visit Report of the Issuer Company dated September 28, 2026,, issued by the BRLM;

(r) Due diligence certificate dated September 28, 2026, issued by Book Running Lead Manager;

(s) Industry report entitled "Textile Industry" issued by *B2K Analytics Private Limited* dated September 22, 2026;

(t) In principle listing approval dated [●] issued by BSE Limited;

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Anand Bohra**
**Chairman & Managing Director**
**DIN: 06511960**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Palak Bohra**
**Whole-Time Director**
**DIN: 10657836**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Aditya Bohra**
**Whole-Time Director**
**DIN: 10664042**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Nitin Gadia**
**Non-Executive Director**
**DIN: 11736801**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Balwant Singh Dabi**
**Non-Executive Independent Director**
**DIN: 11706884**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

**Vatsalya Navin Saxena**
**Non-Executive Independent Director**
**DIN: 11709952**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

**Sd/-**

**Arvind Bohra**
**Chief Financial Officer**

**Place: Gujarat**
**Date: September 28, 2026**

## DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPLIANCE OFFICER & COMPANY SECRETARY OF OUR COMPANY**

**Sd/-**

**Kritika Gadiya**
**Company Secretary & Compliance Officer**

**Place: Gujarat**
**Date: September 28, 2026**