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## ALPHALOGIC INDUSTRIES LIMITED

(Formerly known as Alphalogic Trademart Limited)

CIN: U01100PN2020PLC194296

Prospectus  
Dated: June 23, 2023  
Please read section 26 & 32 of the  
Companies Act, 2013  
100% Fixed Price Issue

Registered Office	Contact Person	Email and Telephone	Website
405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune – 411014, Maharashtra, India	<b>Ms. Aayushi Khandelwal</b> Company Secretary & Compliance Officer	<b>Email ID:</b> cs@alphalogicindustries.com <b>Tel No:</b> +91 82977 40000	www.alphalogicindustries.com

### NAMES OF PROMOTERS OF THE COMPANY

M/S. ALPHALOGIC TECHSYS LIMITED

### DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility – 229(1) / 229(2) & Share Reservation amount QIB, NII & RII
Fresh Issue	13,41,600 Equity Shares aggregating to ₹ 1,287.94 Lakhs	Nil	<b>13,41,600 Equity Shares aggregating to ₹ 1,287.94 Lakhs</b>	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, as the Company's post issue Paid-up capital would be less than ₹10.00 Crores (Rupees Ten Crores). For more information, please refer section “ <i>Issue Structure</i> ” beginning on Page 207 of this Prospectus.

OFS: Offer for Sale

**Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders: - NIL -**

**RISKS IN RELATION TO THE FIRST ISSUE** – The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹96/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “*Basis for Issue Price*” on page 72 of this prospectus) 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 RISK



Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 21 of this Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on the **SME Platform of BSE Limited (“BSE SME”)**. For the purpose of this Issue, **BSE Limited (“BSE”)** is the **Designated Stock Exchange**.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p><b>FINSHORE</b> Creating Enterprise Managing Values <b>FINSHORE MANAGEMENT SERVICES LIMITED</b> Anandlok Building, Block-A, 2<sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Telephone:</b> 033 – 2289 5101 / 4603 2561 <b>Email:</b> info@finshoregroup.com</p>	 <p><b>CAMEO</b> <b>CAMEO CORPORATE SERVICES LIMITED</b> “Subramanian Building”, #1, Club House Road, Chennai -600002, India <b>Contact Person:</b> Ms. K. Sreepriya <b>Telephone:</b> +91-44-40020700, 28460390 <b>Email:</b> cameo@cameoindia.com</p>
ISSUE PROGRAMME	
<b>ISSUE OPENS ON: JULY 03, 2023</b>	<b>ISSUE CLOSES ON: JULY 06, 2023</b>



Prospectus  
 Dated: June 23, 2023  
 Please read section 26 & 32 of the  
 Companies Act, 2013  
 100% Fixed Price Issue

## ALPHALOGIC INDUSTRIES LIMITED (Formerly known as Alphalogic Trademart Limited)

Our Company was originally incorporated as Public Limited Company in the name of “*Alphalogic Trademart Limited*” on September 22, 2020 under the provision of the Companies Act, 2013 bearing Corporate Identification Number U51909PN2020PLC194296 issued by Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to “*Alphalogic Industries Limited*” vide a fresh Certificate of Incorporation dated January 28, 2022 bearing Corporate Identification Number U01100PN2020PLC194296 issued by Registrar of Companies – Pune. For further details of change in name and registered office of our company, please refer to section titled “*Our History and Certain Corporate Matters*” beginning on page no 114 of the Prospectus.

**Registered Office:** 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune – 411014, Maharashtra, India  
**Corporate Office:** Office No. 207, 2<sup>nd</sup> Floor, Kohinoor B-Zone, Besides Vijay Sales, Old Mumbai-Pune Highway, Pimpri Chinchwad, Pune – 411019, Maharashtra, India  
**Factory Address:** Plot No – 6, S. No. 164/1, Alankapuram Road, Opp. Yashobhumi Society, Wadmukhwadi, Pune – 412 105, Maharashtra, India  
**Contact Person:** Ms. Aayushi Khandelwal, Company Secretary & Compliance Officer; Tel No: +91 82977 40000,  
**E-Mail ID:** [cs@alphalogicindustries.com](mailto:cs@alphalogicindustries.com); **Website:** [www.alphalogicindustries.com](http://www.alphalogicindustries.com); **CIN:** U01100PN2020PLC194296

### OUR PROMOTERS: M/S. ALPHALOGIC TECHSYS LIMITED

#### THE ISSUE

INITIAL PUBLIC OFFER OF 13,41,600 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF ALPHALOGIC INDUSTRIES LIMITED (“THE COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹96/- PER EQUITY SHARE (“THE ISSUE PRICE”), AGGREGATING TO ₹ 1,287.94 LAKHS (“THE ISSUE”), OF WHICH 1,33,200 EQUITY SHARES OF FACE VALUE OF ₹10/- FOR CASH AT A PRICE OF ₹96/- PER EQUITY SHARE AGGREGATING TO ₹127.87 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY SHAREHOLDERS OF ALPHALOGIC TECHSYS LIMITED (THE “ALPHALOGIC TECHSYS RESERVATION PORTION”) AND 67,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹96/- PER EQUITY SHARE, AGGREGATING TO ₹ 64.51 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION AND ALPHALOGIC TECHSYS RESERVATION PORTION I.E., ISSUE OF 11,41,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹96/- PER EQUITY SHARE, AGGREGATING TO ₹ 1,095.55 LAKHS IS HERE-IN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33% AND 22.40% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹ 96/- EACH i.e., 9.60 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 1,200 EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (For further details please see “The Issue” beginning on page no. 43 of this Prospectus.) A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about 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/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (For details in this regard, specific attention is invited to “Issue Procedure” beginning on page no. 210 of this Prospectus.)

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- each and the issue price is 9.60 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

#### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of “Risk factors” beginning on page no. 21 of this Prospectus.

#### ISSUER’S ABSOLUTE RESPONSIBILITY

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

#### LISTING

The Equity Shares of our company issued through this Prospectus are proposed to be listed on the **SME Platform of BSE Limited**. In terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received an “in-principal” approval letter dated **June 23, 2023** from BSE for using its name in this offer document for listing of our shares on the BSE SME. For the purposes of the issue, the **Designated Stock Exchange** will be **BSE Limited (“BSE”)**.

#### LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE

 **FINSHORE**  
 Creating Enterprise Managing Values  
**FINSHORE MANAGEMENT SERVICES LIMITED**  
 Anandlok Building, Block-A, 2<sup>nd</sup> Floor, Room No. 207,  
 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India  
**Telephone:** 033 – 2289 5101 / 4603 2561  
**Email:** [info@finshoregroup.com](mailto:info@finshoregroup.com)  
**Contact Person:** Mr. S. Ramakrishna Iyengar  
**Website:** [www.finshoregroup.com](http://www.finshoregroup.com)  
**Investor Grievance Email:** [investors@finshoregroup.com](mailto:investors@finshoregroup.com)  
**SEBI Registration No:** INM000012185  
**CIN No:** U74900WB2011PLC169377

 **CAMEO**  
**CAMEO CORPORATE SERVICES LIMITED**  
 "Subramanian Building", #1, Club House Road,  
 Chennai - 600 002, India  
**Telephone:** +91-44-40020700, 28460390  
**Email:** [cameo@cameoindia.com](mailto:cameo@cameoindia.com)  
**Contact Person:** Ms. K. Sreepriya  
**Website:** [www.cameoindia.com](http://www.cameoindia.com)  
**Investor Grievance Email:** [investor@cameoindia.com](mailto:investor@cameoindia.com)  
**SEBI Registration Number:** INR000003753  
**CIN No:** U67120TN1998PLC041613

#### ISSUE PROGRAMME

ISSUE OPENS ON: JULY 03, 2023

ISSUE CLOSES ON: JULY 06, 2023

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**SECTION I: DEFINITIONS AND ABBREVIATIONS**
**DEFINITIONS AND ABBREVIATIONS**

This prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

**General Terms**

TERMS	DESCRIPTIONS
“Alphalogic Industries Limited”, “Alphalogic Industries”, “Alphalogic”, “AIL” “The Company”, “Our Company”, “Issuer Company” or “Issuer”	Unless the context otherwise indicates or implies, <i>Alphalogic Industries Limited</i> , a public limited company incorporated under the provision of Companies Act, 2013 and having its Registered Office at 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra, India.
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
Our Promoters or Promoters of the Company	The promoters of our company being <i>M/s. Alphalogic Techsys Limited</i> .
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “ <i>Our Promoters and Promoter Group</i> ” on page no. 136 of this Prospectus.

**Company Related Terms**

TERMS	DESCRIPTIONS
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled “ <i>Our Management</i> ” on page no. 120 of this prospectus.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our company being “ <i>Ms Krina Gandhi</i> ”.
CIN	Corporate Identification Number
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.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being “ <i>Aayushi Khandelwal</i> ”.
Corporate Office	Office No. 207, 2 <sup>nd</sup> Floor, Kohinoor B-Zone, Besides Vijay sales, Old Mumbai-Pune Highway, Pimpri Chinchwad, Pune – 411019, Maharashtra.
Corporate Social Responsibility committee	Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled “ <i>Our Management</i> ” on page no. 120 of this prospectus.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India.
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in “ <i>Our Group Companies</i> ”



TERMS	DESCRIPTIONS
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being <b>“INE0NZF01019”</b>
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled <b>“Our Management”</b> on page no. 120 of this prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled <b>“Our Management”</b> on page no. 120 of this prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being <b>M/s. Patki &amp; Soman</b>
Promoters	Shall mean promoters of our Company as mentioned in this prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled <b>“Our Promoter and Promoter Group”</b> beginning on page no. 136 of this prospectus.
Registered Office	405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road Pune – 411014, Maharashtra, India
Restated Financial Statement	Audited Financial Statements for the financial years ended on 31 <sup>st</sup> March 2023, 31 <sup>st</sup> March 2022 and 31 <sup>st</sup> March 2021, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Pune
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Senior Management	Senior Management means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to section titled <b>“Our Management”</b> on page no. 120 of this prospectus.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled <b>“Our Management”</b> on page no. 120 of this prospectus.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

**Issue Related Terms**

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment of/ Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Alphalogic Techsys Reservation Portion	Up to <b>1,33,200</b> Equity Shares of <b>₹10/-</b> each fully paid-up of our Company for cash at a price of <b>₹96/-</b> per Equity Share aggregating to <b>₹ 127.87</b> Lakhs only for subscription by Shareholders of Alphalogic Techsys Limited (other than Promoter and Promoter Group).
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID.  Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being <b>“ICICI Bank Limited”</b>
Banker to the Issue Agreement	Agreement dated June 07, 2023 entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, <b>“Issue Procedure, - Basis of Allotment”</b> beginning on page no. 210 of this prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE i.e., <a href="http://www.bseindia.com">www.bseindia.com</a>
Broker to the Issue	All recognized members of the stock exchange of BSE would be eligible to act as the Broker to the Issue.

TERMS	DESCRIPTIONS
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Stock Exchange	BSE Limited
Draft prospectus	The Draft prospectus dated June 12, 2023 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.

TERMS	DESCRIPTIONS
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII 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
General Information Document / GID	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 UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue/Public Issue/Initial Public Issue/IPO	Public issue of <b>13,41,600</b> Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹96/- per Equity Share aggregating to ₹ <b>1,287.94 Lakhs</b> by our Company, in terms of this prospectus.
Issue Agreement	The Issue Agreement dated May 19, 2023 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹96/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled “ <i>Objects of the Issue</i> ” beginning on page no. 67 of this prospectus.
Lead Manager/LM	means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being “ <i>M/s. Finshore Management Services Limited</i> ”.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being “ <i>Nikunj Stock Brokers Limited</i> ” who 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 any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated June 05, 2023 between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to <b>67,200</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹96/- per Equity Share aggregating to ₹ <b>64.51 Lakhs</b> only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion and Alphalogic Techsys Reservation Portion) of up to <b>11,41,200</b> Equity Shares of face value ₹10/- each for cash at an Issue price of ₹96/- per Equity Share (the “Issue Price”), aggregating to ₹ <b>1,095.55 Lakhs</b> Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (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)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
BSE	BSE Limited
BSE SME	SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares



TERMS	DESCRIPTIONS
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. <b>OCBs are not allowed to invest in this Issue.</b>
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
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 dated June 23, 2023 registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being <b>"M/s. Cameo Corporate Services Limited"</b> .
Registrar Agreement	The agreement dated May 18, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidder(s) or RIB(s) or Retail Individual Investor(s) or RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
SME Exchange	"SME exchange" means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.

TERMS	DESCRIPTIONS
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
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 applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB 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. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated June 05, 2023 entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	<p>“Working day” means all days on which commercial banks in Mumbai are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business.</p> <p>The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.</p>

**Conventional and General Terms**

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, 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.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The 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 FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.

TERMS	DESCRIPTIONS
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, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

#### Technical and Industry related terms

TERMS	DESCRIPTIONS
BPM	Business Process Management
BU	Billion Units
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DGGI	Director General of Goods & Services Tax Intelligence
DIPP	Department of Industrial Policy and Promotion
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	India Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India



TERMS	DESCRIPTIONS
R & D	Research and Development
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

**Abbreviations**

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BIFMA	Business and Institutional Furniture Manufacturers Associations
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.

TERMS	DESCRIPTIONS
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

- In the section titled “**Description of Equity Shares and Terms of the Articles of Association**” beginning on page 230 of this prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “**Financial Statements as Restated**” beginning on page 144 of this prospectus, shall have the meaning given to such terms in that chapter;
- In the section titled “**Risk Factors**” beginning on page 21 of this prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled “**Statement of Possible Tax Benefits**” beginning on page 74 of this prospectus, shall have the meaning given to such terms in that chapter; and
- In the chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 174 of this prospectus, shall have the meaning given to such terms in that chapter.

**CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION****Certain Conventions**

Unless otherwise specified or the context otherwise requires, all references to “India” in this prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this prospectus are to the page numbers of this prospectus.

In this prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Alphalogic Industries Limited”, “Alphalogic Industries” and “AIL” unless the context otherwise indicates or implies, refers to ***“Alphalogic Industries Limited”***.

In this prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

In this prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

**Financial Data**

Unless stated otherwise, the financial information in this prospectus are extracted from the restated Financial Statements of our Company for the financial Years ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021, prepared in accordance with Ind AS and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ***“Financial Statements as Restated”*** beginning on page no 144 of this prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this prospectus, including in the Sections titled ***“Risk Factors”***, ***“Our Business”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on page no. 21, 91, and 174 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this prospectus.

**Currency and Units of Presentation**

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this prospectus in “Lakh” units. One lakh represents 1,00,000. In this prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’

### Industry and Market Data

Unless stated otherwise, industry and market data used throughout this prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "**Risk Factors**" beginning on page no. 21 of this prospectus. Accordingly, investment decisions should not be based on such information.

### Exchange Rates

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

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

Currency#	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
1 USD	82.22	75.81	73.50

# Source: [www.fbil.org.in](http://www.fbil.org.in)

All figures are rounded up to two decimals



## FORWARD-LOOKING STATEMENTS

The Company has included statements in this prospectus which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “**Risk Factors**”; “**Industry Overview**”; “**Our Business**”; and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**”; beginning on page no. 21, 74, 91 and 174, respectively, of this prospectus.

The forward-looking statements contained in this prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability; and
- COVID-19 pandemic and similar circumstances

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this prospectus until the Equity Shares are allotted to the investors.

**SECTION II: SUMMARY OF PROSPECTUS**
**SUMMARY OF PROSPECTUS**
**(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:**
**❖ Primary Business of Our Company:**

Alphalogic Industries Limited is engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

Our state-of-the-art manufacturing facility located at Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra delivers an array of customized storage systems that are safe, easy to use, save space, and attractive.

We are an ISO 9001:2015, 14001:2015, 45001:2018 and BIFMA certified storage solution manufacturing company. Our commitment to innovation, excellence, quality, and customer service has ensured consistent growth for us and our clients. Our compact products with simple designs facilitate transport and assembling at the site. They are easy to operate and maintain, and beautifully become a part of clients workspace, enhancing its ambiance.

We have designed and delivered storage solutions for the automobile industry, e-commerce companies, food industry, logistics companies, engineering companies, pharmaceutical organizations, educational institutes, IT companies, etc. In Fiscal Year 2023, our company has served over 150 clients in different industries.

*(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 91 of this prospectus.)*

**❖ Summary of the industry in which our Company operates:**

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. Between April–December 2022, India's finished steel consumption stood at 75.34 MT. In April–July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT respectively.

In FY23 (until January 2023), the exports of finished steel stood at 5.33 MT, while the imports stood at 5 MT. In FY22, exports and imports of finished steel stood at 13.49 MT and 4.67 MT, respectively. In FY22, India's export rose by 25.1% YoY, compared with 2021. In FY21, India exported 9.49 MT of finished steel. In December 2022 exports of finished steel stood at 4.42 lakh tonnes.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–2031. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–1931. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.

*(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 74 of this prospectus.)*

**(B) NAME OF THE PROMOTER OF OUR COMPANY:**

**Alphalogic Techsys Limited** is the promoter of our company.

*(For further details, please refer chapter “Our Promoters and Promoters Group” beginning from page no. 136 of this prospectus.)*

**(C) SIZE OF THE ISSUE:**

Initial Public Issue of **13,41,600** equity shares of face value of ₹10/- each (“Equity Shares”) of **Alphalogic Industries Limited** (“The Company” or “The Issuer”) for cash at a price of **₹96/-** per equity share (“The Issue Price”), aggregating to **₹ 1,287.94** Lakhs (“The Issue”), of which 1,33,200 equity shares of face value of ₹10/- for cash at a price of ₹96/- per equity share aggregating to **₹127.87** lakhs will be reserved for subscription by Shareholders of Alphalogic Techsys Limited (The “**Alphalogic Techsys Reservation Portion**”) and 67,200 equity shares of face value of ₹10/- each for cash at a price of **₹96/-** per equity share, aggregating to **₹ 64.51** lakhs will be reserved for subscriptions by the Market Maker to the issue (The “**Market Maker Reservation Portion**”). The issue less market maker reservation portion and Alphalogic Techsys Reservation Portion i.e., Issue of 11,41,200 equity shares of face value of ₹10/- each for cash at a price of **₹96/-** per equity share, aggregating to **₹ 1,095.55** lakhs is here-in after referred to as the “**Net Issue**”. The issue and the net issue will constitute 26.33% and 22.40% respectively of the post issue paid up equity share capital of the company.

**(D) OBJECTS OF THE ISSUE:**

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

₹ in lakhs

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working Capital Requirement	995.40	77.29	995.40
B	Issue Related Expenses	44.04	3.42%	44.04
C	General Corporate Expenses	248.50	19.29%	248.50
	<b>Total IPO Proceeds</b>	<b>1,287.94</b>	<b>100.00%</b>	<b>1,287.94</b>

For further details, please refer chapter “**Objects of the Issue**” beginning from page no. 67 of this prospectus.

**(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS PROSPECTUS:**

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
Alphalogic Techsys Limited*	26,00,064	69.28%
<b>Total Promoters Shareholding (A)</b>	<b>26,00,064</b>	<b>69.28%</b>
<b>Promoter Group</b>		
Montubhai Gandhi	9,60,000	25.58%
Krina Gandhi	1,92,936	5.14%
<b>Total Promoters Group Shareholding (B)</b>	<b>11,52,936</b>	<b>30.72%</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>37,53,000</b>	<b>100.00%</b>

\*Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) are holding on behalf of Alphalogic Techsys Limited

**(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:**

(₹ in Lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
Total Share Capital	31.28	19.61	10.00
Total Net Worth	433.58	85.46	18.29
Total Revenue	1,823.14	784.33	322.33
Profit After Tax	219.41	30.51	8.29
Face Value per equity shares	10/-	10/-	10/-
Earnings Per Share (Basic & Diluted) <i>(As per Restated financials)</i>	111.54	28.84	8.29
Earnings Per Share (Basic & Diluted) <i>(after giving retrospective effect of Bonus)</i>	5.85	1.30	0.69
Net Asset Value per equity share <i>(As per Restated financials)</i>	138.64	43.59	18.29
Net Asset Value per equity share <i>(after giving retrospective effect of Bonus)</i>	11.55	3.63	1.52

Particulars	31-03-2023	31-03-2022	31-03-2021
Total Borrowings	370.83	168.24	55.75

(For further details, please refer chapter “**Capital Structure**” and “**Financial statement as Restated**” beginning from page no. 56 and 144 respectively of this prospectus.)

**(G) AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:**

The auditor report of Restated Financial information of Alphalogic Industries Limited, for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 does not contain any qualifications which have not been given effect in the restated financial statement. (For further details, please refer chapter “**Financial statement as Restated**” beginning from page no. 144 of this prospectus.)

**(H) SUMMARY OF OUTSTANDING LITIGATIONS:**

There are certain outstanding litigation pending against the company, directors, promoters and Group Entity. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our business and financial status. A summary of these legal and other proceedings is given below:

Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
<b>Filed against our Directors</b>		
<i>Direct Tax</i>	1	69,680
<b>Total</b>	<b>1</b>	<b>69,680</b>

For further details, please refer chapter “**Outstanding Litigation and Material Development**” beginning from page no. 180 of this prospectus.

**(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:**

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 investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this prospectus.

(For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “**Risk Factors**” beginning on page no. 21 of this prospectus.)

**(J) SUMMARY OF CONTINGENT LIABILITIES:**

As on March 31, 2023, there are no contingent liabilities in our Company.

**(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:**

(₹ in Lakhs)

Particulars	For the year ended 31-03-2023	For the year ended 31-03-2022	For the year ended 31-03-2021
Remuneration paid to Directors	18.00	6.25	6.00
Sale with related parties/ Interest Income	194.19	35.72	-
Purchases/Expenses	735.20	277.52	0.87
Unsecured Loans Received/(Paid)	87.24	(21.26)	55.25
Closing Balance of Related Parties	(103.74)	(94.35)	55.25

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “**Financial Statements as Restated – Related Party Transactions**” beginning on page no. 170 of this prospectus



**(L) DETAILS OF FINANCING ARRANGEMENT:**

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, 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 months immediately preceding the date of filing of this prospectus.

**(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:**

Sl. No.	Name of the Promoter	No. of Shares Acquired during last one Year	Consideration (in ₹)	Weighted Average Price (In ₹ per Equity Share)
1	Alphalogic Techsys Limited*	26,00,064	1,34,17,280	5.37

\*Abishek Ramesh Goel (165 shares), Neha Anshu Goel (165 shares), Subhash Tarachand Goel (165 shares), Vedant Goel (165 shares), Dhananjay Subhash Goel (165 shares) Sushiladevi Subhash Goel (165 shares) are holding on behalf of Alphalogic Techsys Limited

(The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire the Equity Shares of the Company by way of fresh issuance, bonus issue and share received as gift etc. and the net cost of acquisition has been divided by total number of shares acquired during last one year from the date of this prospectus.)

**(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:**

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Alphalogic Techsys Limited	26,00,064	5.54

\*Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) are holding on behalf of Alphalogic Techsys Limited

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer or bonus issue etc. less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the prospectus.

**(O) DETAILS OF PRE-IPO PLACEMENT:**

Our Company has not proposed any Pre-IPO placement from the date of this prospectus till the listing of the Equity Shares.

**(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:**

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
18-05-2023	34,40,250	N.A.	Nil	Bonus Share	#	Capitalization of reserves

# For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled "Capital Structure" beginning on page no. 56 of this prospectus.

**(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:**

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of this prospectus.

**(R) EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

The Company has not sought for any exemptions from complying with any provisions of securities laws.

## SECTION III: RISK FACTORS

### RISK FACTORS

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 91 and 174 respectively, as well as the other financial and statistical information contained in this Prospectus.*

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

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

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

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

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

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

#### **INTERNAL RISK FACTORS**

1. ***Our business is dependent on a few customers and the loss of, or a significant reduction in orders by such customers could adversely affect our business.***

Revenues from any of our particular customers may vary significantly from reporting period to reporting period depending on the nature of ongoing orders and the implementation schedule for such orders. Our company is supplying its products majorly to customers from Maharashtra, Karnataka and Telangana. The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the customers who have been associated with our Company. Our team through their experience and good rapport with these customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers. Our long-term relationships with the customers are indicative of our quality consciousness and our designing and tooling capabilities. However, such concentration of our business on a few customers may adversely affect us if we do not achieve our expected margins or suffer losses on one or more of these customer contracts. Significant revenue from a few customers increases the potential volatility of our results and exposure to individual contract risks with such customers and suppliers, which may have an adverse effect on our results of operations.

There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the industry or the economic environment generally, such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition.

Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. In addition, our revenues may be adversely affected if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition, and cash flows.

Further, to sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us. As our industry matures and competitors introduce lower cost or differentiated products or services, our ability to sell our goods could be impaired.

The following is the breakup of the top five and top ten customers of our Company for the Fiscal 2023, 2022 and 2021:  
₹ in lakhs

Particulars	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Customers	1,285.77	71.37%	631.88	85.17%	294.12	91.56%
Top 10 Customers	1,542.07	85.58%	735.20	99.10%	321.24	100.00%

2. ***We rely significantly on some suppliers for the supply of our raw materials. If these suppliers are unable or unwilling to supply raw materials on time or otherwise fail to meet our requirements, our business will be harmed. An inability to procure the desired quality, quantity of our raw materials and components in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition***

We majorly procure raw material i.e. Mild Steel from our Group Entity M/s. Neo Mega Steel LLP (Trader of Mild Steel), which gives us cost advantages. Other Raw Materials are procured from the local suppliers.

We enjoy a very good relationship with our raw material suppliers, which enables a timely manufacturing and delivery of components. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the component to the customer due to the delay or failure to supply a critical raw material by any supplier. Presently, we have not entered into any long-term supply agreements for sourcing any of our raw materials. We procure the raw materials required for our business pursuant to the issue of the purchase orders. While we have in the past undertaken our business pursuant to such arrangements and have not faced any disputes in relation to such purchase orders, we cannot assure you that there will be no disputes with our suppliers in the future, owing to such contractual arrangements. Due to long-standing relationship with our supplier, the purchase orders we issue to some of our suppliers do not contain detailed terms and conditions for eventualities where the supply is not done in accordance with the supply terms agreed with our suppliers or in a timely manner or for circumstances where the quality of materials is not as per our requirements. The purchase orders issued by us fail to adequately cover the liabilities of our Company. The purchase orders do not provide for clauses relating to indemnification, liquidated damages, dispute resolution, and termination. Such purchase orders may in the future have commercial implications on our Company in case of any dispute with our suppliers, for any reason whatsoever. In the absence of a contractual basis for liability, this may lead to delays in supply, a strained relationships with our suppliers, protracted litigation, and delays in our obligations with our customers resulting in an adverse effect on our business, results of operations, financial condition, and cash flows.

The following is the breakup of the top five and top ten Suppliers of our Company for the Fiscal 2023, 2022 and 2021:  
₹ in lakhs

Particulars	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Suppliers	1,154.32	82.44%	422.61	57.78%	233.72	78.54%
Top 10 Suppliers	1,289.25	92.09%	524.60	71.74%	271.48	91.22%



3. ***Our ability to anticipate changes in consumer preference, and industry trends and to meet customers' demands is a significant factor to remain competitive, any failure to identify and understand the trends may materially adversely affect our business.***

Changes in consumer preferences, regulatory or industry requirements, or competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully introduce new and enhanced products on a timely basis is a significant factor to remain competitive. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and our results of operations may be adversely affected. We are also subject to the risks generally associated with new products and applications, including lack of market acceptance and failure of products to operate properly. Customer preferences in the markets we operate are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. To compete effectively in the industry, we must be able to produce new products to meet our customers' demands in a timely manner. Our failure to successfully produce new products could materially and adversely affect our results of operations.

4. ***We are affected by the prices, availability, and quality of the raw materials used in our production.***

Mild Steel, Galvanized Steel, HR/CR Sheet is our key raw material, which is mostly made up of steel, which we use for the manufacturing of our products. We majorly procure Mild Steel from our Group Entity M/s. Neo Mega Steel LLP (Trader of Mild Steel) which gives us cost advantages and other raw materials are procured from local suppliers. Typically, we do not enter into long-term contracts with our suppliers, and prices for these raw materials are normally based on the quotes we receive from various suppliers. Any unexpected price fluctuations after the placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials which is critical to our business. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance, and cash flows may be adversely affected.

In particular, we are vulnerable to the risk of rising/fluctuating steel prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies.

The quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our products and the timeliness of our delivery to the customers. Although we generally ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our customers in case of any substandard materials provided by our suppliers. In such circumstances, our reputation may suffer and our business may be adversely affected. In addition, our resources could be strained by any claim that proceeds to litigation.

Our orders are negotiated with our customers based on the price at which we purchase our raw materials, possible selling prices of our products/services, and our intended gross margins. Hence, we fix the prices of required materials at approximately the same time as the orders we sign with our customers so as to protect our gross margins. Nevertheless, should there be any significant increases in steel prices, and we are unable to pass on such increases in prices to our customers or find alternative suppliers/sources of direct materials who are able to supply us with the raw materials at competitive prices, our business and financial performance will be adversely affected.

5. ***The dependence on third-party services could have an adverse effect on the business financial condition and results of operations.***

Our Company is dependent on third party for certain processes i.e. Perforation, Powder Coating, installation etc. We may not be able to obtain services from third parties for our requirements, on attractive rates or the third parties may not have adequate available capacity to meet our requirements in a timely manner.

Further, if the company is unable to procure the services of third-party capable of sufficiently scaling up operations in response to increased demand from customers, the company might be compelled to make capital expenditures or seek out costlier or lower quality third-party service to meet the requirements which could have an adverse effect on the business prospects, financial condition and results of operations of the company.

**6. We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.**

We operate in the highly competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. However, there can be no assurance that we will be able to compete successfully with the competitors and implement our future strategies in a way that will mitigate the effects of increased competition from our competitors.

**7. We have only one manufacturing facility.**

Our manufacturing facility is located at Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, in the State of Maharashtra. As a result, any local social unrest, natural disaster, or breakdown of services and utilities in that area could have a material adverse effect on the business, financial position, and results of our operations. Our manufacturing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels (output, efficiency, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, etc. In the event that we are forced to shut down our manufacturing facility for a significant period of time, it would have a material adverse effect on our earnings, our other results of operations, and our financial condition as a whole.

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

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we may not receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, cancelled, or does not proceed to completion, it could have an adverse effect on our operating results. For the Fiscal ending March 31, 2021, 2022, and 2023, our trade receivables were ₹ 1.20 lakhs, ₹ 80.80 lakhs, and ₹ 239.17 lakhs, respectively. However, in the past, our Company has not faced any such instance of default but there is no guarantee that the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

**9. Our success depends on stable and reliable logistics and transportation infrastructure. Disruption of logistics and transportation services could impair the ability of our suppliers to deliver materials or our ability to deliver materials to our customers and/ or increase our transportation costs, which may adversely affect our operations:**

We utilize third party transportation services for procurement and supply of materials and from/ to our suppliers and customers. Transportation by road involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability, and operating restrictions/ lockdown consequent to outbreak of infectious diseases, such as the COVID-19 pandemic. Any delay or disruption caused to the transportation of materials could adversely impact our ability to procure the materials as well as to meet the delivery schedule of the customers in an economical manner. To ensure timely delivery of materials, we may also be required to maintain relatively high level of inventory of materials and this may also resultantly increase our cost.

10. ***We are required to comply with certain restrictive covenants under our financing agreements. Any noncompliance may lead to, amongst others, an accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition, and cash flows.***

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. As of March 31, 2023, we had outstanding indebtedness of ₹ 370.83 lakhs based on Restated Financial Statements. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such a loan and the conditions negotiated under each financing agreement.

We have not defaulted on any covenants in financing agreements in the past, we cannot assure you that this will continue to be the case in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitutes defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, including others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. For further information on our borrowings, see "**Financial Indebtedness**" on page 172 of this Prospectus.

11. ***Our Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Directors are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Directors as on the date of this Prospectus along with the amount involved, to the extent quantifiable.

Nature of Cases	Number of Cases	Financial Implications to the Extent Quantifiable (in ₹)
<b>Proceedings against our Directors</b>		
Direct Tax	1	69,680

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

For further details, please refer chapter "**Outstanding Litigation and Material Development**" beginning from page no. 180 of this Prospectus. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors, Promoters and Group Companies which the Company may not be aware of as on the date of this Prospectus.

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and Group Companies, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations. For the details of the cases please refer the chapter titled "**Outstanding Litigations and Material Developments**" on page 180 of this Prospectus.

12. ***Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.***

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our projects and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. This may result in delays in execution of projects and also reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our project related activities may be delayed or reduced. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials.

13. *We have a limited operating and financial history, which makes it difficult to accurately assess our future growth prospects.*

Our Company was incorporated on September 22, 2020 and commenced operations of Industrial and Institutional Storage Systems in January 2022. For further information, see *“History and Certain Corporate Matters”* beginning on page 114 of this Prospectus. As such, we have a very limited operating history, and our success is dependent on our ability to effectively implement our businesses. Our limited financial and operating history may not provide an accurate basis for investors to understand our business and financial history for comparative analysis and evaluate our future business and financial prospects. Assessing the future prospects of our business is challenging in light of both known and unknown risks and difficulties we may encounter, and could place significant demands on the management team and our other resources. We will be subject to all the business risks and uncertainties associated with setting up any new business venture, which may adversely affect our business, prospects, results of operations and financial condition.

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

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

₹ in lakhs			
Particulars	31-03-2023	31-03-2022	31-03-2021
Net cash from operating activities	(107.38)	29.95	16.22
Net Cash (used in) / from investing activities	(185.69)	(147.42)	(75.64)
Net Cash used in financing activities	292.49	117.89	59.57
<b>Net increase/(decrease) in cash and cash equivalent</b>	<b>(0.57)</b>	<b>0.42</b>	<b>0.15</b>

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see *“Financial Statements as Restated”* beginning on page 144 of this Prospectus.

15. *The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.*

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
Alphalogic Techsys Limited	26,00,064	5.54

16. *We have issued Equity Shares in the last 12 (twelve) months at a price which is lower than the Issue Price.*

During the last 12 (twelve) months, we have issued Equity Shares at a price that is lower than the Issue Price, as set forth below.

Date of Issue	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Allotment
18-05-2023	34,40,250	10/-	Nil	Bonus Issue

The price at which Equity Shares have been issued by our Company in the immediately preceding one year is not indicative of the Issue Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further details regarding such allotments, see *“Capital Structure”* on page 56 of this Prospectus.

17. *Our Company has availed certain unsecured loan which can be recalled at any time.*

Our Company has availed certain unsecured loan amounting to ₹ 121.23 lakh as on March 31, 2023. The unsecured loan taken by our Company from Related Parties may be recalled at any time. Though our Company intends to repay the loan amount in near future, sudden recall may disrupt our operations and also may force us to find alternative sources of financing, which may not be available on commercial reasonable terms or at all. opt for funding at higher interest rates, resulting in higher financial burden. We may not have adequate working capital to meet business requirements of our Company, and, as a result, any such demand by the lenders may affect our business, cash flows, financial condition and results of operations. Further, in respect of such unsecured loan, no proper agreement has been executed between the parties. For further details, please refer to the section “*Financial Indebtedness*” beginning on page no. 172 of this Prospectus.

**18. *Latent defects in our products may increase it's after-sales cost or we may suffer losses on account of replacements/product recalls.***

Despite testing of our products prior to dispatch, errors, defects or performance issues, and/or latent defects may occur in existing products or new products. Since we provide a 1 (one) year warranty for manufacturing defects of our products, such defects may also cause us to incur significant support and repair costs under our purchase orders/contracts. We may have to incur additional costs to address these defects. Also, the recurrence of these problems may result in the delay or loss of market acceptance of our products, which may harm our business, market reputation and financial condition.

While we have not faced any instances of a product recall as on the date of this Prospectus, we may suffer losses on account of the replacement or repair of products in case they fail to perform for the duration guaranteed by us or our customers, such manufacturing defects would also result in loss of our goodwill.

If a supplier fails to meet quality standards, it could expose the Company to the risk of product liability claims or delay the production schedule for the Company's products. Any defects in products could also result in customer claims for damages. Furthermore, in defending such claims, substantial costs may be incurred and adverse publicity generated. While the Company obtains quality assurances from the suppliers, there can be no assurance that such assurances or warranties will be successfully obtained or enforced. In such instances, any product recalls would adversely affect the Company's business, results of operations, and financial condition.

**19. *Expansion into new geographic regions and markets may subject us to various challenges.***

We intend to increase the sales and distribution of our products across India. At present, our maximum revenue is generated from Maharashtra State. For the Fiscal 2023, 2022 and 2021 the revenue from major states i.e. Maharashtra constitutes 75.59%, 98.04% and 100.00% respectively of our total revenue from operations. We have limited experience and knowledge of operating in other states and our foray into new geographies or into new products in the existing geographies may be subject to high barriers to entry including existing competition, local laws and market dynamics. Further, we may not be able to effectively assess the level of promotional marketing required in a particular state, and the recognition of our brands and products in such states may not be in the manner or to the extent anticipated by us. Our expansion into new geographies may also be challenging on account of our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of brand recognition and reputation in such regions. We may also encounter other additional anticipated risks and significant competition in such markets.

**20. *Our revenues are highly dependent on clients located in India. Any decline in the economic health of India could adversely affect our business, financial condition and results of operations.***

We only supply our products and services to clients located in India. If the economic conditions of India become volatile or uncertain or the conditions in the financial market were to deteriorate, especially in recent times due to the COVID-19 pandemic, or if there are any changes in laws applicable to our services and operations or if any restrictive conditions are imposed on us or our business, the pricing of our services may become less favourable for us. Further, our clients located in these geographies may reduce or postpone their spending significantly which would adversely affect our operations and financial conditions. Any reduction in spending on third party logistic services may lower the demand for our services and negatively affect our revenues and profitability.

**21. *We share our registered office with our Group Companies.***



Our Registered Office situated at 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra which is owned by Mr. Anshu Goel (Non-Executive Director of our Company and Promoter of M/s. Alphalogic Techsys Limited). However, this office premise is also being shared by our Promoter/Group Company M/s. Alphalogic Techsys Limited. As a result of having the same registered office, there may be confusion related to the receipt of documents and notices, which may further lead to miscommunications, loss of documents and conflicts of interests.

**22. *Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel may have an adverse effect on our business prospects.***

Our experienced senior management and Directors have had a significant contribution to the growth of our business, and our future success is dependent on the continued service of our senior management team. An inability to retain any key management personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We continue to face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In particular, we may be unable to compete with other larger companies for suitably skilled personnel due to their ability to provide more competitive compensation and benefits. The loss of any of the members of our senior management team, our whole-time directors, or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, results of operations, financial condition, and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including designers, and corporate management professionals who have the required experience and expertise. We also place extensive reliance on our design and production department which is critical to our business as they design the products which are reviewed by our customers. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. We may be unable to compete with our competitors for such qualified personnel because of more competitive salaries and benefits provided by them.

For every new product we expand into, we require suitably skilled personnel. Such skilled personnel may not be available in the market or we may not be able to compete with competitors for such qualified personnel because of more competitive salaries and benefits packages provided by them. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and the results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

**23. *If we are unable to manage/arrange funds to meet our working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires a significant amount of working capital to finance the purchase of raw materials before payments are received from customers. We cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the execution of projects leading to loss of reputation, levy of liquidated damages, and an adverse effect on the cash flows. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet the working capital requirements, there may be an adverse effect on our results of operations. We may also be subject to fluctuations of interest rates for our financing. If we are unable to secure financing at favourable rates for this purpose, our ability to secure larger-scale projects will be impeded and our growth and expansion plans will be materially and adversely affected which in turn will materially and adversely affect our future financial performance.

**24. *Certain relevant copies of educational qualification and experience certificates of our promoters/Directors are not traceable.***

Relevant copies of education qualification and experience certificates of some of our Directors are not traceable. We can't assure you that back-ups for the relevant copies of educational qualifications and experience certificates will be available in a timely manner or at all. We have relied on personal undertakings provided from them.

25. ***In addition to our existing indebtedness for our operations, we may be required to obtain further loan during the course of business. There can be no assurance that we would be able to service our existing and/or additional indebtedness.***

In addition to our existing indebtedness for our existing operations we may be required to raise further debt in the form of term loans and working capital loans in the course of business. Increased borrowings, if any, would adversely affect our debt-equity ratio and our ability to further borrow at competitive rates. Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, please refer to the chapter titled ***“Financial Indebtedness”*** on page 172 of this Prospectus.

26. ***Some of the KMPs is associated with our company for less than one year.***

Our Key Management Personnel, Company Secretary is associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter ***“Our Management”*** beginning on page 120 of this Prospectus.

27. ***Our customers may claim against us and/or terminate our services in whole or in part prematurely should we fail to satisfy their requirements and expectations or for any other reason.***

Our purchase orders with our customers are of standard form and usually, inter-alia contain details relating to price, terms of payment, delivery schedule, and other standard terms and conditions. Any defect or malfunction in our system designs, products, and/or solutions, or failure to satisfy the requirements and expectations of our customers, could lead to claims made against us and/or termination of our services in whole or in part. This may arise from unsatisfactory design or workmanship, staff turnover and, human errors. However, our production doesn't start without manufacturing clearance is given by our Company and the end user and a product design is tested before being taken up for production; likewise, approval is taken from the Company and the end user before packaging of the product and hence it reduces the chances of defects in our product. Further, as our system designs, products, and technology solutions are applied in the process of finalizing the order, if it is established that any damages in and/or loss of property, as well as personal injuries and/or death resulted from defects in or malfunction of our products, we may be required to further compensate our customers and/or victims for such loss, damages, personal injuries and/or death.

In addition, we may also be subject to potential liability from legal suits for any losses suffered by our customers due to delay of the delivery of our products or services. In the event that we are involved in any legal dispute or court proceedings with our customers, our reputation will be adversely affected and we may have to spend a significant amount of resources to defend ourselves, which may adversely affect our business, cash flows and, financial performance.

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

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoter, Promoter Group, Directors, Key Managerial Personnel, and Group Companies. For further details in relation to our related party transactions, see ***“Financial Information – Related Party Transactions”*** beginning on page 170 of this Prospectus. While we have entered into such transactions on an arm's length basis, there is no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

29. ***Shortage or non-availability of essential utilities such as electricity could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.***

Our business operation is heavily dependent on continuous supply of electricity which is critical to our manufacturing operations. While our power requirements are met through local state power supply corporation in our manufacturing facility, we cannot assure you that these will be sufficient and, or, that we will not face a shortage of electricity despite these arrangements. Further, any shortage or non-availability of electricity could result in temporary shut-down of a part, or all, of our operations at the location experiencing such shortage. Such shut-downs could, particularly if they are for prolonged periods, have an adverse effect on our business, results of operations and financial condition.

- 30. *Our Registered Office, Corporate Office and Factory Premises are not owned by us and we have only leave and license rights over them. In the event we lose such rights, our business, financial condition and results of operations, and cash flows could be adversely affected.***

Certain premises used by our Company have been obtained on a leave and license basis, which includes our Registered Office, Corporate Office and Factory situated at Pune, Maharashtra. We cannot assure you that we will be able to renew our lease agreement or leave and license agreements or enter into new agreements in the future, on terms favourable to us, or at all. In the event that any lease agreement or leave and license agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable. If a lease agreement or the leave and license agreement are terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition, and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see “*Our Business – Property*” on page 91 of this Prospectus.

- 31. *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.

- 32. *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. 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.

- 33. *Major fraud, lapses of internal control or system failures could adversely impact the company’s business.***

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures etc. Failure to protect fraud or breach in security may adversely affect our Company’s operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

- 34. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

- 35. *Some of the approvals are required to be updated consequent to the change in the name of our Company.***

The name of our Company has been changed from Alphalogic Trademart Limited to Alphalogic Industries Limited vide resolution passed by our Shareholders at their EGM held on January 20, 2022. Due to such change, our Company is required to change its name in all approvals, licenses, registrations and permits in the name of Alphalogic Industries Limited. While we have updated our name in some of the registrations, permits or approvals, we are still required to


update our name in some of the remaining registrations, permits or approvals i.e. Import Export Code, Provident Fund and Professional Tax (Registration and Enrolment).

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

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. If we fail to maintain such registrations and licenses or comply with applicable conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition and results of operations.

We and our customers, may require various regulatory approvals, sanctions, licenses, registrations and permissions in connection with our operations and the various development activities involved in such orders. We or our customers may face significant uncertainties due to various factors in obtaining or maintaining such approvals. If such approvals are not obtained in a timely manner or at all, there may be a material adverse effect on various development activities, including our operations, thereby adversely affecting our results of operations and financial condition. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, there can be no assurance that we will receive such renewal in time or at all.

- 37. *The Logo used by our Company is currently not registered under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.***

Presently, our Company is using logo “ ALPHALOGIC<sup>®</sup>” which is registered trademark of our promoter Alphalogic Techsys Limited and our company has obtained NOC to use the same logo. Further, our company has made an application being numbers 5918786 and 5918788 on 2<sup>nd</sup> May, 2023 for the registration of the same under the Trade Marks Act, 1999 under relevant category to which our company belongs. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application made for registration of our trademark will be allowed. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted. For more information about the licenses and registrations obtained and pending applications, see the section titled “*Government Approvals*” beginning on Page 185 of this Prospectus.

- 38. *Brand recognition is important to the success of our business, and our inability to build and maintain our brand names will harm our business, financial condition and results of operation.***

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on product and services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand names will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

- 39. *An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.***

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the products we manufacture. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency

declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

**40. *Our inability to effectively manage project execution and milestone schedules may lead to project delays which may adversely affect our business and the result of operations.***

Our business is dependent on our ability to effectively manage the execution of our projects. An inability to effectively manage our operations, including ineffective or inefficient project management procedures could increase our costs and expenses, resulting in project delays and thereby materially and adversely affect our profitability. Further, our purchase order / contracts typically provide specified milestones to be achieved within a specific timeframe, and we may be liable to our clients for any failure to meet such project milestones within the stipulated schedule in accordance with the terms of the relevant purchase order / contract. The effectiveness of our project management processes and our ability to execute projects in a timely manner may be affected by various factors, including:

- delays in receipt of work schedules and designing inputs, approvals and decisions required from the client;
- delays in delivery of raw materials, components, or equipment;
- changes to project plans and process requirements;
- delays due to interface issues;
- delays due to environmental considerations;
- onsite accidents and accidents during delivery, and installation of our products;
- unavailability of skilled and unskilled labour;
- local strikes, work stoppages and curfews by political parties;
- adverse weather conditions, and
- adverse changes to the relevant legal, regulatory, or tax regimes.

Such factors would have an adverse effect on our results of operations and financial condition.

**41. *We may not be able to secure new contracts and/or customers.***

A substantial part of our business is order-based and non-recurring. We, therefore, have to continuously and consistently secure new customers and orders. While executing our orders, we need to ensure that our products are the best value-for-money products that is available in the market. For making our products to have the best value-for-money product, while ensuring that we make sufficient margins from the sale of our products, we have to ensure that our designs, the functioning of our teams and the after sales services are most efficient when compared with those of our competitors. For instance, during the execution of our orders, our design and manufacturing team designs the product before its production, and on the basis of such design, the requirement of raw material is determined. With greater access to technology, we expect our design and engineering team to design a product with the least possible raw materials without compromising on the safety and stability of the product. Any increase in the raw material value of our products would increase the amount of steel to be used in such order, consequently increasing the cost of such order. There is no assurance that our competitors will not be able of increase the designing efficiency of the product by using the latest, state of the art technology.

There is no assurance that we will be able to provide our products to the customers in the most efficient manner resulting in securing new customers and projects. Executing profits with lower margins also affects our profitability. As such, our profitability and financial performance will depend on our ability to secure new projects that are profitable on a regular basis. If we are unable to do so for any reason, our profitability and financial performance will be materially and adversely affected.

**42. *An inability to manage our growth could disrupt our business and reduce our profitability.***

We have experienced continuous growth in the preceding years. We expect our business to grow as a result of our plans to expand further. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial, and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

- (i) maintaining high levels of client satisfaction;
- (ii) recruiting, training, and retaining sufficient skilled management, technical and marketing personnel;
- (iii) adhering to health, safety and environment and quality and process execution standards that meet client expectations;
- (iv) preserving a uniform culture, values, and work environment in operations; and
- (v) developing and improving our internal administrative infrastructure, particularly our financial, operational,



communications and other internal systems.

Our ability to implement our business plans depend on, inter alia, global economic conditions, our capital resources, our R&D capabilities for new products and technology solutions, our ability to commercially realise the R&D results, our ability to obtain any necessary government or regulatory approval or licenses, and the availability of management, financial and other resources.

The success of our business will depend greatly on our ability to implement our business and strategies effectively. Even if 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 the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our financial, operating, and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, and profitability.

**43. *Our Directors and certain Key Management Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled “*Capital Structure*” on Page 56 of this Prospectus. There is no assurance that our Directors and/or our key management personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

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

The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends. Additionally, we may be restricted by the terms of our existing or future debt financing to make dividend payments only after a certain time period as will be agreed with the lenders.

**45. *Our management will have broad discretion in how we apply the Net Proceeds of the Issue and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in an increase in the value of your investment.***

We intend to use the Net Proceeds for the purposes described under the “*Objects of the Issue*” on page 67 of this Prospectus. The Objects of the Issue comprise (a) funding incremental working capital requirements of our Company, and (b) for general corporate purposes (the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds). Further, our Objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Issue would require a special resolution of the shareholders, and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue, in accordance with applicable law.

In case of an increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements. If actual utilization towards the Objects of the Issue is lower than the proposed deployment, such balance will be used for future growth opportunities, including funding other existing objects, if required. If the estimated utilization of the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

**46. *Our Company has no insurance coverage to protect us against certain operational risks or claims by our employees.***

Our Company does maintain any insurance coverage for any operational risks. Our company may be exposed to various risks which includes Fire, Earthquake, Burglary, Housebreaking, Theft, Terrorism damage, Cash in Safe, Cash in Transit etc. In case of an uninsured loss, we could incur liabilities, lose the capital invested in that property or lose the anticipated future income derived from that business or property while remaining obligated for any indebtedness or other financial obligations related to our business. Any such loss could result in an adverse effect to our financial condition. Furthermore, if we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that we will be able to cover the losses that may be incurred as a result of such interruption. If we suffer large uninsured losses, it may adversely affect our cash flows, business, results of operations, and financial condition.

**47. *The Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.***

Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by the applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

**48. *We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.***

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by working capital debt facilities and increases in interest rate (and consequent increase in the cost of servicing such debt) may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions from time to time, there can be no assurance that these agreements will protect us adequately against interest rate risks.

**49. *Our Company does not have any listed peer companies for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.***

Business models of some of the listed companies which undertake certain business, which may be considered similar to our business are not comparable to our business model based on (i) percentage of contribution made by their business activities to the total revenue of these listed companies; and (ii) nature and extent of activities in diverse sectors undertaken by these listed companies. Therefore, there are no listed companies that may be considered as the peer group of our Company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

For Details of our financial ratios, please refer chapter titled ***“Financial Information as Restated”*** beginning on Page 144 of this Prospectus.

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

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial conditions may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled ***“Financial Information as Restated”*** beginning on Page 144 of this Prospectus.

51. ***Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 248.50 lakhs which constitute 19.29% of the total Issue Proceeds.***

As on date we have not identified the use of such funds. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 248.50 lakhs which constitute 19.29% of the total Issue Proceeds. As on the date of this Prospectus, we have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details, please refer the chapter titled “*Objects of the Issue*” beginning on Page No. 67 of this Prospectus.

52. ***Our Board of Directors and management may change our operating policies and strategies without prior notice or shareholder approval.***

Our Board of Directors and management has the authority to modify certain of our operating policies and strategies without prior notice (except as required by law) and without shareholder approval. We cannot predict the effect that any changes to our current operating policies or strategies would have on our business, operating results and the price of our Equity Shares.

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

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

54. ***Our Company had earlier filed a Draft Prospectus dated May 23, 2023, for initial public issue aggregating upto ₹ 1,350.00 lakhs.***

Our company had earlier filed a draft prospectus dated May 23, 2023 with the SME Platform of BSE Limited. However, as per observations and suggestions received from BSE, we have again refiled updated draft prospectus dated June 12, 2023.

### **RISKS RELATING TO THE ISSUE AND THE EQUITY SHARES**

55. ***In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “*Objects of the Issue*” on page 67 of this Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

**56. *There is no guarantee that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the SME Platform of BSE Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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

We have no experience as a public listed company or with the increased scrutiny of its affairs by shareholders, regulators and the public at large that is associated with being a public listed company. As a public listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as a unlisted company. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange which require us to file unaudited financial results on a half-yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, our 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 and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. 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.

**58. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

**59. *After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.***

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the LM and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, 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 Issue.

**60. *The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

We have applied to BSE to use its name as the Stock Exchange in this offer document for listing our shares on the BSE-SME. 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 delay in listing the Equity Shares on the BSE-SME. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**61. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**62. *Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by us or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares and our Company's ability to raise capital through an issue of securities. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**63. *Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future.***

Our ability to pay dividends in the future will depend upon a variety of factors such as future earnings, financial condition, cash flows, working capital requirements, and restrictive covenants in our financing arrangements. Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all. Our ability to pay dividends could also be restricted under the existing or certain financing arrangements that we may enter into.

**64. *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 143 of this prospectus.



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

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

**66. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

**67. *Foreign investors may be restricted in their ability to purchase or sell Equity Shares.***

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing or reporting requirements and does not 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 Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

**68. *The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.***

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

70. *Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.*

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

### **EXTERNAL RISK FACTORS**

71. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.*

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by The World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, lock down of cities and closure of non-essential businesses. By the end of March, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility. The outbreak of COVID-19 in many countries, including India, the United Kingdom and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally. On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our clients, and those of our respective service providers. There is currently substantial medical uncertainty regarding COVID-19. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company. The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure; disruptions or restrictions on our employees' and suppliers' ability to work and travel; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

**72. A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.**

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to **"Key Industry Regulations and Policies"** on page 105 of this Prospectus for details of the laws currently applicable to us.

Our company operates a Factory where less than 20 workers are employed, hence our company is not required to obtain a Factory License as per Factories Act' 1948 [amended by Maharashtra Government under Factories (Maharashtra Amendment) Act, 2015] where the Act defines a "factory" to cover any premises which employs 20 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 40 workers are employed, and where a manufacturing process is carried on without the aid of power.

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

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

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

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

**74. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

**75. *Any downgrading of India's debt 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 domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

**76. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

**77. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

**78. *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, transfers 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.

**79. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.***

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

**80. *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 Mumbai terrorist attacks 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.



## SECTION IV: INTRODUCTION

### THE ISSUE

This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors held on May 12, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on May 15, 2023.

The following is the summary of the Issue:

PARTICULARS	DETAILS
<b>Present Issue <sup>(1)</sup></b>	Up to <b>13,41,600</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96/-</b> per Equity Share aggregating to <b>₹ 1,287.94</b> Lakhs.
<b>Out of which:</b>	
Market Maker Reservation Portion	<b>67,200</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96/-</b> per Equity Share aggregating to <b>₹ 64.51</b> Lakhs.
Alphalogic Techsys Reservation Portion <sup>(2)</sup>	Up to <b>1,33,200</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96</b> per Equity Share aggregating to <b>₹ 127.87</b> Lakhs.
Net Issue to the Public <sup>(3)</sup>	Up to <b>11,41,200</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96</b> per Equity Share aggregating to <b>₹ 1,095.55</b> Lakhs.
<b>Out of which:</b>	
Allocation to Retail Individual Investors for <b>up to Rs. 2.00 lakh</b>	Up to <b>5,71,200</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96/-</b> per Equity Share aggregating to <b>₹ 548.35</b> Lakhs.
Allocation to other investors for <b>above Rs. 2.00 lakh</b>	Up to <b>5,70,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of <b>₹96/-</b> per Equity Share aggregating to <b>₹ 547.20</b> Lakhs.
<b>Pre- and Post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	<b>37,53,000</b> Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue*	<b>50,94,600</b> Equity Shares having face value of ₹10/- each
<b>Objects of the Issue</b>	Please refer to the section titled <b>“Objects of the issue”</b> beginning on page no. 67 of this prospectus.
<b>Issue Opens on</b>	July 03, 2023
<b>Issue Closes on</b>	July 06, 2023

\*Assuming Full Allotment

<sup>(1)</sup> The present Issue is being made by our Company in terms of Regulation 229(1) of the 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

<sup>(2)</sup> The Shareholder Reservation Portion of Alphalogic Techsys Limited (other than Promoter and Promoter Group) shall not exceed 10% of the post-Issue paid-up Equity Share capital. Any unsubscribed portion remaining in the Shareholder Reservation Portion shall be added to the Net Issue. For further details, see **“Issue Structure”** beginning on page 207 of this Prospectus.

The Promoters and Promoter Group of Alphalogic Techsys Limited & Alphalogic Industries Limited will not participate in the IPO in any category.

Any unsubscribed portion in Alphalogic Techsys Reservation Portion shall be added to the net offer category;

In case of under-subscription in the net offer category, spill-over to the extent of under-subscription shall be permitted from Alphalogic Techsys Reservation Portion to the net public offer.

An applicant in Alphalogic Techsys Reservation Portion may make an application for any number of specified securities but not exceeding the reserved portion for that category.

*The shareholders who are holding shares of Alphalogic Techsys Limited, as per the beneficiary position downloaded from the depositories as on Friday immediately preceding the date of opening of the issue will be considered for allotment of shares under the Shareholders' Reserved category.*

<sup>(3)</sup> *This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:*

*(a) Minimum 50% to the Retail individual investors; and*

*(b) remaining to:*

- i. individual applicants other than retail individual investors; and*
- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.*

***Explanation:*** *For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

*For further details, kindly refer the chapter titled “Terms of the Issue” beginning on page 201 of this prospectus.*

**SUMMARY OF FINANCIAL INFORMATION**
**ANNEXURE - I  
STATEMENT OF STANDALONE ASSETS & LIABILITIES, AS RESTATED**

Particulars	Note No.	As on (Rs. In Lakhs)		
		31-03-2023	31-03-2022	31-03-2021
<b>I. ASSETS</b>				
<b>(1) Non-Current Assets</b>				
<b>a) Fixed Assets</b>				
(i) Property, Plant and Equipments		64.97	28.14	0.62
(ii) Intangible Assets	I.1	-	-	-
(iii) Capital Work-In-Progress		40.21	-	-
(iv) Intangible assets under development				
<b>Total Fixed Assets</b>		<b>105.18</b>	<b>28.14</b>	<b>0.62</b>
b) Non - current Investments	I.2	-	-	-
c) Long Term Loans and Advances	I.3	207.27	191.74	74.93
d) Other Non- current Assets	I.4	105.97	2.00	-
<b>Total Non Current Assets</b>		<b>313.24</b>	<b>193.74</b>	<b>74.93</b>
<b>(2) Current assets</b>				
a) Current investments	I.5	-	-	-
b) Inventories	I.6	215.15	59.94	-
c) Trade Receivables	I.7	239.17	80.80	1.20
d) Cash and Cash Equivalents balances	I.8	-	0.57	0.15
e) Short Term Loans and advances	I.9	-	-	-
f) Other Current Assets	I.10	44.99	10.75	-
<b>Total Current Assets</b>		<b>499.31</b>	<b>152.06</b>	<b>1.35</b>
<b>Total Assets</b>		<b>917.73</b>	<b>373.94</b>	<b>76.90</b>
<b>II. EQUITY &amp; LIABILITIES</b>				
<b>(1) Shareholders Fund</b>				
a) Share capital	I.11	31.28	19.61	10.00
b) Reserves and surplus	I.12	402.30	65.85	8.29
<b>Total Shareholders Fund</b>		<b>433.58</b>	<b>85.46</b>	<b>18.29</b>
<b>(2) Share application money pending allotment</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Non-Current Liabilities</b>				
a) Long-Term Borrowings	I.13	-	-	-
b) Deferred Tax Liability (Net)	I.14	1.33	0.58	0.05
c) Other Long Term Liabilities	I.15	-	-	-
d) Long Term provisions	I.16	-	-	-
<b>Total Non Current Liabilities</b>		<b>1.33</b>	<b>0.58</b>	<b>0.05</b>
<b>(4) Current Liabilities</b>				
a) Short Term Borrowings	I.17	370.83	168.24	55.75
b) Current Maturity of Long Term Borrowings	I.18	-	-	-
c) Trade Payables				
- total outstanding dues of MSME; and	I.19	-	-	-
- total outstanding dues of creditors other than MSME		27.89	96.16	0.45
d) Other Current Liabilities	I.20	62.30	18.27	1.20
e) Short Term Provisions	I.21	1.35	3.10	0.74
f) Current Tax Liabilities (Net)	I.22	20.45	2.13	0.43
<b>Total Current Liabilities</b>		<b>482.82</b>	<b>287.90</b>	<b>58.57</b>
<b>Total Equity &amp; Liability</b>		<b>917.73</b>	<b>373.94</b>	<b>76.90</b>

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 144 of this prospectus.

**ANNEXURE - II**  
**STATEMENT OF STANDALONE PROFIT & LOSS, AS RESTATED**

Particulars	Note No.	For the Year ended on (Rs. In lakhs)		
		31-03-2023	31-03-2022	31-03-2021
<b>Income</b>				
Revenue from Operations	II.1	1,801.85	784.33	322.33
Other Income	II.2	21.29	-	-
<b>Total Income</b>		<b>1,823.14</b>	<b>784.33</b>	<b>322.33</b>
<b>Expenditure</b>				
Cost of Material Consumed	II.3	1,280.77	672.60	297.60
Purchase of Stock-in-Trade	II.4	-	-	-
Change in Inventories	II.5	(36.01)	(1.26)	-
Employee Benefit Expenses	II.6	81.60	29.37	6.00
Other Expenses	II.7	156.33	10.22	1.39
<b>Total Expenses</b>		<b>1,482.69</b>	<b>710.93</b>	<b>304.99</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>340.45</b>	<b>73.40</b>	<b>17.34</b>
Depreciation & Amortisation Expenses	I.1	8.42	1.09	0.09
<b>Profit Before Interest and Tax</b>		<b>332.03</b>	<b>72.31</b>	<b>17.25</b>
Financial Charges	II.8	38.82	31.27	6.18
<b>Profit before Taxation</b>		<b>293.21</b>	<b>41.04</b>	<b>11.07</b>
Provision for Taxation	II.9	73.05	10.00	2.74
Provision for Deferred Tax		0.75	0.53	0.05
<b>Total</b>		<b>73.80</b>	<b>10.53</b>	<b>2.79</b>
<b>Profit/ Loss for the period from continuing operations</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Other Comprehensive Income</b>				
A(i) Items that will not be reclassified to profit/ loss		-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit/ loss		-	-	-
B(i) Items that will be reclassified to profit/ loss		-	-	-
(ii) Income Tax relating to items that will be reclassified to profit/ loss		-	-	-
<b>Profit After Tax but Before Extra ordinary Items</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
Extraordinary Items		-	-	-
<b>Profit Attributable to Minority Shareholders</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Profit after adjustments</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Earnings per equity share (for continuing operations)</b>				
Basic		<b>111.53</b>	<b>28.84</b>	<b>8.29</b>
Diluted		<b>111.53</b>	<b>28.84</b>	<b>8.29</b>

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 144 of this prospectus.

**ANNEXURE - III**  
**STATEMENT OF STANDALONE CASH FLOW, AS RESTATED**

Particulars	For the Year ended on (Rs. In lakhs)		
	31-03-2023	31-03-2022	31-03-2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax as per Profit & Loss A/c	293.21	41.04	11.07
Adjusted for :			
a. Depreciation	8.42	1.09	0.09
b. Interest Expenses & Finance Cost	38.82	31.27	6.18
c. Other Adjustments	-	-	-
d. Interest & Other Income	(21.29)	-	-
<b>Operating profit before working capital changes</b>	<b>319.16</b>	<b>73.40</b>	<b>17.34</b>
Adjusted for :			
a. Decrease / (Increase) in Inventories	(155.21)	(59.94)	-
b. Decrease / ( Increase ) in trade receivable	(158.37)	(79.60)	(1.20)
c. Decrease / ( Increase ) in Current Investments	-	-	-
d. ( Increase ) / Decrease in short term loans and advances	-	-	-
e. Increase / ( Decrease ) in Trade Payables	(68.27)	95.71	0.45
f. Increase / (Decrease) in short term provisions	(1.75)	2.36	0.74
g. Increase / ( Decrease ) in other current liabilities	44.03	17.07	1.19
h. ( Increase ) / Decrease in Other Current Assets	(34.24)	(10.75)	-
i. (Increase) / Decrease in Advance	2.00	-	-
<b>Cash generated from operations</b>	<b>(52.65)</b>	<b>38.26</b>	<b>18.52</b>
Net Income Tax (Paid)/Refund	(54.73)	(8.31)	(2.30)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>(107.38)</b>	<b>29.95</b>	<b>16.22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITES</b>			
a. (Purchase) Sale of Fixed Assets	(85.48)	(28.61)	(0.71)
b.( Purchase) / Sale of non-current investment	(105.97)	-	-
c. ( Increase ) / Decrease in Long term loans and advances	(15.53)	(118.81)	(74.93)
d. Increase / ( Decrease ) in Long Term Provisions	-	-	-
e. ( Increase ) / Decrease in Other Non Current Assets	-	-	-
f. (Increase) in Misc. Expenses	-	-	-
g. Interest & Other Income	21.29	-	-
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>(185.69)</b>	<b>(147.42)</b>	<b>(75.64)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest & Finance Cost	(38.82)	(31.27)	(6.18)
b. Proceeds from share issued including Premium	128.72	36.67	10.00
c. ( Repayments ) / proceeds of long term borrowings	-	-	-
d. ( Repayments ) / proceeds of short term borrowings	202.59	112.49	55.75
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>292.49</b>	<b>117.89</b>	<b>59.57</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>(0.57)</b>	<b>0.42</b>	<b>0.15</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>0.57</b>	<b>0.15</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>(0.00)</b>	<b>0.57</b>	<b>0.15</b>

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 144 of this prospectus.



## SECTION V: GENERAL INFORMATION

## GENERAL INFORMATION

Our Company was originally incorporated as Public Limited Company in the name of “*Alphalagic Trademart Limited*” on September 22, 2020 under the provision of the Companies Act, 2013 bearing Corporate Identification Number U51909PN2020PLC194296 issued by Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to “*Alphalagic Industries Limited*” vide a fresh Certificate of Incorporation dated January 28, 2022 bearing Corporate Identification Number U01100PN2020PLC194296 issued by Registrar of Companies – Pune. For further details of change in name and registered office of our company, please refer to section titled “*Our History and Certain Corporate Matters*” beginning on page no 114 of the Prospectus.

Brief of Company and Issue Information	
<b>Registered Office</b>	<p><b>Alphalagic Industries Limited</b> 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune – 411014, Maharashtra, India <b>Contact Person:</b> Aayushi Khandelwal <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:cs@alphalagicindustries.com">cs@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a></p>
<b>Corporate Office</b>	<p><b>Alphalagic Industries Limited</b> Office No. 207, 2<sup>nd</sup> Floor, Kohinoor B-Zone, Besides Vijay sales, Old Mumbai-Pune Highway, Pimpri Chinchwad, Pune – 411019 Maharashtra, India <b>Contact Person:</b> Montubhai Gandhi <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:mbgandhi@alphalagicindustries.com">mbgandhi@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a></p>
<b>Factory</b>	<p><b>Alphalagic Industries Limited</b> Plot No – 6, S. No. 164/1, Alankapuram Road, Opp. Yashobhumi Society, Wadmukhwadi, Pune – 412 105 Maharashtra, India <b>Contact Person:</b> Montubhai Gandhi <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:info@alphalagicindustries.com">info@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a></p>
<b>Date of Incorporation</b>	September 22, 2020
<b>Corporate Identification Number</b>	U01100PN2020PLC194296
<b>Company Category</b>	Company Limited by Shares
<b>Company Subcategory</b>	Indian Non-Government Company
<b>Address of Registrar of Companies</b>	Registrar Of Companies, PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, Maharashtra
<b>Designated Stock Exchange<sup>^</sup></b>	<b>BSE Limited,</b> SME Platform of BSE Limited (“ <b>BSE SME</b> ”) P.J. Towers, Dalal Street, Mumbai – 400 001
<b>Company Secretary and Compliance Officer</b>	<p><b>Ms. Aayushi Khandelwal</b> <b>Alphalagic Industries Limited</b> 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune – 411014, Maharashtra, India <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:cs@alphalagicindustries.com">cs@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a></p>

Brief of Company and Issue Information	
<b>Chief Executive Officer</b>	<b>Mr. Montubhai Gandhi</b> <b>Alphalagic Industries Limited</b> 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road Pune – 411014, Maharashtra, India <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:mbgandhi@alphalagicindustries.com">mbgandhi@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a>
<b>Chief Financial Officer</b>	<b>Ms. Krina Gandhi</b> <b>Alphalagic Industries Limited</b> 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road Pune – 411014, Maharashtra, India <b>Contact No:</b> +91 82977 40000 <b>Email ID:</b> <a href="mailto:krina.gandhi@alphalagicindustries.com">krina.gandhi@alphalagicindustries.com</a> <b>Website:</b> <a href="http://www.alphalagicindustries.com">www.alphalagicindustries.com</a>
<b>Peer Review / Statutory Auditor of the company</b>	<b>M/s. Patki &amp; Soman, Chartered Accountants</b> 101/102, Parmesh Plaza, 1213 Sadashiv Peth, Near Hatti Ganapati Pune – 411030, Maharashtra, India <b>Contact Person:</b> Shripad S. Kulkarni <b>Email Id:</b> patkiandsoman@gmail.com <b>Contact No.:</b> +91 20 24456748 <b>Designation:</b> Partner <b>Membership No.:</b> 121287 <b>Firm Registration No:</b> 107830W <b>Peer Review Certificate No:</b> 013918, Valid upto December 31, 2024

^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to SME Platform of BSE Limited only for listing of our equity shares.

### Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of the Director	DIN	Current Designation	Address
1	Vedant Goel	08290832	Managing Director	Ward 5, Mul Po Mul Tah Mul, Chandrapur, Maharashtra- 441224, India
2	Montubhai Gandhi	07352079	Executive Director & Chief Executive Officer	Flat No. B3/603, Hari Ganga Society, Alandi Road, Near RTO Office, Phule Nagar, Yerwada, Pune City, Pune, Maharashtra-411006, India
3	Krina Gandhi	09497322	Executive Director and Chief Financial Officer	Hari Ganga, Building No B3, Flat no 603, Survey No 128, Hissa No 1, Alandi Road RTO, Pune City, Pune, Maharashtra- 411006, India
4	Anshu Goel	08290775	Non-Executive Director	Near Corinthian Club, Off NIBM Road, 402 Greenwich, Nyati Grandeur, Undri, Pune City, Pune, Maharashtra- 411028, India
5	Rohan Kishor Wekhande	08197194	Independent Director	402-C, Viva Hallmark DSK Ranwara Lane, Opp. Suryadatta College, Patil Nagar, Bavdhan, Pune City, Pune, Maharashtra-411021, India
6	Amar Raykantiwar	09438320	Independent Director	Flat No. 10D, Wing Soba Optima, Sinhagad Road, Manik Baug, Indian Hume Pipes, Anandnagar, Pune, Maharashtra – 411051, India

For further details of the Board of Directors, please refer to the Section titled **“Our Management”** on page no. 120 of this prospectus.

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

LEAD MANAGER	REGISTRAR TO THE ISSUE
<b>FINSHORE MANAGEMENT SERVICES LIMITED</b> ‘Anandlok’, Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal <b>Telephone:</b> 033 – 2289 5101 / 4603 2561 <b>Email:</b> info@finshoregroup.com <b>Website:</b> www.finshoregroup.com <b>Investor Grievance Email:</b> <a href="mailto:investors@finshoregroup.com">investors@finshoregroup.com</a> <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>SEBI Registration No:</b> INM000012185 <b>CIN:</b> U74900WB2011PLC169377	<b>CAMEO CORPORATE SERVICES LIMITED</b> "Subramanian Building", #1, Club House Road, Chennai - 600 002, India <b>Telephone:</b> +91-44-40020700, 28460390 <b>Facsimile:</b> +91-44-28460129 <b>Email:</b> investor@cameoindia.com <b>Contact Person:</b> Ms. K. Sreepriya <b>Website:</b> www.cameoindia.com <b>SEBI Registration Number:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613
BANKER TO THE ISSUE AND SPONSOR BANK	LEGAL ADVISOR TO THE ISSUE
<b>ICICI Bank Limited</b> Capital Market Division, 163, 5 <sup>th</sup> Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400020 <b>Tel No.:</b> 022 - 68052182 <b>Email:</b> <a href="mailto:sagar.welekar@icicibank.com">sagar.welekar@icicibank.com</a> <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>Contact Person:</b> Mr. Sagar Welekar	<b>J MUKHERJEE &amp; ASSOCIATES</b> D-1, MMS Chambers, 1 <sup>st</sup> Floor, 4A Council House Street, Kolkata-700001, West Bengal, India <b>Telephone:</b> +91 9830640366 <b>Email ID:</b> <a href="mailto:jmukherjeeandassociates@gmail.com">jmukherjeeandassociates@gmail.com</a> <b>Contact Person:</b> Mr. Jayabrata Mukherjee

*Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.*

*All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.*

**Statement of Inter Se Allocation of Responsibilities**

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

**Self-Certified Syndicate Banks (“SCSBs”)**

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

**Issuer Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at [http://www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?expandable=3](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) as updated from time to time.

**Brokers to This Issue**

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

### Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

### Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### Credit Rating

This being an Issue of Equity Shares, credit rating is not required.

### Trustees

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

### Debenture Trustees

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

### IPO Grading

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

### Monitoring Agency

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of ₹ 1,287.94 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.

### Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

### Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Prospectus will be mailed at the e-mail address: [cfdil@sebi.gov.in](mailto:cfdil@sebi.gov.in)

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the **Registrar of Companies – Pune**.

### Issue Programme

Issue Opening Date	July 03, 2023
Issue Closing Date	July 06, 2023
Finalisation of Basis of Allotment with BSE SME	July 11, 2023
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	July 12, 2023
Credit of Equity Shares to demat accounts of the Allottees	July 13, 2023
Commencement of trading of the Equity Shares on BSE SME	July 14, 2023

### Expert Opinion

Our Company has not obtained any expert opinions except we have received consent from the Peer review Auditors of the Company to include their name as an expert in this prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this prospectus.

### Change in Auditors during the last three (3) years

There has been no change in the Auditor since incorporation of the Company.

### Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated June 05, 2023 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
<b>Finshore Management Services Limited</b> Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India <b>Tel No:</b> 033 – 2289 5101 / 4603 2561 <b>Website:</b> www.finshoregroup.com <b>Email:</b> info@finshoregroup.com <b>Investor Grievance Email:</b> <a href="mailto:investors@finshoregroup.com">investors@finshoregroup.com</a> <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>SEBI Registration No:</b> INM000012185	13,41,600 Equity Shares*	₹ 1,287.94 Lakhs	100.00%

\*Includes 67,200 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated June 05, 2023 in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter and Market Maker are sufficient to enable them to discharge their respective underwriting obligations in full.

### Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated June 05, 2023 with the following Market Maker to fulfil the obligations of Market Making for this Issue:

<b>Name</b>	Nikunj Stock Brokers Limited
<b>Address</b>	A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
<b>Contact Person</b>	Mr. Anupam Suman
<b>Telephone</b>	+91 11 49863108 / +91 9999492292
<b>E-mail</b>	<a href="mailto:complianceofficer@nikunjonline.com">complianceofficer@nikunjonline.com</a>
<b>Website</b>	<a href="http://www.nikunjonline.com">www.nikunjonline.com</a>
<b>SEBI Registration No</b>	INZ000169335
<b>CIN</b>	U74899DL1994PLC060413
<b>MM Registration No</b>	SMEMM0664523112017

M/s. Nikunj Stock Brokers Limited, registered with BSE Limited, 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 in SEBI (ICDR) Regulations as amended from time to time.



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 the BSE and SEBI in this matter from time to time.

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE Limited.*
- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*
  1. The Market Maker “Nikunj Stock Brokers Limited” shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
  2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
  3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.
  4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh 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.
  5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
  6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is 1,200 equity shares; however, the same may be changed by the BSE SME from time to time).
  7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
  8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the BSE Limited.
  9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
  10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Alphalogic Industries Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
  11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters’ holding of **Alphalogic Industries Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters’ holding of **Alphalogic Industries Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE Limited, in the manner specified by SEBI from time to time.

12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Alphalogic Industries Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** BSE SME 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.
15. **Punitive Action in case of default by Market Maker(s):** BSE SME Exchange 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 they are 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 Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

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 Manager 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 relevant laws and regulations applicable at that particular point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

18. 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.

19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
- 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 trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

## SECTION VI: CAPITAL STRUCTURE

## CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this prospectus, is set forth below:  
(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	<b>Authorized Share Capital</b>		
	51,00,000 Equity Shares of ₹10/- each	510.00	--
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer <sup>(1)</sup></b>		
	37,53,000 Equity Shares of ₹10/- each	375.30	--
C.	<b>Present issue in terms of the prospectus <sup>(2)</sup></b>		
	13,41,600 Equity Shares of ₹10/- each for cash at a price of ₹96/- per share aggregating to ₹1,287.94 lakhs	134.16	1,287.94
<b>Which Comprises of</b>			
D.	<b>Reservation for Market Maker portion</b>		
	67,200 Shares of ₹10/- each for cash at a price a ₹96/- per Equity Share aggregating to ₹ 64.51 lakhs	6.72	64.51
E.	<b>Reservation for Alphalogic Techsys Shareholders portion <sup>(3)</sup></b>		
	1,33,200 shares of ₹10/- each for cash at a price a ₹96/- per Equity Share aggregating to ₹ 127.87 lakhs	13.32	127.87
F.	<b>Net Issue to the Public</b>		
	11,41,200 Equity Shares of ₹10/- each for cash at a price a ₹96/- per Equity Share aggregating to ₹1,095.55 lakhs, <b>out of which:</b>	114.12	1,095.55
	5,71,200 Equity Shares of ₹10/- each for cash at a price a ₹96/- per Equity Share aggregating to ₹548.35 lakhs will be available for allocation for allotment to Retail Individual Investors of <b>up to ₹2.00 lakhs</b>	57.12	548.35
	5,70,000 Equity Shares of ₹10/- each for cash at a price a ₹96/- per Equity Share aggregating to ₹547.20 lakhs will be available for allocation for allotment to Other Investors of <b>above ₹2.00 lakhs</b>	57.00	547.20
G.	<b>Paid up Equity capital after the Issue</b>		
	50,94,600 Equity Shares of ₹10/- each	509.46	
	<b>Securities Premium Account</b>		
H.	Before the Issue	58.28	
	After the Issue	1,212.06	

<sup>(1)</sup> Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this prospectus.

<sup>(2)</sup> This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors dated **May 12, 2023** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting of the members held on **May 15, 2023**.

<sup>(3)</sup> The Shareholder Reservation Portion of Alphalogic Techsys Limited shall not exceed 10% of the post-Issue paid-up Equity Share capital. Any unsubscribed portion remaining in the Shareholder Reservation Portion shall be added to the Net Issue. For further details, see **“Issue Structure”** beginning on page 207 of this Prospectus.

The Promoters and Promoter Group of Alphalogic Techsys Limited & Alphalogic Industries Limited will not participate in the IPO in any category

Any unsubscribed portion in Alphalogic Techsys Reservation Portion shall be added to the net offer category;

In case of under-subscription in the net offer category, spill-over to the extent of under-subscription shall be permitted from Alphalogic Techsys Reservation Portion to the net public offer.

An applicant in Alphalogic Techsys Reservation Portion may make an application for any number of specified securities but not exceeding the reserved portion for that category.

The shareholders who are holding shares of Alphalogic Techsys Limited, as per the beneficiary position downloaded from the depositories as on Friday immediately preceding the date of opening of the issue will be considered for allotment of shares under the Shareholders' Reserved category.

#### Details of changes in Authorized Share Capital of our Company since incorporation:

Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorized Share Capital (₹)	Details of change
22-09-2020	On Incorporation	10,00,000	Incorporated with an Authorized Share Capital of ₹10,00,000 comprising of 1,00,000 Equity Shares of Face Value of ₹ 10/- each
20-01-2022	EOGM	20,00,000	Increase in Authorized Share Capital from ₹10,00,000 comprising of 1,00,000 Equity Shares of Face Value of ₹10/- each to ₹20,00,000 comprising of 2,00,000 Equity Shares of Face Value of ₹10/- each
21-03-2023	EOGM	5,10,00,000	Increase in Authorized Share Capital from ₹20,00,000 comprising of 2,00,000 Equity Shares of Face Value of ₹10/- each to ₹ 5,10,00,000 comprising of 51,00,000 Equity Shares of Face Value of ₹10/- each

#### Notes to Capital Structure

##### Share capital history of our Company

###### (a) Equity shares capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (in ₹)
22-09-2020 <sup>(1)</sup>	1,00,000	10.00	10.00	Cash	Subscription to MOA	1,00,000	10,00,000
10-03-2022 <sup>(2)</sup>	96,078	10.00	38.50	Cash	Rights Issue	1,96,078	19,60,780
30-03-2023 <sup>(3)</sup>	1,16,672	10.00	115.00	Cash	Rights Issue	3,12,750	31,27,500
18-05-2023 <sup>(4)</sup>	34,40,250	10.00	-	Nil	Bonus Issue	37,53,000	3,75,30,000

(1) Allotment of 1,00,000 Equity Shares on Initial subscription to the Memorandum of Association dated 22-09-2020:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Alphalogic Techsys Limited*	10.00	10.00	Subscription to MOA	1,00,000
<b>Total</b>					<b>1,00,000</b>

\*Abishek Ramesh Goel (15 shares), Neha Anshu Goel (15 shares), Subhash Tarachand Goel (15 shares), Vedant Goel (15 shares), Dhananjay Subhash Goel (15 shares) Sushiladevi Subhash Goel (15 shares) are holding on behalf of Alphalogic Techsys Limited

(2) Further 10-03-2022, Company has allotted 96,078 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Montubhai Gandhi	10.00	38.50	Rights Issue	80,000
2	Krina Gandhi	10.00	38.50	Rights Issue	16,078
<b>Total</b>					<b>96,078</b>

(3) Further 30-03-2023, Company has allotted 1,16,672 Equity Shares of Face Value Rs. 10/- each as per details given below:



Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Alphalogic Techsys Limited	10.00	115.00	Rights Issue	1,16,672
<b>Total</b>					<b>1,16,672</b>

(4) Further on 18-05-2023, Company has allotted 34,40,250 Equity Shares as Bonus Share in the ratio 11:1 i.e., Eleven Equity Shares for every One fully paid-up equity share held by existing shareholder of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Alphalogic Techsys Limited*	10.00	-	Bonus Issue	23,82,402
2	Montubhai Gandhi	10.00	-	Bonus Issue	8,80,000
3	Krina Gandhi	10.00	-	Bonus Issue	1,76,858
<b>Total</b>					<b>34,40,250</b>

\*Abishek Ramesh Goel (165 shares), Neha Anshu Goel (165 shares), Subhash Tarachand Goel (165 shares), Vedant Goel (165 shares), Dhananjay Subhash Goel (165 shares) Sushiladevi Subhash Goel (165 shares) are holding on behalf of Alphalogic Techsys Limited

As on the date of this prospectus, our Company does not have any preference share capital.

**(b) Equity shares issued for consideration other than cash:**

As on the date of this prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
18-05-2023	34,40,250	Nil	Nil	Bonus Issue	#	Capitalization of reserves

#For list of allottees, see note 4 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

**(c) Revaluation of our assets:**

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

**(d) If shares have been issued in terms of any scheme approved under section 230-234 of the Companies Act, 2013:**

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230-234 of the Companies Act, 2013.

**(e) If shares have been issued under one or more employee stock option schemes:**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this prospectus.

**(f) Issue of Equity Shares in the last one year below the Issue Price:**

Except as mentioned above, our company has not issued equity shares at a price lower than the issue price of ₹ 96/- each during the preceding one year from the date of this prospectus.

**(g) Shareholding Pattern of our Company:**

The table below presents the current shareholding pattern of our Company as on the date of this prospectus.

Category (I)	Category of shareholder (II)	Nos. Of Shares (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares (V)	No. of shares underlying (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) = (A)/(B) x 100	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of (VII)) (XI)	Number of Locked-in Shares (XII)		Number of equity shares held in dematerialized form (XIII)		
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)		No. (a)	As a % of total Shares held (Sb)
								Class: X	Class: Y								
A1	Promoter	1	25,98,984	-	-	25,98,984	69.25%	25,98,984	-	25,98,984	69.25%	-	-	-	-	25,98,984	
	Promoter Group (holding shares on behalf of Promoter)	6*	1,080	-	-	1,080	0.03%	1,080	-	1,080	0.03%	-	-	-	-	1,080	
A2	Promoter Group	2	11,52,936	-	-	11,52,936	30.72%	11,52,936	-	11,52,936	30.72%	-	-	-	-	11,52,936	
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		<b>9</b>	<b>37,53,000</b>	<b>-</b>	<b>-</b>	<b>37,53,000</b>	<b>100.00%</b>	<b>37,53,000</b>	<b>-</b>	<b>37,53,000</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37,53,000</b>

\* Promoter Group includes Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) who are holding shares on behalf of Alphalogic Techsys Limited aggregating to 1,080 shares.

As on date of this prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE Limited before commencement of trading of such Equity Share.

- (i) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Alphalogic Techsys Limited	26,00,064	69.28%
2	Montubhai Gandhi	9,60,000	25.58%
3	Krina Gandhi	1,92,936	5.14%
<b>Total</b>		<b>37,53,000</b>	<b>100.00%</b>

- (ii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Alphalogic Techsys Limited	26,00,064	69.28%
2	Montubhai Gandhi	9,60,000	25.58%
3	Krina Gandhi	1,92,936	5.14%
<b>Total</b>		<b>37,53,000</b>	<b>100.00%</b>

- (iii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Alphalogic Techsys Limited	1,00,000	51.00%
2	Montubhai Gandhi	80,000	40.80%
3	Krina Gandhi	16,078	8.20%
<b>Total</b>		<b>1,96,078</b>	<b>100.00%</b>

- (iv) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Alphalogic Techsys Limited	1,00,000	100.00%
<b>Total</b>		<b>1,00,000</b>	<b>100.00%</b>

- (h) *Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:*

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

(i) *The Details of Shareholding of Promoter of Our Company;*

**Capital Build-up of our Promoter in our Company:** The current promoter of our Company is Alphalogic Techsys Limited.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this prospectus, our Promoter hold 26,00,064 Equity Shares, which constitutes approximately 69.28% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 51.04% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoter</b>				
Alphalogic Techsys Limited	26,00,064	69.28%	26,00,064	51.04%
<b>Total Promoters Shareholding</b>	<b>26,00,064</b>	<b>69.28%</b>	<b>26,00,064</b>	<b>51.04%</b>

*\*Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) are holding on behalf of Alphalogic Techsys Limited*

All the Equity Shares allotted and held by our Promoter were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

*Set forth below is the build-up of the equity shareholding of our Promoter since the incorporation of our Company.*

i) *Alphalogic Techsys Limited*

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares*	Face Value (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
22-09-2020	1,00,000	10.00	10.00	Cash	Subscription to MoA	2.66%	1.96%	No
30-03-2023	1,16,672	10.00	115.00	Cash	Right Issue	3.11%	2.29%	No
18-05-2023	23,83,392	10.00	-	Nil	Bonus Issue	63.51%	46.78%	No
<b>Total</b>	<b>26,00,064</b>					<b>69.28%</b>	<b>51.04%</b>	

**Note:** *All the Equity Shares held by our Promoter were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this prospectus.*

(j) *As on date of this prospectus, our Company has 9 (Nine) shareholders out of which 6 shareholders are holding shares on behalf of Alphalogic Techsys Limited.*

- (k) **The aggregate shareholding of the Promoter and Promoter Group and of the directors of the promoter, where the promoter is a body corporate:**

The Aggregate shareholding of the Promoters & Promoter Group are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoters</b>				
Alphalogic Techsys Limited	26,00,064	69.28%	26,00,064	51.04%
<b>Total Promoters Shareholding (A)</b>	<b>26,00,064</b>	<b>69.28%</b>	<b>26,00,064</b>	<b>51.04%</b>
<b>Promoter Group</b>				
Montubhai Gandhi	9,60,000	25.58%	9,60,000	18.84%
Krina Gandhi	1,92,936	5.14%	1,92,936	3.79%
<b>Total Promoters Group Shareholding (B)</b>	<b>11,52,936</b>	<b>30.72%</b>	<b>11,52,936</b>	<b>22.63%</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>37,53,000</b>	<b>100.00%</b>	<b>37,53,000</b>	<b>73.67%</b>

\*Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) are holding on behalf of Alphalogic Techsys Limited

- (l) **The aggregate number of specified securities purchased or sold by the promoter group and/or by the directors of the company and their relatives in the preceding six months:**

Name of Shareholder	Promoter/ Promoter Group/ Director	Date of Transaction	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold/ Transferred	Nature of Transaction
Montubhai Gandhi	Promoter Group and Executive Director	18-05-2023	8,80,000	-	Bonus Issue
Krina Gandhi	Promoter Group and Executive Director	18-05-2023	1,76,858	-	Bonus Issue
Alphalogic Techsys Limited	Promoter	30-03-2023	1,16,672	-	Rights Issue
		18-05-2023	23,83,392*	-	Bonus Issue

\*Abishek Ramesh Goel (165 shares), Neha Anshu Goel (165 shares), Subhash Tarachand Goel (165 shares), Vedant Goel (165 shares), Dhananjay Subhash Goel (165 shares) Sushiladevi Subhash Goel (165 shares) are holding on behalf of Alphalogic Techsys Limited

- (m) **There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.**

- (n) **Promoter's Contribution:**

**(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years**

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this prospectus, our Promoter hold 26,00,064 Equity Shares constituting 51.04% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, out of which 10,18,920 equity shares being 20.00% of the post Issue equity share capital of our Company are eligible for the Promoter's Contribution margin.



An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the 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.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this prospectus until the completion of the lock-in period specified above.

***The details of lock-in of shares for 3 (three) years are as under:***

Date of Allotment / Acquisition	Date when made fully paid up	Nature of Allotment / Transfer	No. of Equity Shares	Face Value	Issue Price/ Transfer price	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital	Lock in Period
<b>Alphalogic Techsys Limited</b>								
18-05-2023	18-05-2023	Bonus Issue	10,18,920	10/-	-	27.15%	20.00%	3 Years
<b>Total</b>			<b>10,18,920</b>			<b>27.15%</b>	<b>20.00%</b>	

*10,18,920 Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.*

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 2013 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

**(ii) Details of Equity Shares Locked-in for one (1) year**

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238(b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

**The details of lock-in of shares for 1 (one) year are as under:**

<i>Name of Shareholders</i>	<i>Category</i>	<i>No of Shares Held</i>	<i>Lock-in for 3 Years</i>	<i>Lock-in for 1 Year</i>
Alphalogic Techsys Limited*	Promoter	26,00,064	10,18,920	15,81,144
Montubhai Gandhi	Promoter Group	9,60,000	-	9,60,000
Krina Gandhi	Promoter Group	1,92,936	-	1,92,936
<b>Total</b>		<b>37,53,000</b>	<b>10,18,920</b>	<b>27,34,080</b>

\*Abishek Ramesh Goel (180 shares), Neha Anshu Goel (180 shares), Subhash Tarachand Goel (180 shares), Vedant Goel (180 shares), Dhananjay Subhash Goel (180 shares) Sushiladevi Subhash Goel (180 shares) are holding on behalf of Alphalogic Techsys Limited

**(iii) Other requirements in respect of lock-in**

➤ **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.

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer 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;

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

**(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this prospectus:**

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this prospectus except as mentioned in this chapter and prospectus.

- (o) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (p) The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (q) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this prospectus.
- (r) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the prospectus.
- (s) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this prospectus.

**Other miscellaneous disclosures:**

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this prospectus.
3. Except as disclosed in the chapter titled **“Our Management”** on page no. 120 of this prospectus, none of our directors or Key Managerial Personnel or Senior Management holds any Equity Shares in our Company.
4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.
6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this prospectus.
12. Our Company has not revalued its assets since incorporation.

13. 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 Net 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 three (3) years lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.
20. This issue is being made through Fixed Price method.
21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:
  - (a) Minimum 50% to the Retail individual investors; and
  - (b) remaining to:
    - i. individual applicants other than retail individual investors; and
    - ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion is either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

**Explanation:** For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.
22. *None of the members of our Promoters and Promoter Group of Alphalogic Techsys Limited and Alphalogic Industries Limited will participate in the Issue.*

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECT OF THE ISSUE

The Issue includes a fresh Issue of **13,41,600** Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of **₹96/-** per Equity Share aggregating to **₹ 1,287.94** Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

**The Objects of the Issue are:**

- A. To meet Working Capital Requirements
- B. To meet the Issue Expenses
- C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, visibility of our brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

### Requirement of Funds

The following table summarizes the requirement of funds:

(₹ in Lakhs)

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working Capital Requirements	995.40	77.29%	995.40
B	Issue Related Expenses	44.04	3.42%	44.04
C	General Corporate Expenses	248.50	19.29%	248.50
	<b>Total IPO Proceeds</b>	<b>1,287.94</b>	<b>100.00%</b>	<b>1,287.94</b>
E	Less: Issue Related Expenses	44.04	3.42%	44.04
	<b>Net Issue Proceeds</b>	<b>1,243.90</b>	<b>96.58%</b>	<b>1,243.90</b>

The issue proceeds are estimated to be utilized in the FY 2023-24 itself.

### Details breakup of the Use of the Proceeds

**A. Working Capital Requirement and basis of estimation:**

Our Company is engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc. We have our own manufacturing facility to customized storage systems.

Our revenue from operations has been increased from Rs. 322.33 Lakhs in FY 2020-21 to Rs. 1801.85 Lakhs in FY 2022-23. Our business is working capital intensive and Our company funds a majority of our working capital requirement through internal accruals and short term borrowings. In FY 2022-23, our working capital requirement on restated basis was ₹ 387.32 Lakhs from existing business. As per our management estimation, our Working Capital Requirement for FY 2023-24 and FY 2024-25 is expected to be ₹ 1,320.59 lakhs and ₹ 1,667.29 lakhs respectively based on our current and future orders that may be received, for funding future growth requirements of our Company and for other strategic, business and corporate purposes. The major capital will be invested in the procuring of the products we deal in, maintaining stocks and Sundry Debtors as the money gets blocked in them resulting in additional working capital requirements.



### Basis of estimation of Working Capital Requirements

Details of Company's working capital for the Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the source of funding, on the basis of Restated Financial Information of our Company as set out in the table below:

₹ in lakhs

Particulars	31-03-2021	31-03-2022	31-03-2023	31-03-2024	31-03-2025
	Audited			Estimated	
Cash & Bank Balance	0.15	0.57	-	53.09	77.29
Sundry Debtors	1.20	80.80	239.17	416.67	500.00
Inventory	-	59.94	215.15	520.83	625.00
Short Term Loans and Advances	-	-	-	300.00	400.00
Other Current Assets	-	10.75	44.99	150.00	200.00
<b>Total Current Assets</b>	<b>1.35</b>	<b>152.06</b>	<b>499.31</b>	<b>1,440.59</b>	<b>1,802.29</b>
Sundry Creditors	0.45	96.16	27.89	30.00	35.00
Other Current Liabilities	2.37	23.50	84.10	90.00	100.00
<b>Total Current Liabilities</b>	<b>2.82</b>	<b>119.66</b>	<b>111.99</b>	<b>120.00</b>	<b>135.00</b>
<b>Working Capital Gap</b>	<b>(1.47)</b>	<b>32.40</b>	<b>387.32</b>	<b>1,320.59</b>	<b>1,667.29</b>
<b>Source of Working Capital</b>					
Proceeds from Right Issue	-	-	-	995.40	-
Short Term Borrowings	-	-	370.83	-	-
Internal Accrual	-	32.40	16.49	325.19	1,667.29
<b>Total</b>	<b>-</b>	<b>32.40</b>	<b>387.32</b>	<b>1,320.59</b>	<b>1,667.29</b>

### Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

Particulars	31-03-2021	31-03-2022	31-03-2023	31-03-2024	31-03-2025
Sundry Debtors Holding period (Months)	0.04	1.24	1.59	2.00	2.00
Inventory Holding Period (Months)	-	0.92	1.43	2.50	2.50
Sundry Creditor Holding Period (Months)	0.02	1.72	0.26	0.21	0.20

### Justification for Holding Period:

Particulars	Details
Sundry Debtors Holding period	<p>In Fiscal 2021, 2022 and 2023 our average Debtor holding period was 0.04 months, 1.24 month and 1.59 month respectively.</p> <p>Our Products are modular and customizable to suit the requirements of customers. Installation is part of the project we undertake for almost every order which may take from 1 week to 8 weeks resulting in delay of payment from our customers.</p> <p>Going forward, we are estimating to maintain the Debtor holding period at levels of 2.00 months from Fiscal 2024 onwards as per customer demand, prevailing market condition and estimated top-line growth in future.</p>
Inventory Holding Period	<p>In Fiscal 2021, 2022 and 2023 our average Inventory holding period was Nil, 0.92 month and 1.43 month respectively.</p> <p>Our storage systems are modular and we carry inventory of the components of the storage systems that we manufacture, which is expected to rise to aid in faster delivery of projects leading to lower costs, better margin and customer satisfaction.</p>

Particulars	Details
	By carrying inventory of our components, we will be able to acquire and service more customers which will have a positive impact on our top-line and bottom-line.  Going forward, we are estimating to maintain the Inventory holding period at levels of 2.50 months from Fiscal 2024 onwards as per customer demand, prevailing market condition and estimated top-line growth in future.
Sundry Creditor Holding Period	In Fiscal 2021, 2022 and 2023 our average Creditor holding period was 0.02 month, 1.72 months and 0.26 month respectively. However, going forward we are estimating to maintain the Creditor holding period at levels of 0.21 months from Fiscal 2024 onwards to avail better pricing and reducing the cost of purchase.

### B. General Corporate Purpose:

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ 248.50 Lakhs, which is 19.29% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- (i) Strategic initiatives, partnerships, joint ventures and acquisitions;
- (ii) Brand building and strengthening of promotional & marketing activities;
- (iii) Meeting exigencies and contingencies which our company in the ordinary course of business may not foresee; and
- (iv) Any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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

### C. Issue Related Expense:

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. In Lakhs)	% of Total Issue Expenses	% of the Total Issue Size
Lead Manager Fees, Underwriting commission, including other intermediaries Fees, and other Expenses	19.75	44.85%	1.53%
Regulators Including Stock Exchanges	6.80	15.44%	0.53%
Advertising, Selling and Marketing Expenses	16.50	37.47%	1.28%
Printing and distribution of issue stationery	0.99	2.25%	0.08%
<b>Total</b>	<b>44.04</b>	<b>100.00%</b>	<b>3.42%</b>

As on the date of Prospectus, our Company has incurred ₹ 1.00 Lakhs towards Issue expenses out of internal accruals duly verified and certified by M/s. Patki & Soman, Chartered Accountants vide their Certificate dated June 22, 2023 having UDIN 23121287BGUTPO8930 and the same will be recouped out of Issue Expenses.

#### Note:

- **ASBA Bankers:** The SCSBs will be entitled to selling commission of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.

*The SCSBs would be entitled to processing fees of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.*

- **SYNDICATE ASBA:** *Other intermediaries (syndicate/sub-syndicate/registered broker/CRTAs/CDPs or for using 3-in-1 type account i.e. linked online trading, demat and bank account provided by some of the registered brokers) will be entitled to selling commission of ₹10/- (plus GST) per valid application form for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.*
- **Issuer banks for UPI Mechanism** *as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) per valid application form made by the Retail Individual Bidders using the UPI mechanism for processing. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable laws.*
- *The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.*
- *Any expenses incurred towards IPO related expenses will be reimbursed/recouped out of the gross proceeds of the Issue.*
- *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 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.*
- *Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs/LM, 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.*

#### **Means of Finance:**

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

#### **Appraisal by Appraising Fund:**

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based

on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### **Shortfall of Funds**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

### **Bridge Financing Facilities**

As on the date of this prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

### **Monitoring Utilization of Funds**

As the Issue size is less than Rs. 10,000 Lakh, 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 its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or Senior Management or companies promoted by the Promoters, except as may be required in the usual course of business and for the objects as stated above.

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

### **Other Confirmations**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel or Senior Management, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel or Senior Management, except in the normal course of business and in compliance with the applicable laws.

## BASIS FOR ISSUE PRICE

The Issue Price of ₹96/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹96/- which is 9.60 times of the face value. Investors should also refer “*Our Business*”, “*Risk Factors*” and “*Financial Statements as Restated*” beginning on page no. 91, 21 and 144 respectively, of this prospectus, to have an informed view before making an investment decision.

### QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, “*Our Business*”, beginning on page no. 91 of this prospectus.

### QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company’s restated financial statements for the financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled “*Financial Statements as Restated*” beginning on page no 144 of this prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

##### Earnings Per Share as per the Company’s Restated Financial Information

Particulars	Basic & Diluted EPS (Rs.)		Weight
	With Retrospective Effect #	As per Restated	
Year ended March 31, 2021	0.69	8.29	1
Year ended March 31, 2022	1.30	28.84	2
Year ended March 31, 2023	5.85	111.54	3
<b>Weighted Average*</b>	<b>3.47</b>	<b>66.77</b>	

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 33 (AS-33) ‘Earnings per Share’ issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

# On May 18, 2023, Company has allotted 34,40,250 Equity Shares as Bonus Share in the ratio of 11:1 i.e. Eleven Equity Shares for every One fully paid-up equity share. The EPS has been shown separately giving retrospective effect of Bonus allotment. (For further details, please refer chapter “*Capital Structure*” and “*Financial statement as Restated*” beginning from page no. 56 and 144 respectively of this prospectus.)



2. **Price to Earning (P/E) Ratio in relation to the Issue Price of ₹96/- per equity share of face value of Rs. 10/- each**

Particulars	P/E Ratio	
	With Retrospective Effect	As per Restated
P/E ratio based on the Basic & Diluted EPS as on March 31, 2023	16.41	0.86
P/E ratio based on the Weighted Average EPS	27.67	1.44

3. **Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information**

Particulars	RONW in %	Weight
Year ended March 31, 2021	45.34	1
Year ended March 31, 2022	35.69	2
Year ended March 31, 2023	50.60	3
<b>Weighted Average</b>	<b>44.75</b>	

**Weighted average:** Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e.  $[(Return\ on\ Net\ Worth\ \times\ Weight)\ for\ each\ year] / [Total\ of\ weights]$

**Note:** Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. **Net Assets Value:**

Particulars	With Retrospective Effect	As per Restated
Net Asset Value per Equity Share as of March 31, 2023	11.55	138.64
<b>Net Asset Value per Equity Share after the Issue</b>	<b>33.79</b>	
<b>Issue Price per equity share</b>	<b>96.00</b>	

**Note:** Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period.

5. **Comparison with other listed companies/Industry peers:**

We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹96/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the "Risk Factors" beginning on page no 21 of this prospectus and Financials of the company as set out in the "Financial Statements as Restated" beginning on page no 144 of this prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 9.60 times of the face value i.e. ₹96/- per share.

**STATEMENT OF POSSIBLE TAX BENEFITS**

To,  
The Board of Directors  
Alphalogic Industries Ltd.  
(Formerly Known as Alphalogic Trademart Ltd.)  
405, Pride Icon, Kharadi Bypass Road,  
Kharadi , Pune - 411014

Dear Sirs,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Alphalogic Industries Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by Alphalogic Industries Limited ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing 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 issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

**The contents of this annexure 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 and the provisions of the tax laws.**

**No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.**

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**Signed in terms of our separate report of even date.**

**For Patki and Soman**

**Chartered Accountants**

**Firm Reg. No:107830W**

**Sd/-**

**Shripad S. Kulkarni**

**Partner**

**Membership No:121287**

**Date: 18-05-2023**

**Place: Pune**

**UDIN: 23121287BGUTLH7254**

### **Annexure to the statement of possible Tax Benefits**

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

#### **1. Special Tax Benefits available to the Company under the Act:**

The Company is not entitled to any Special tax benefits under the Act.

#### **2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

#### **Notes:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

**Signed in terms of our separate report of even date.**

**For Patki and Soman**  
**Chartered Accountants**  
**Firm Reg. No:107830W**

Sd/-

**Shripad S. Kulkarni**  
**Partner**  
**Membership No:121287**  
**Date: 18-05-2023**  
**Place: Pune**  
**UDIN: 23121287BGUTLH7254**

**SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY****INDUSTRY OVERVIEW**

*Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

**INDIAN ECONOMY****INTRODUCTION**

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.



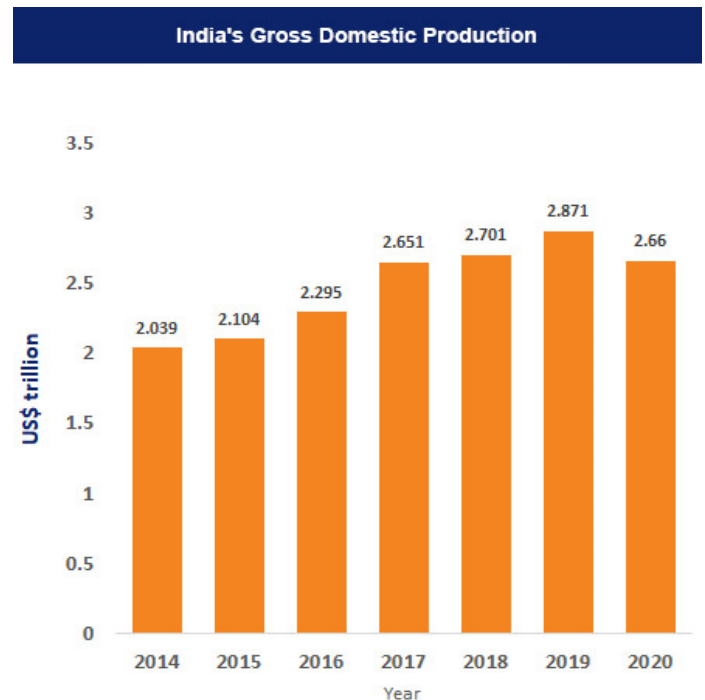
## MARKET SIZE

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown.

According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.



## RECENT DEVELOPMENTS

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

- As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.
- Merchandise exports in September 2022 stood at US\$ 32.62 billion.
- PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022
- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US\$ 17.92 billion).
- Between April 2000-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million.
- In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.
- In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 58,762 crore (US\$ 7.13 billion).
- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

## GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve

their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
- India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
- In June 2022:
  - Prime Minister Mr. Narendra Modi, laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the groundbreaking ceremony of the UP Investors Summit in Lucknow.
  - The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio-fertilization on 30 June, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).

- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## ROAD AHEAD

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

## UNION BUDGET 2023-24

### INTRODUCTION

Union Budget 2023–24 builds on the vision set out in the previous budgets and provides a blueprint for steering the economy towards a sustained high-growth trajectory. The Union Minister of Finance and Corporate Affairs Ms. Nirmala Sitharaman presented the Union Budget 2023-24 in Parliament on 1st February 2023.

#### Key Highlights of the Budget:

- Per capita income has more than doubled to ₹1.97 lakh in around nine years.
- Indian economy has increased in size from being 10th to 5th largest in the world in the past nine years.
- EPFO membership has more than doubled to 27 crores.
- 7,400 crore digital payments of Rs.126 lakh crores (US\$ 1538 billion) have taken place through UPI in 2022.
- 11.7 crore household toilets constructed under Swachh Bharat Mission.
- 9.6 crore LPG connections provided under Ujjwala.
- 220 crore covid vaccination of 102 crore persons.
- 47.8 crore PM Jan Dhan bank accounts.
- Insurance cover for 44.6 crore persons under PM Suraksha Bima and PM Jeevan Jyoti Yojana.
- Cash transfer of Rs. 2.2 lakh crores (US\$ 26.86 billion) to over 11.4 crore farmers under PM Kisan Samman Nidhi.
- Targeted Fiscal Deficit to be below 4.5% by 2025-26.
- The maximum deposit limit for Senior Citizen Savings Scheme is to be enhanced from Rs 15 lakh to Rs 30 lakh.
- ‘Effective Capital Expenditure’ of Centre to be Rs. 13.7 lakh crore (US\$ 167.26 billion).
- More than 39,000 compliances reduced and more than 3,400 legal provisions decriminalized to enhance the Ease Of Doing Business.
- Jan Vishwas Bill to amend 42 Central Acts has been introduced to further trust-based governance.
- PAN will be used as the common identifier for all digital systems of specified government agencies to bring in Ease of Doing Business.

### INCLUSIVE DEVELOPMENT

- Seven priorities of the budget, called ‘Saptarishi’, are inclusive development, reaching the last mile, infrastructure and investment, unleashing the potential, green growth, youth power, and the financial sector.
- Atmanirbhar Clean Plant Program: This program shall be launched with an outlay of ₹2,200 crores (US\$ 2.6 billion) to boost the availability of disease-free, quality planting material for high-value horticultural crops.
- Centre to recruit 38,800 teachers and support staff for the 740 Eklavya Model Residential Schools, serving 3.5 lakh tribal students over the next three years.
- PM Awas Yojana: The outlay for PM Awas Yojana is being enhanced by 66% to over Rs. 79,000 crores.
- Capital outlay of Rs. 2.40 lakh crore (US\$ 29.30 billion) has been provided for the Railways, which is the highest ever outlay and about nine times the outlay made in 2013-14.
- Urban Infrastructure Development Fund (UIDF): UIDF will be established through the use of priority sector lending shortfall and shall be managed by the National Housing Bank and will be used by public agencies to create urban infrastructure in Tier 2 and Tier 3 cities.
- Entity DigiLocker: Entity DigiLocker is to be set up for use by MSMEs, large businesses, and charitable trusts to store and share documents online securely.
- Revamped credit guarantee scheme for MSMEs to take effect from 1st April 2023 through the infusion of Rs 9,000 crore (US\$ 10.9 billion) in the corpus. This scheme would enable additional collateral-free guaranteed credit of Rs 2 lakh crore (US\$ 24.41 billion) and also reduce the cost of the credit by about 1%.
- 100 labs to be set up for 5G services-based application development to realize a new range of opportunities, business models, and employment potential.



**GOBARdhan (Galvanizing Organic Bio-Agro Resources Dhan) scheme:**

- 500 new 'waste to wealth' plants shall be established under the scheme for promoting a circular economy at a total investment of Rs 10,000 crore.
- 5% compressed biogas mandate is to be introduced for all organizations marketing natural and biogas.
- Centre to facilitate one crore farmers to adopt natural farming over the next three years. For this, 10,000 Bio-Input Resource Centres are to be set up, creating a national-level distributed micro-fertilizer and pesticide manufacturing network.

**Pradhan Mantri Kaushal Vikas Yojana 4.0:**

- This scheme aims to skill lakhs of youth within the next three years covering new-age courses for Industry 4.0 like coding, AI, robotics, mechatronics, IoT, 3D printing, drones, and soft skills.
- 30 Skill India International Centres to be set up across different States to skill the youth for international opportunities.

**Central Processing Centre:**

- Central Processing Centre to be set up to ensure faster response to companies through centralized handling of various forms filed with field offices under the Companies Act.

**Agriculture**

- Agriculture Accelerator Fund to be set up to encourage agri-startups by young entrepreneurs in the rural area.
- To make India a global hub for 'Shree Anna', the Indian Institute of Millet Research, Hyderabad will be supported as the Centre of Excellence for sharing best practices, research, and technologies at the international level.
- ₹20 lakh crore (US\$ 24.41 billion) agricultural credit targeted at animal husbandry, dairy, and fisheries.
- A new sub-scheme of PM Matsya Sampada Yojana with a targeted investment of Rs. 6,000 crores (US\$ 7.3 billion) to be launched to further enable activities of fishermen, fish vendors, and micro & small enterprises, improve value chain efficiencies, and expand the market.
- Massive decentralised storage capacity to be set up to help farmers store their produce and realize remunerative prices through sale at appropriate times.
- Computerisation of 63,000 Primary Agricultural Credit Societies (PACS) with an investment of Rs. 2,516 crores (US\$ 3 billion) initiated.

**Health:**

- 157 new nursing colleges to be established in co-location with the existing 157 medical colleges established since 2014.
- Sickle Cell Anaemia elimination mission to be launched.
- Joint public and Private Medical research to be encouraged via select ICMR labs for encouraging collaborative research and innovation.
- New Programme to promote research in Pharmaceuticals to be launched.
- Aspirational Blocks Programme covering 500 blocks launched for saturation of essential government services across multiple domains such as health, nutrition, education, agriculture, water resources, financial inclusion, skill development, and basic infrastructure.
- Rs. 15,000 crores (US\$ 18.31 billion) for implementation of the Pradhan Mantri PVTG Development Mission over the next three years under the Development Action Plan for the Scheduled Tribes.
- Investment of Rs. 75,000 crores (US\$ 91.56 billion), including Rs. 15,000 crores (US\$ 18.31 billion) from private sources, for one hundred critical transport infrastructure projects, for last and first-mile connectivity for ports, coal, steel, fertilizer, and food grains sectors.
- New Infrastructure Finance Secretariat was established in order to enhance opportunities for private investment in infrastructure.

**Education:**

- District Institutes of Education and Training to be developed as vibrant institutes of excellence for Teachers' Training.
- A National Digital Library for Children and Adolescents to be set up for facilitating the availability of quality books across geographies, languages, genres and levels, and device-agnostic accessibility
- Rs. 5,300 crores (US\$ 6.4 billion) to be given as central assistance to the Upper Bhadra Project to provide sustainable micro irrigation and filling up of surface tanks for drinking water.
- 'Bharat Shared Repository of Inscriptions' to be set up in a digital epigraphy museum, with the digitization of one lakh ancient inscriptions in the first stage.
- Continuation of a 50-year interest-free loan to state governments for one more year to spur investment in infrastructure and to incentivize them for complementary policy actions.
- Encouragement to states and cities to undertake urban planning reforms and actions to transform our cities into 'sustainable cities of tomorrow'.
- Transition from manhole to the machine-hole mode by enabling all cities and towns to undertake 100% mechanical desludging of septic tanks and sewers.
- iGOT Karmayogi, an integrated online training platform, has been launched to provide continuous learning opportunities for lakhs of government employees to upgrade their skills and facilitate a people-centric approach.
- Three centres of excellence for Artificial Intelligence to be set up in top educational institutions to realise the vision of "Make AI in India and Make AI work for India".
- National Data Governance Policy to be brought out to unleash innovation and research by start-ups and academia.
- One-stop solution for the purpose of reconciliation and updating the identity and address of individuals to be established using DigiLocker service and Aadhaar as foundational identity.
- 95% of the forfeited amount relating to bid or performance security, shall be returned to MSMEs by the government and government undertakings in cases wherein the MSMEs failed to execute contracts during the Covid period.
- Result Based Financing to allocate scarce resources in order to compete for development needs.
- Phase 3 of the E-Courts project is to be launched with an outlay of Rs. 7,000 crores (US\$ 8.5 billion) for the efficient administration of justice.
- R & D grant for Lab Grown Diamonds (LGD) sector to act as an encouraging factor for the indigenous production of LGD seeds and machines and to further reduce import dependency.

**Energy Sector:**

- Annual production of 5 MMT under the Green Hydrogen Mission to be targeted by 2030 to facilitate the transition of the economy to low carbon intensity and to reduce dependence on fossil fuel imports.
- Rs.35,000 crores (US\$ 42.7 billion) outlay for energy security, energy transition, and net zero objectives.
- Battery energy storage systems to be promoted to steer the economy on the sustainable development path.
- Rs. 20,700 crores (US\$ 37.4 billion) outlay provided for renewable energy grid integration and evacuation from Ladakh.
- PM-PRANAM: 'PM Programme for Restoration, Awareness, Nourishment and Amelioration of Mother Earth' (PM-PRANAM) to be launched to incentivize States and Union Territories to promote alternative fertilizers and balanced use of chemical fertilizers.
- MISHTI: 'Mangrove Initiative for Shoreline Habitats & Tangible Incomes', (MISHTI), to be taken up for mangrove plantation along the coastline and on salt pan lands, through convergence between MGNREGS, CAMPA Fund, and other sources.
- Green Credit Program: Green Credit Programme is to be notified under the Environment (Protection) Act in order to incentivize and mobilize additional resources for environmentally sustainable and responsive actions.
- Amrit Dharohar scheme to be implemented over the next three years in order to encourage the optimal usage of wetlands, enhance biodiversity, carbon stock, eco-tourism opportunities, and help in income generation for local communities.
- A unified Skill India Digital Platform to be launched in order to enable demand-based formal skilling, linking with employers including MSMEs, and facilitating access to entrepreneurship schemes.
- Direct Benefit Transfer under a pan-India National Apprenticeship Promotion Scheme to be rolled out with the objective of providing stipend support to 47 lakh youth in three years.
- Tourism: At least 50 tourist destinations are to be selected through challenge mode and to be further developed as a complete package for domestic and foreign tourists.
- Dekho Apna Desh: Sector-specific skilling and entrepreneurship development to be dovetailed to achieve the objectives of the 'Dekho Apna Desh' initiative.
- Vibrant Villages Programme: Tourism infrastructure and amenities to be facilitated in border villages under the purview of the Vibrant Villages Programme.

- Unity Mall: States are to be encouraged to set up a Unity Mall for the promotion and sale of their own and also all other states' ODOPs (One District, One Product), GI products, and handicrafts.
- National Financial Information Registry: National Financial Information Registry to be set up which shall serve as the central repository of financial and ancillary information in order to facilitate the efficient flow of credit, promote financial inclusion, and foster financial stability. A new legislative framework is to be designed in consultation with RBI to govern this credit public infrastructure.
- Financial sector regulators to carry out a comprehensive review of existing regulations in consultation with public and regulated entities. Time limits to decide the applications under various regulations would also be laid down.

Following measures to be taken in order to enhance business activities in GIFT IFSC:

- Delegating powers under the SEZ Act to IFSCA to avoid dual regulation.
- Setting up a single window IT system for registration and approval from IFSCA, SEZ authorities, GSTN, RBI, SEBI, and IRDAI.
- Permitting acquisition financing by IFSC Banking Units of a foreign bank.
- Establishing a subsidiary of EXIM Bank for trade refinancing.
- Amending IFSCA Act for statutory provisions for arbitration, ancillary services, and avoiding dual regulation under SEZ Act.
- Recognizing offshore derivative instruments as valid contracts.
- Amendments proposed to the Banking Regulation Act, the Banking Companies Act, and the Reserve of India Act to improve bank governance and enhance investors' protection.
- Countries looking for digital continuity solutions would be facilitated for setting up their Data Embassies in GIFT IFSC.
- SEBI to be empowered to develop, regulate, maintain, and enforce norms and standards for education in the National Institute of Securities Markets and to recognize the award of degrees, diplomas and certificates.
- Integrated IT portal to be established to enable investors to easily reclaim the unclaimed shares and unpaid dividends from the Investor Education and Protection Fund Authority.
- Mahila Samman Savings Certificate: To commemorate Azadi Ka Amrit Mahotsav, a one-time new small savings scheme, Mahila Samman Savings Certificate is to be launched. It will offer a deposit facility of up to Rs 2 lakh (US\$ 2,441.85) in the name of women or girls for a tenure of 2 years (up to March 2025) at a fixed interest rate of 7.5% with a partial withdrawal option.
- The maximum deposit limit for Monthly Income Account Scheme is to be enhanced from Rs 4.5 lakh to Rs 9 lakh for a single account and from Rs 9 lakh to Rs 15 lakh for a joint account.
- The entire fifty-year interest-free loan to states to be spent on capital expenditure within 2023-24. Part of the loan is conditional on States increasing actual Capital expenditure and parts of the outlay shall be linked to States undertaking specific loans.
- Fiscal Deficit of 3.5% of GSDP allowed for States of which 0.5% is tied to Power sector reforms.

## ESTIMATES

### Revised Estimates 2022-23:

- The total receipts other than borrowings is Rs 24.3 lakh crores (US\$ 29.66 billion), of which the net tax receipts are Rs 20.9 lakh crores (US\$ 25.51 billion).
- The total expenditure is Rs 41.9 lakh crores (US\$ 51.15 billion), of which the capital expenditure is about Rs 7.3 lakh crores (US\$ 8.9 billion).
- The fiscal deficit is 6.4% of GDP, adhering to the Budget Estimate.

### Budget Estimates 2023-24:

- The total receipts other than borrowings are estimated at Rs 27.2 lakh crores (US\$ 33.20 billion) and the total expenditure is estimated at Rs 45 lakh crores (US\$ 54.94 billion).
- The net tax receipts are estimated at Rs 23.3 lakh crores (US\$ 28.44 billion).
- The fiscal deficit is estimated to be 5.9% of GDP.
- To finance the fiscal deficit in 2023-24, the net market borrowings from dated securities are estimated at Rs 11.8 lakh crores (US\$ 14.4 billion).
- The gross market borrowings are estimated at Rs 15.4 lakh crores (US\$ 18.8 billion).

## DIRECT TAXES

- Direct Tax proposals aim to maintain the continuity and stability of taxation, further simplify and rationalise various provisions to reduce the compliance burden, promote the entrepreneurial spirit, and provide tax relief to citizens.
- Constant endeavour of the Income Tax Department to improve taxpayers' services by making compliance easy and smooth.
- To further improve taxpayer services, a proposal to roll out a next-generation Common IT Return Form for taxpayer convenience, along with plans to strengthen the grievance redressal mechanism.
- Rebate limit of Personal Income Tax to be increased to Rs. 7 lakhs from the current Rs. 5 lakhs in the new tax regime. Thus, persons in the new tax regime, with income up to Rs. 7 lakhs do not pay any tax.
- Tax structure in the new personal income tax regime, introduced in 2020 with six income slabs, to change by reducing the number of slabs to five and increasing the tax exemption limit to Rs. 3 lakhs. Change to provide major relief to all taxpayers in the new regime.
- Proposal to extend the benefit of a standard deduction of Rs. 50,000 to salaried individuals, and deduction from family pensions up to Rs. 15,000, in the new tax regime.
- Highest surcharge rate to reduce from 37% to 25% in the new tax regime. This will further result in a reduction of the maximum personal income tax rate to 39%.
- The limit for tax exemption on leave encashment on the retirement of non-government salaried employees to increase to Rs. 25 lakhs.
- The new income tax regime is to be made the default tax regime. However, citizens will continue to have the option to avail the benefit of the old tax regime.
- Enhanced limits for micro-enterprises and certain professionals for availing the benefit of presumptive taxation proposed. Increased limit to apply only in case the amount or aggregate of the amounts received during the year, in cash, does not exceed 5% of the total gross receipts/turnover.
- Deduction for expenditure incurred on payments made to MSMEs to be allowed only when payment is actually made in order to support MSMEs in timely receipt of payments.
- New co-operatives that commence manufacturing activities till 31.3.2024 to get the benefit of a lower tax rate of 15%, as presently available to new manufacturing companies.
- Opportunity provided to sugar co-operatives to claim payments made to sugarcane farmers for the period prior to the assessment year 2016-17 as an expenditure. This is expected to provide them relief of almost Rs. 10,000 crores (US\$ 12.2 billion).
- Provision of a higher limit of Rs. 2 lakhs per member for cash deposits to and loans in cash by Primary Agricultural Co-operative Societies (PACS) and Primary Co-operative Agriculture and Rural Development Banks (PCARDBs).
- A higher limit of Rs. 3 crores for TDS on cash withdrawal to be provided to co-operative societies.
- Date of incorporation for income tax benefits to start-ups to be extended from 31.03.23 to 31.3.24.
- Proposal to provide the benefit of carrying forward losses on change of shareholding of start-ups from seven years of incorporation to 10 years.
- Deduction from capital gains on investment in residential houses under sections 54 and 54F to be capped at Rs. 10 crores for better targeting of tax concessions and exemptions.
- Proposal to limit income tax exemption from proceeds of insurance policies with very high value, where the aggregate of premium for life insurance policies (other than ULIP) issued on or after 1st April 2023 is above Rs. 5 lakhs, income from only those policies with aggregate premium up to Rs. 5 lakhs shall be exempted.
- Income of authorities, boards, and commissions set up by statutes of the Union or State for the purpose of housing, development of cities, towns and villages, and regulating, or regulating and developing an activity or matter, proposed to be exempted from income tax.
- Minimum threshold of Rs. 10,000/- for TDS to be removed and taxability relating to online gaming to be clarified. Proposal to provide for TDS and taxability on net winnings at the time of withdrawal or at the end of the financial year.
- Conversion of gold into the electronic gold receipt and vice versa is not to be treated as a capital gain.
- TDS rate to be reduced from 30% to 20% on the taxable portion of EPF withdrawal in non-PAN cases.
- Income from Market Linked Debentures to be taxed.
- Deployment of about 100 Joint Commissioners for disposal of small appeals in order to reduce the pendency of appeals at the Commissioner level.
- Increased selectivity in taking up appeal cases for scrutiny of returns already received this year.
- Period of tax benefits to funds relocating to IFSC, GIFT City extended till 31.03.2025.
- Certain acts of omission of liquidators under section 276A of the Income Tax Act are to be decriminalized with effect from 1st April 2023.
- Carry forward losses on strategic disinvestment including that of IDBI Bank to be allowed.
- Agniveer Fund to be provided EEE (exempt-exempt-exempt) status. The payment received from the Agniveer Corpus Fund by the Agniveers enrolled in Agnipath Scheme, 2022 proposed to be exempt from taxes. Deduction

in the computation of total income is proposed to be allowed to the Agniveer on the contribution made by him or the Central Government to his Seva Nidhi account.

## INDIRECT TAXES

- Number of basic customs duty rates on goods, other than textiles and agriculture, is reduced to 13 from 21.
- Minor changes in the basic customs duties, cesses, and surcharges on some items including toys, bicycles, automobiles, and naphtha.
- Excise duty exempted on GST-paid compressed biogas contained in blended compressed natural gas.
- Customs Duty on specified capital goods/machinery for the manufacture of the lithium-ion cell for use in the battery of electrically operated vehicles (EVs) extended to 31.03.2024.
- Customs duty exempted on vehicles, specified automobile parts/components, sub-systems, and tyres when imported by notified testing agencies, for the purpose of testing and/ or certification, subject to conditions.
- Customs duty on the camera lens and its inputs/parts for use in the manufacture of the camera modules of cellular mobile phones was reduced to zero and concessional duty on lithium-ion cells for batteries was extended for another year.
- Basic customs duty reduced on parts of open cells of TV panels to 2.5%.
- Basic customs duty on electric kitchen chimneys increased to 15% from 7.5%.
- Basic customs duty on heat coil for the manufacture of electric kitchen chimneys reduced to 15% from 20%.
- Denatured ethyl alcohol used in the chemical industry is exempted from basic customs duty.
- Basic customs duty reduced on acid grade fluorspar (containing by weight more than 97% of calcium fluoride) to 2.5% from 5%.
- Basic customs duty on crude glycerin for use in the manufacture of epichlorohydrin reduced to 2.5% from 7.5%.
- Duty reduced on key inputs for domestic manufacture of shrimp feed.
- Basic customs duty reduced on seeds used in the manufacture of lab-grown diamonds.
- Duties on articles made from dore and bars of gold and platinum increased.
- Import duty on silver dore, bars, and articles increased.
- Basic Customs Duty exemption on raw materials for the manufacture of CRGO Steel, ferrous scrap, and nickel cathode continued.
- Concessional BCD of 2.5% on copper scrap is continued.
- Basic customs duty rate on compounded rubber increased to 25% from 10% or 30 per kg whichever is lower.
- National Calamity Contingent Duty (NCCD) on specified cigarettes revised upwards by about 16%.
- Legislative Changes in Customs Laws:
  - Customs Act, 1962 to be amended to specify a time limit of nine months from the date of filing an application for passing the final order by the Settlement Commission.
  - Customs Tariff Act to be amended to clarify the intent and scope of provisions relating to Anti-Dumping Duty (ADD), Countervailing Duty (CVD), and Safeguard Measures.
- CGST Act to be amended:
  - To raise the minimum threshold of tax amount for launching prosecution under GST from 1 crore to 2 crores.
  - To reduce the compounding amount from the present range of 50 to 150% of the tax amount to the range of 25 to 100%.
  - Decriminalise certain offences.
  - To restrict the filing of returns/statements to a maximum period of three years from the due date of filing of the relevant return/statement.
  - To enable unregistered suppliers and composition taxpayers to make the intra-state supply of goods through E-Commerce Operators (ECOs).



## INDUSTRIAL STEEL INDUSTRY OVERVIEW

### INTRODUCTION

One of the primary forces behind industrialization has been the use of metals. Steel has traditionally occupied a top spot among metals. Steel production and consumption are frequently seen as measures of a country's economic development because it is both a raw material and an intermediary product. Therefore, it would not be an exaggeration to argue that the steel sector has always been at the forefront of industrial progress and that it is the foundation of any economy. The Indian steel industry is classified into three categories - major producers, main producers and secondary producers.

As of December 2022, India was the world's second-largest producer of crude steel. In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. In April-November 2022, the production of crude steel and finished steel stood at 81.96 MT and 78.09 MT respectively. The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

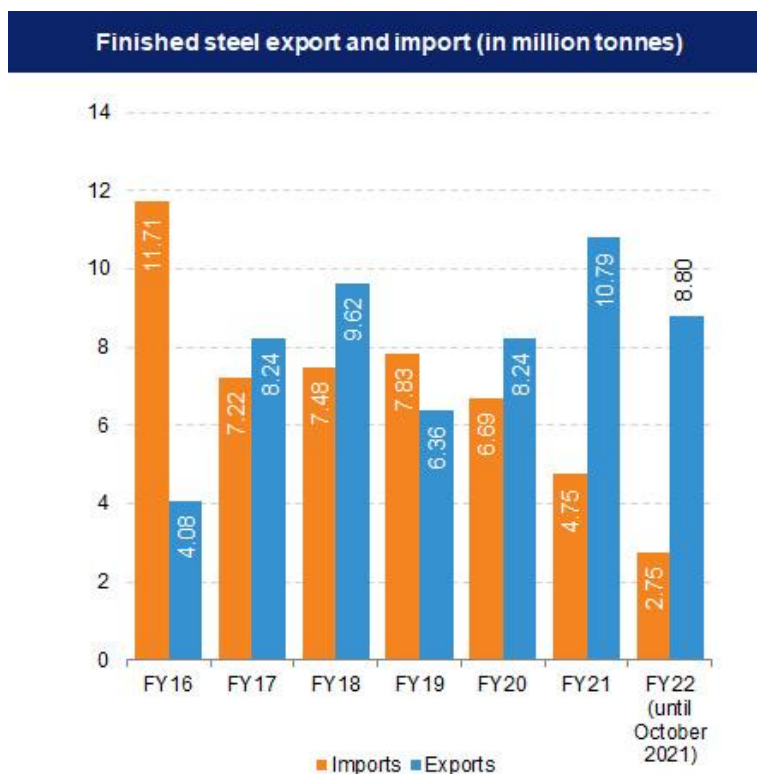
### MARKET SIZE

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. Between April-December 2022, India's finished steel consumption stood at 75.34 MT. In April-July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT respectively.

In FY23 (until January 2023), the exports of finished steel stood at 5.33 MT, while the imports stood at 5 MT. In FY22, exports and imports of finished steel stood at 13.49 MT and 4.67 MT, respectively. In FY22, India's export rose by 25.1% YoY, compared with 2021. In FY21, India exported 9.49 MT of finished steel. In December 2022 exports of finished steel stood at 4.42 lakh tonnes.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–2031. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–2031. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.





## INVESTMENTS

The steel industry and its associated mining and metallurgy sectors have seen major investments and developments in the recent past.

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), between April 2000-December 2022, Indian metallurgical industries attracted FDI inflows of US\$ 17.22 billion.

In FY22, demand for steel was expected to increase by 17% to 110 million tonnes, driven by rising construction activities. Some of the major investments in the Indian steel industry are as follows:

- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.
- In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.
- In May 2022, Tata Steel announced a CAPEX of Rs. 12,000 crore (US\$ 1.50 billion).
- In October 2021, Tata Steel was planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- In October 2021, JSW Steel invested Rs. 150 billion (US\$ 19.9 million) to build a steel plant in Jammu and Kashmir and boost manufacturing in the region.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion) over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.
- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.
- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.
- In August 2021, Jindal Steel & Power Ltd. announced plans to invest US\$ 2.4 billion to increase capacity over the next six years to meet the rising demand from customers.
- In the next three years from June 2021, JSW Steel is planning to invest Rs. 47,457 crore (US\$ 6.36 billion) to increase Vijayanagar's steel plant capacity by 5 MTPA and establish a mining infrastructure in Odisha.

## GOVERNMENT INITIATIVES

Some of the other recent Government initiatives in this sector are as follows:

- In October 2021, the government announced guidelines for the approved specialty steel production-linked incentive (PLI) scheme.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).
- In July 2021, the Union Cabinet approved the production-linked incentive (PLI) scheme for specialty steel. The scheme is expected to attract investment worth ~Rs. 400 billion (US\$ 5.37 billion) and expand specialty steel capacity by 25 million tonnes (MT), to 42 MT in FY27, from 18 MT in FY21.
- In June 2021, Minister of Steel & Petroleum & Natural Gas, Mr. Dharmendra Pradhan addressed the webinar on 'Making Eastern India a manufacturing hub with respect to metallurgical industries', organised by the Indian Institute of Metals. In 2020, 'Mission Purvodaya' was launched to accelerate the development of the eastern states of India (Odisha, Jharkhand, Chhattisgarh, West Bengal and the northern part of Andhra Pradesh) through the establishment of an integrated steel hub in Kolkata, West Bengal. Eastern India has the potential to add >75% of the country's incremental steel capacity. It is expected that of the 300 MT capacity by 2030-31, >200 MT can come from this region alone.
- In June 2021, JSW Steel, CSIR-National Chemical Lab (NCL), Scottish Development International (SDI) and India H2 Alliance (IH2A) joined forces to commercialise hydrogen in the steel and cement sectors.
- Under the Union Budget 2023-24, the government allocated Rs. 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.
- In addition, an investment of Rs. 75,000 crore (US\$ 9.15 billion) (including Rs. 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.

- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India–Japan Steel Dialogue.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs. 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

## ROAD AHEAD

The steel industry has emerged as a major focus area given the dependence of a diverse range of sectors on its output as India works to become a manufacturing powerhouse through policy initiatives like Make in India. With the industry accounting for about 2% of the nation's GDP, India ranks as the world's second-largest producer of steel and is poised to overtake China as the world's second-largest consumer of steel. Both the industry and the nation's export manufacturing capacity have the potential to help India regain its favourable steel trade balance.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31. As per Indian Steel Association (ISA), steel demand will grow by 7.2% in 2019-20 and 2020-21.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

## OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the section titled “Risk Factors”, beginning on page 21 of this Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statements” and “Management Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 21, 144 and 174 respectively of this Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Alphalogic Industries Limited”. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Prospectus.*

### OVERVIEW

Alphalogic Industries Limited was incorporated in the year 2020. Our Company is engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

Our state-of-the-art manufacturing facility located at Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra delivers an array of customized storage systems that are safe, easy to use, save space, and attractive.

We are an ISO 9001:2015, 14001:2015, 45001:2018 and BIFMA certified storage solution manufacturing company. Our commitment to innovation, excellence, quality, and customer service has ensured consistent growth for us and our clients. Our compact products with simple designs facilitate transport and assembling at the site. They are easy to operate and maintain, and beautifully become a part of clients workspace, enhancing its ambiance.

We have designed and delivered storage solutions for the automobile industry, e-commerce companies, food industry, logistics companies, engineering companies, pharmaceutical organizations, educational institutes, IT companies, etc. In Fiscal Year 2023, our company has served over 150 clients in different industries.

We understand the industry needs and study the usage-specific requirements to suggest designs that fulfil the storage requirements of clients in the best possible manner. Some of the storage systems that are in great demand are Pallet Racking System, Shelving Systems, Mezzanine & Cantilever Racking, Mobile Compactor, Metal Pallets, Storage and Display racks. Our manufacturing process includes both through In-house manufacturing and outsourcing model. Through our outsourcing model, we mainly process the following activities i.e. Perforation, Powder Coating, Installation etc.

Our company Alphalogic Industries Limited is a subsidiary of M/s. Alphalogic Techsys Limited, which was listed on Start-up Segment of SME Platform of BSE Limited as one of the first company to list on BSE Start-up platform and later migrated to Mainboard Platform on December 16, 2021. M/s. Alphalogic Techsys Limited (the holding company) is engaged in the business of providing Information Technology (IT) and related services.

#### *Business Places of our Company:*

<b>Registered Office</b>	405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra, India
<b>Corporate Office</b>	Office No. 207, B Zone, Opp City One Mall, Old Mumbai Pune Hwy, Pimpri Chinchwad, Pune – 411019, Maharashtra, India
<b>Factory</b>	Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra, India

***Vision:***

To be a globally recognised leader of innovative, high-quality industrial storage and racking systems that help our customers to improve their efficiency, productivity, sustainability, and create a positive impact on society.

***Mission:***

At Alphalogic Industries Limited, our mission is to lead the industry as a globally recognized provider of innovative and high-quality industrial storage and racking systems. We are dedicated to helping our customers improve their efficiency, productivity, and sustainability while creating a positive impact on society. Through continuous innovation, meticulous craftsmanship, and exceptional customer service, we strive to develop and deliver cutting-edge storage solutions that exceed our customers' expectations. We are committed to understanding and addressing the unique challenges faced by businesses across various sectors, and to providing them with tailored solutions that optimize their storage capabilities, streamline operations, and contribute to a more sustainable future. Our mission is to be a trusted partner, supporting our customers' growth and success by providing reliable, durable, and environmentally responsible storage solutions that drive operational excellence.

We will achieve this by:

- Continuously innovating to develop new and innovative products that meet the needs of our customers.
- Using the latest manufacturing technologies to produce high-quality products that are built to last.
- Providing excellent customer service to ensure that our customers are satisfied with their purchase.
- Partnering with our customers to develop solutions that meet their specific needs.
- Investing in social and environmental initiatives to create a positive impact on the world.

We are committed to providing our customers with the best possible products and services. We believe that by doing so, we can help them to achieve their goals and objectives, while also creating a positive impact on businesses and society.

***Values:***

*Innovation:* Alphalogic Industries Limited is committed to continuous innovation in order to provide its customers with the best possible products and services.

*Quality:* Alphalogic Industries Limited is committed to providing high-quality products and services that meet the needs of its customers.

*Customer service:* Alphalogic Industries Limited is committed to providing excellent customer service that exceeds the expectations of its customers.

*Sustainability:* Alphalogic Industries Limited is committed to operating in a sustainable manner that minimizes its environmental impact.

*Society:* Alphalogic Industries Limited is committed to giving back to the community and making a positive impact on the world.

These values are reflected in the way that Alphalogic Industries Limited operates its business. By upholding these values, Alphalogic Industries Limited is able to provide its customers with the best possible products and services, while also creating a positive impact on businesses and society.

**Our Products:**

**Industrial Range of Products**

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**Heavy Duty Storage Racks:**

- Heavy Duty/Long Span Racks are designed to store non palletize goods of large size which can be loaded or unloaded manually without mechanical equipment.
- Compartment height can be adjusted whenever required. Long span shelving system finds application in Auto, Apparel & Engineering Sectors.
- Designed for heavyweight capacity ranging 1000 kg – 3000 kgs UDL.
- Easy to install and dismantle, if required, for shifting etc.
- This is totally customized system, available in various colour choice, along with finish in powder coating.

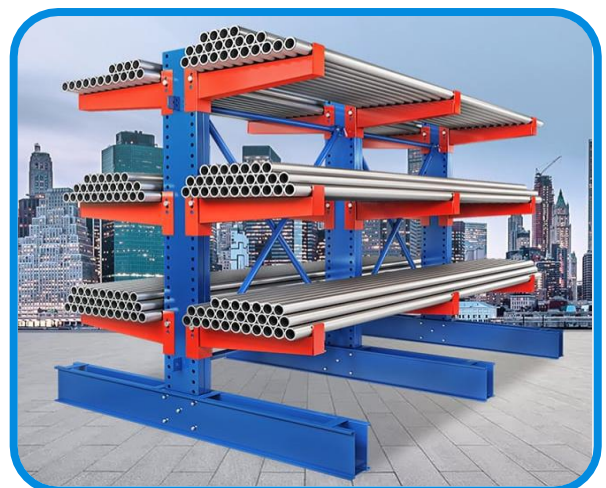


Types of Heavy-Duty Storage Racks:

- Pallet Racking system
- Standard Adjustable pallet racking
- Double Deep Pallet Racking
- Drive in Pallet Racking (LIFO)
- Drive through Pallet Racking (FIFO)

**Cantilever Racks**

- Cantilever Racks are designed to store pipes, round bars, angles, channels etc. These are popularly used in manufacturing plants and warehouse.
- Available in both roll formed and structural steel designs, these cantilever rack systems are made for light-duty to heavy-duty applications. This multilevel storage system is designed and engineered to offer superior strength, stability and safety. All components are treated with a durable paint for a scratch-resistance finish and a matchless professional style.
- Wide ranging load capacities for standard or earthquake resistant applications.
- Fully customizable.





## Prospectus

### Compactor Storage System

- Compactor Storage is designed and engineered to optimized and save floor space.
- Products are durable and come with features such as Centralized locking system, powder coating, perfect dimension, anti-dust solution etc.
- Maximize storage capacity.
- Helps to store files & documents systematically.
- Protects Files & documents from pests.
- Applications: Banks, Hospital, Factories, Defence, Office, Railways, Automobile Industries, Jewellers, Public & Private Sectors.



### Lockers

- Personal lockers are widely used in industries and institutes to keep the personal belongings of their staffs. These are available in various sizes. It can also be customized as per requirement of the client.
- Available in 6 Door, 9 Door, 12 Door, 15 Door, 18 Door, 24 Door, 48 Door models or as per requirement. These lockers can be utilized in commercial spaces, schools, clubs, etc.
- The materials used are long-lasting and rugged and the locks are tested and guaranteed for their safety.
- Cell Phone or Gadget Lockers are also available in 30 door and 60 door model which can store 6 cell phones in one locker and widely used in Sport Clubs, Educational Institutions, Religious Places etc.



### Mezzanine Floors

- Mezzanine Floor is designed to utilize existing overhead space to gain valuable space for storage of goods or working area at a lower cost. These are popularly used in warehouses and manufacturing plants.
- Improve business output & performance by utilising all available space & organising it to suit specific needs.
- Custom built; bespoke & flexible design tailored to make the absolute most of space.
- Relocatable, Portable along with excellent Fire protection and lighting options.
- Available in slotted angle mezzanine and column based mezzanine.





**Metal Pallets and Crates**

- Our Metal Pallets are suited for warehouses, industries, etc. Metal pallets comfortably store materials either on a single level or even multiple levels.
- The metal pallets racks allow for saving of space and organizing storage spaces. The different Pallet Racking Systems available are: ○ Single level Pallets; ○ Pallet racks; ○ Warehouse storage racks; ○ Industrial Pallet Racks
- Pallet Racks can be made for the height ranging from 2 Meters to 10 meters.
- Customizable to suit requirements



**Institutional Range of Products**

We manufacture all types of library storage and display racks in a variety of sizes and finishes. The racks can be customized to meet requirements of storage and that too without compromising on the aesthetics of the space.



Library Stacks



Book Case



Book Trolley



Periodical Display Rack

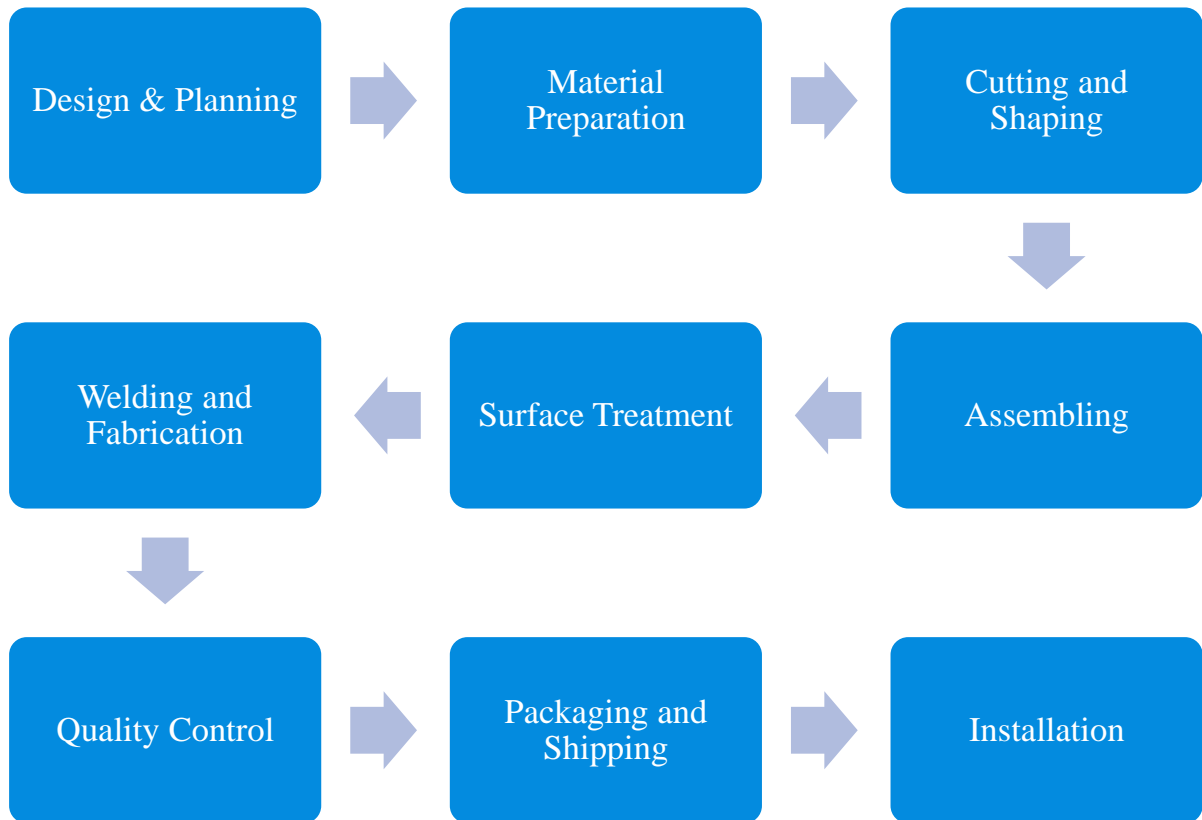


School Lockers



Book Support

**Flow Diagram of our Manufacturing Process**



**Equipment and Materials:**

- Design software and tools (AutoCAD, Solid works)
- Raw materials (Mild Steel, Galvanized Steel, HR/CR Sheet)
- Cutting and shaping machinery (e.g., shears, saws, presses)
- Welding equipment (e.g., MIG welders, spot welders)
- Surface treatment tools (e.g., sandblasting equipment, powder coating system)
- Assembly tools (e.g., drills, screwdrivers)
- Quality control instruments (e.g., measuring tools, testing equipment)
- Packaging materials (e.g., cardboard boxes, plastic wraps)
- Installation tools (e.g., drills, level, measuring tape)
- Mounting hardware (e.g., screws, anchors)

**Manufacturing Process:**

**Design and Planning:**

- Understand customer requirements and storage needs.
- Utilize design software and tools to create racking and shelving system designs.
- Ensure designs comply with relevant industry standards and regulations.
- Collaborate with customers to finalize the design, incorporating any specific customization requests.
- Prepare detailed manufacturing and installation plans based on the approved design.

**Material Preparation:**

- Procure raw materials from approved suppliers, ensuring quality and compliance.
- Inspect materials for any defects, damage, or non-compliance.
- Store and organize materials in a controlled warehouse environment.

**Cutting and Shaping:**

- Measure and mark the raw materials based on the approved design.
- Use cutting machinery (e.g., shears, saws) to cut materials into required lengths and shapes.
- Conduct visual inspections to ensure accuracy and precision of cuts.

**Welding and Fabrication:**

- Position and align the cut pieces according to the design specifications.
- Utilize appropriate welding techniques (e.g., MIG, spot welding) to join the components securely.
- Conduct quality checks on welded joints to ensure strength and integrity.

**Surface Treatment:**

- Clean the welded structures to remove any contaminants, such as dirt or oil.
- Employ sandblasting equipment to prepare the surface for coating.
- Apply powder coating or other suitable surface treatment methods to enhance durability and appearance.
- Cure the coating as per the manufacturer's instructions.

**Assembly:**

- Arrange the coated components according to the design and manufacturing plans.
- Utilize assembly tools (e.g., drills, screwdrivers) to connect various parts securely.
- Conduct quality inspections at each assembly stage to identify any defects or misalignments.

**Quality Control:**

- Perform thorough inspections throughout the manufacturing process to ensure compliance with specifications and standards.
- Utilize measuring tools to verify dimensions, tolerances, and overall product quality.
- Conduct load testing to assess the strength and stability of the finished products.
- Record and address any deviations from quality standards.

**Packaging and Shipping:**

- Clean and package the finished products appropriately to prevent damage during transportation.
- Label each package with product information, specifications, and handling instructions.
- Organize and arrange the packaged products in the designated storage area.
- Coordinate with logistics and shipping teams to deliver the products to customers promptly.

**Installation:**

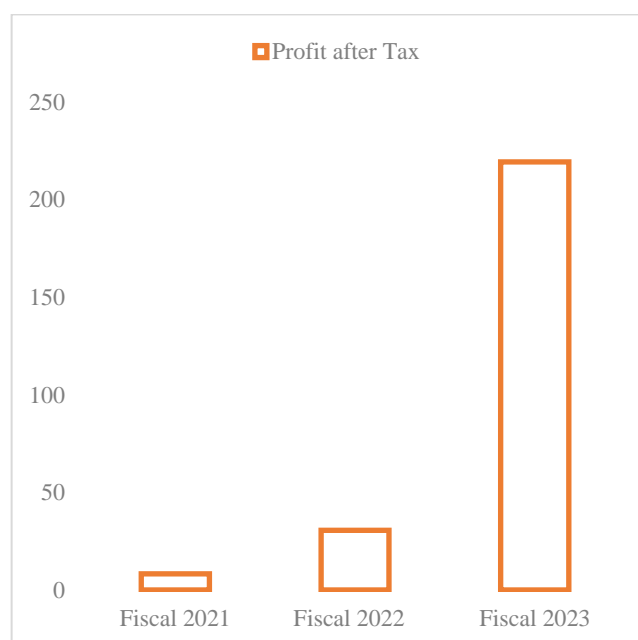
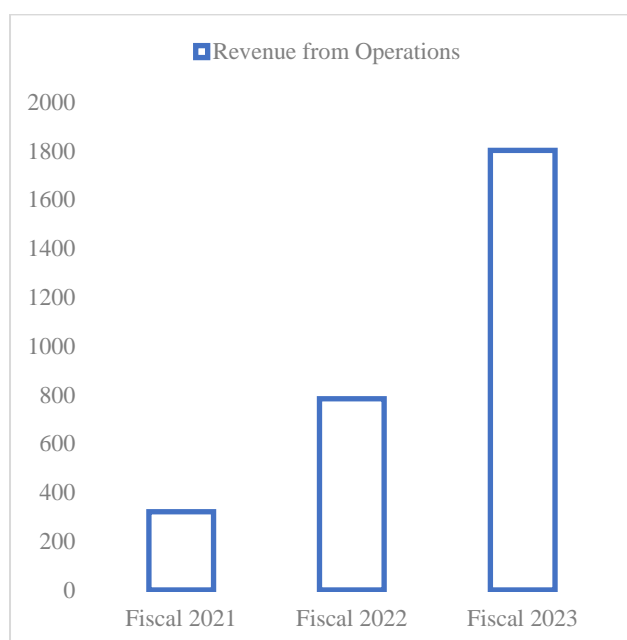
- Provide detailed installation instructions and manuals with each product shipment.
- Offer installation services by trained professionals or provide guidance for customers to install the systems themselves.
- Use installation tools (e.g., drills, level, measuring tape) to assemble and mount the racking and shelving units securely.
- Ensure proper alignment and levelling of the racking and shelving units during installation.
- Follow the provided installation instructions to assemble and attach shelves, brackets, and other components as per the design.
- Use mounting hardware (e.g., screws, anchors) to secure the units to walls, floors, or other designated surfaces.
- Conduct quality checks during and after installation to ensure structural integrity and stability.
- Address any issues or concerns raised during the installation process promptly and effectively.
- Provide guidance to customers on load capacity, weight distribution, and safe usage of the installed racking and shelving systems.
- Offer post-installation support and maintenance services to address any customer inquiries or requirements.

## FINANCIAL HIGHLIGHTS

The financial highlights of our company as per restated consolidated financial statement are as mentioned below:

₹ in lakhs

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations	1,801.85	784.33	321.24
Net Profit after Tax	219.41	30.51	8.29
Net Worth	433.58	85.46	18.29
EBITDA	333.41	70.58	17.35



## OUR COMPETITIVE STRENGTH

- **Organizational stability along with management expertise:**

Our Group has an established track record of 8+ years which indicates the company's ability to weather economic and business cycles. Our management is having more than 10 years of combined experience in diverse industries including the industries in which we deal. This indicates our ability to maintain business viability and steer the business through operational hurdles. Our promoters are the guiding force behind the operational and financial decision of our company. Our promoters are responsible for the entire business operations of the company along with an experienced team of executives who assist them.

- **Smooth flow of operations:**

We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

- ***Well-defined organizational structure:***

The company has a qualified and experienced management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization.

We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resource will enable us to drive the business in a successful and profitable manner for decades to come. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.

- ***Well Established Manufacturing Facility designed to serve multiple products range***

We are presently engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

Our manufacturing facility is spread over approx. 11,000 sq. ft area situated at Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra is equipped with latest machineries.

- ***Existing Supplier Relationship:***

Mild Steel is the major raw material for our production which we procure from our group entity M/s. Neo Mega Steel LLP (trader of Mild Steel) which gives us cost advantage. Other raw materials are procured from local suppliers. Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. Our company enjoys excellent relationship with our suppliers.

- ***Quality assurance and accreditations***

Quality plays one of the most vital role in the success of any organization. We are focused on providing high quality products and services. We constantly strive to improve our industrial processes at every step in our manufacturing of finished products. Our focus on quality is evidenced by the quality certifications and accreditations that our facility has obtained from various local and international accreditation agencies.

Our products benefit from the quality benchmarking certifications such as ISO 9001:2015, 14001:2015 and 45001:2018 certifications certifying our quality management system for the product manufacturers by our Company. We believe that our certifications and industrial expertise favourably position us in servicing our client requirements across diverse product segments.

- ***Diversified Product portfolio***

Our Company manufactures wide and diversified range of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc. Our Company manufactures products on the basis of needs and requirements as per our customer demand. We believe that we have necessary resources, experience and network to launch additional products. For further details, regarding the relevant descriptions of the products we manufacture, please refer to "***Our Business***" beginning on page no. 91 of this Prospectus.

## OUR BUSINESS STRATEGY:

- **Focus on Increase in Volume of Sales:**

As a part of our growth strategy, our focus is on increasing sales volume through expansion, diversification and spread in geographical outreach. We believe that our growth in local market can fetch us new business expansion and opportunities.

- **Reduction of operational costs and achieving efficiency:** Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. Our focus has been to reduce the operational costs to gain competitive edge.
- **Improving operational efficiencies:** Our Company focuses on improving operating efficiencies to achieve cost reductions to have a competitive edge. We continuously strive to increase operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency, higher productivity with minimum wastage. Economies of scale also plays an important role. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary intermediaries for procuring materials in cost efficient manner by optimizing logistics and by maximizing labour efficiency.
- **Leverage and enhance our goodwill in the market:** We believe that the Goodwill we have created in the market commands a recall amongst the consumers in the areas where we operate due to the image and goodwill established over the years. We intend to leverage this goodwill and increase our market base. We are in constant pursuit towards newer avenues for sustainable growth.
- **Leveraging our Market skills and Relationships:** This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction.
- **Innovative & Marketing Method:** Over and above the regular human reach we will be adopting innovative method through social media, groups, public meetings, meetings, seminars to address our potential customer base.

## OUR CUSTOMERS

The company has supply its products majorly to Maharashtra, Karnataka and Telangana. The following is the breakup of the top five and top ten customers/suppliers of our Company for the Fiscal 2023, 2022 and 2021:

₹ in lakhs

Particulars	March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Customers	1,285.77	71.37%	631.88	85.17%	294.12	91.56%
Top 10 Customers	1,542.07	85.58%	735.20	99.10%	321.24	100.00%
Top 5 Suppliers	1,154.32	82.44%	422.61	57.78%	233.72	78.54%
Top 10 Suppliers	1,289.25	92.09%	524.60	71.74%	271.48	91.22%

## RAW MATERIAL AND SUPPLIERS

Mild Steel is the major raw material for our production which we procure from our group entity M/s. Neo Mega Steel LLP (trader of Mild Steel) which gives us cost advantage. Other raw materials are procured from local suppliers.

We enjoy a very good relationship with many of our raw material suppliers, which enables a timely manufacturing and delivery of components. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the component to the customer due to the delay or failure to supply a critical raw material by any supplier. Presently, we have not entered into any long-term supply agreements for sourcing any of our raw materials, and we source our raw materials by entering into short-term supply agreements / purchase orders with our suppliers.



## COMPETITION:

We operate in the highly competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

## QUALITY ASSURANCE

We place emphasis on quality control. We inspect the raw materials we receive, work-in-progress and final products. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw material, production to inventory storage. Our manufacturing facility has personnel responsible for monitoring the parameters of equipment, technical parameters of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly.

## SALES & MARKETING

Our company is having an Experienced & Customer Centric Business Development Team right from the Top Management till the on-field executive, whose main aim is to bring the business for the organisation in a right full way. The Company markets its products to currently different location across different states of India. Details of state-wise sales are as follows:

State	March 31, 2023	March 31, 2022	March 31, 2021
Maharashtra	1,361.97	727.35	321.24
Karnataka	168.51	-	-
Telangana	103.62	14.52	-
Tamil Nādu	43.88	-	-
Kerala	42.17	-	-
Gujarat	33.95	-	-
Goa	21.77	-	-
Andhra Pradesh	18.07	-	-
Madhya Pradesh	6.69	-	-
Delhi	1.22	-	-
<b>Total</b>	<b>1,801.85</b>	<b>741.87</b>	<b>321.24</b>

The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their experience and good rapport with these clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers.

## HUMAN RESOURCES

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

The total strength of manpower as on date of this prospectus is 16 employees. Category wise details are as under:

Department	No of Employees
Company Secretary	01
Chief Executive Officer	01
Chief Financial Officer	01
Accounts Department	01
Administrative Department	01
Sales & Marketing	04
Production	07
<b>TOTAL</b>	<b>16</b>

Casual Labourers are engaged on a need basis. We also engage third party vendors for certain manufacturing process i.e. perforation, powder coating, installation, etc. on a contract basis.

## INSURANCE POLICIES

Our Company has not taken any Insurance Policies.

## PLANT AND MACHINERY

Sl. No.	Name of Plant & Machinery	Quantity
1	2 KW Laser Cutting Machine	1
2	Adh Press Brake Wc 67 E 30t1600 E300	1
3	Sharp Punc Segmented Type 30 Degree	4
4	Hydraulic Shearing Machine	1
5	Power Press 30 Tonnes C- Type	1
6	Power Press 20 Tonnes C- Type	1
7	Power Press 50 Tonnes C- Type	1
8	Nc Press Brake Machine	1
9	Vertical Drill Machine	2
10	Cut-Off Machine	1
11	Grinder	4
12	Drilling Machine	4
13	CO <sub>2</sub> Welding Machine	4
14	Spot Welding Machine	1
15	Dies & Tools	30

## INFRASTRUCTURE FACILITIES AND UTILITIES

**Registered Office:** 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra (Located at a distance of approx. 23 km from Corporate Office and approx. 21 km from Factory)

**Corporate Office:** Office No. 207, B Zone, Opp City One Mall, Old Mumbai Pune Hwy, Pimpri Chinchwad, Pune – 411019, Maharashtra (Located at a distance of approx. 23 km from Registered Office and approx. 10 km from Factory)

**Factory:** Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra (Located at a distance of approx. 21 km from Registered Office and approx. 10 km from Corporate Office)

#### Power

Our Registered Office, Corporate Office and Manufacturing Facility have adequate power supply position from Maharashtra State Electricity Distribution Co. Limited.

#### Water

Our Registered Office, Corporate Office and Manufacturing Facility have adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

### PRODUCTION CAPACITY AND CAPACITY UTILIZATION



Our capacity depends on our workforce / orders in hand and not in any fixed output from plant & machinery and hence capacity and capacity utilization cannot be determined.

### PROPERTY DETAILS

#### Leased / Rented Property:

Details of the Deed/ Agreement	Particulars of the property, description and area	Lease Premium/ Rent (₹ in Lakhs)	Tenure of Lease	Usage
Leave and License Agreement dated June 09, 2023 between Mr. Anshu Goel ('Lessor') and M/s. Alphalogic Industries Limited ('Lessee')	Office space admeasuring about 300 sq.ft. situated at 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra	Rent: ₹ 1,500/- per month	11 months commencing from June 01, 2023	Registered Office
Leave and License Agreement dated July 21, 2022 between Mr. Karmalkar Abhishek ('Licensor') and M/s. Alphalogic Industries Limited ('Licensee')	Non-Residential Unit bearing Office No. 207 admeasuring about 73.114 sq.mtr. situated on the 2nd Floor of 'B Zone' standing on the plot of land bearing C.T.S. Number :4696/2, Road: Opp City One Mall Old Mumbai Pune Hwy Pune, Location: Pimpri, of Village: Pimpari vaghere, situated within the revenue limits of Tehsil Haveli and Dist Pune and situated within the limits of Pimpari-Chinchavad Municipal Corporation.	Security Deposit: ₹ 2,14,000/- Rent: ₹ 53,500/- per month with 10% increment every year	60 months commencing from August 01, 2022 to July 31, 2027	Corporate Office
Leave and License Agreement dated November 14, 2022 between Mr. Tapkir Sudam Dattaray, Mr. Tapkir Chandrakant Baban, Mr. Tapkir Shankar Baban, Mr. Tapkir Rajaram Baban ('Licensor') and M/s. Alphalogic Industries Limited ('Licensee')	Non-Residential unit bearing Land+Building/Shed admeasuring about 11000 Square Feet, situated on the Plot No-6 Floor of a Building known as 'S.No.164/1' standing on the plot of land bearing Survey Number: 164/1, Road: Alankapuram Road, Location: Opp Yashobhumi Society Wadmukhwadi Pune-412105, of Village: Vadamukhwadi, situated within the revenue limits of Tehsil Haveli and Dist Pune and situated within the limits of Pimpari-Chinchavad Municipal Corporation.	Rent: ₹ 49,500/- per month with 10% increment every year	60 months commencing from August 01, 2022 to July 31, 2027	Factory

**INTELLECTUAL PROPERTIES**

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Status
 <b>ALPHALOGIC</b>	5918786	6	Device	May 02, 2023	Send to Vienna Codification
	5918788	20	Device	May 02, 2023	Send to Vienna Codification
 <b>ALPHALOGIC</b> <sup>®</sup>	4214595*	9	Device	June 23, 2019	Registered
	4214596*	42	Device	June 23, 2019	Registered

\* Registered in the name of M/s. Alphalogic Techsys Limited and our company has obtained NOC for using the same on September 15, 2020

**COLLABORATION/TIE-UPS/JOINT VENTURE DETAILS**

As on date of this Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

**EXPORT AND EXPORT OBLIGATIONS:**

As on date of this Prospectus, our Company does not have any export obligations.

## KEY INDUSTRY REGULATIONS AND POLICIES

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

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.*

*In addition to what has been specified in this prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws 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. For details of government approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no 185 of this prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

### **APPROVALS**

*For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Approvals**” beginning on page number 185 of this prospectus.*

### **APPLICABLE LAWS AND REGULATIONS**

#### **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

##### **The Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016 (“BIS Act”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

##### **Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”)**

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

### **Steel and Steel Products (Quality Control) Order, 2020 (the “Quality Control Order 2020”)**

The Steel and Steel Products (Quality Control) Order, 2020, as, was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

### **Legal Metrology Act, 2009 (the “Metrology Act”)**

The Legal Metrology Act, 2009, as amended was enacted with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

### **The Micro, Small and Medium Enterprises Development Act, 2006 (the “Act”)**

It consists of six chapters which are further divided into 32 sections. This Act also provides for the formation of the National Board of Micro, Small and Medium Enterprises. The head office of the Board is in Delhi. Section 3 of the Act defines the members of the board. The Central Government, by notification, can constitute an advisory committee. Registration of micro, small and medium enterprises is replaced with the filing of the memorandum. To avail the benefit of the Act, it is always recommended to register the enterprises as a micro, small or medium enterprise. The concept is important for the promotion of industrial development in rural areas, use of traditional or inherited skills, use of local resources and mobilization of resources and exportability of products. It provides maximum opportunities for employment outside the agriculture sector as well.

## **ENVIRONMENT RELATED LAWS**

### **Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

### **The Environmental Impact Assessment Notification, 2006 (the “Notification”)**

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant byelaws of the concerned State authorities.

### **The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.



### **The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

### **The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

### **The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)**

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

## **GENERAL CORPORATE COMPLIANCE**

### **Companies Act, 2013 (the “Companies Act”)**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, the procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

### **The Registration Act, 1908 (the “Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

## Shops and commercial establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

## EMPLOYMENT AND LABOUR LAWS

### The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

## **Occupational Safety, Health and Working Conditions Code, 2020**

The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The laws that it shall subsume are as follows –

### **The Factories Act, 1948 (Central)**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

### **The Factories Act, 1948 (Central) amended by Maharashtra Government under Factories (Maharashtra Amendment) Act, 2015**

The Factories Act, 1948, as amended by Maharashtra Government under Factories (Maharashtra Amendment) Act, 2015 on 02.12.2015, defines a “factory” to cover any premises which employs 20 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 40 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Also, Government of Maharashtra has made this act applicable to power looms, saw mills, certain industries which use hazardous chemicals, and certain processes carried out using flammable solvents by publishing a notification, even if the number of workers are less than 10.

## **Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

### **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

### **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

### **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

### **Code on Social Security, 2020**

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

#### **Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees’ Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees’ Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

#### **Employee’s State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and ‘employment injury’ and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

#### **Employee’s Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

#### **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

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

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

## **TAX RELATED LEGISLATIONS**

### **Income Tax Act, 1961 (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 assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company desirous of importing or exporting any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

### **Central Goods and Services Tax Act, 2017 (the "GST Act")**

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 is 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.

### **INTELLECTUAL PROPERTY LEGISLATIONS**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

### **Trade Marks Act, 1999 (the "TM Act")**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

### **ANTI-TRUST LAWS**

### **Competition Act, 2002 (the "Act")**

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer 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.

### **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Indian Contract Act, 1872, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.



**OTHER LAWS:**

**Foreign Exchange Management Act, 1999 (“FEMA”)**

FEMA was enacted by the Government of India to replace the erstwhile Foreign Exchange Regulation Act, 1973 (“FERA”). The Act was aimed at consolidating and amending the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA has removed restrictions on trade in goods and services to and from India, except for the enabling provision for the Central Government to impose reasonable restrictions in the interest of public when required.

**Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

**Foreign Trade (Development and Regulation) Act, 1992 (the “Act”)**

The Act regulates and governs the foreign policy of India in relation to trade of goods and services. The Act was enacted in the year 1992 as a replacement of the Import and Exports (Control) Act, 1947. The objective of the Act was to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. Through the Foreign Trade (Development and Regulation) Amendment Act of 2010, "services" was also included in the ambit of import and export of trade in the purview of the Act.

## OUR HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Our Company was originally incorporated as Public Limited Company in the name of “*Alphalogic Trademart Limited*” on September 22, 2020 under the provision of the Companies Act, 2013 bearing Corporate Identification Number U51909PN2020PLC194296 issued by Registrar of Companies, Central Registration Centre and was engaged in the activities of trading of goods i.e. paddy, steel products and services etc. Subsequently, the name of our Company was changed to “*Alphalogic Industries Limited*” vide a Certificate of Incorporation pursuant to change of name dated January 28, 2022 bearing Corporate Identification Number U01100PN2020PLC194296 issued by Registrar of Companies – Pune to start its commercial operation in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems.

### ADDRESS OF OUR BUSINESS PREMISES

<b>Registered Office</b>	405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra
<b>Corporate Office</b>	Office No. 207, B Zone, Opp City One Mall, Old Mumbai Pune Hwy, Pimpri Chinchwad, Pune – 411019, Maharashtra
<b>Factory</b>	Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra

### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

There has not been any change in our Registered Office since inception of the Company till the date of the Prospectus.

### MAIN OBJECTS OF OUR COMPANY:

The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, promoting, marketing or supplying, trading, dealing and exhibiting in any manner whatsoever of Iron and steel, and other products of iron or Steel on retail as well as on wholesale basis in India or elsewhere. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including byproducts, spares or accessories thereof, on retail as well as on wholesale basis. To carry on the business of Discounting of Bills of exchange or Invoices in relation to main business activities of the Company. To carry on in India the business of marketing, promoting, advertising franchising or dealing in any of the above activities both in internal and external markets, on digital media or any other online or digital means, on its own or through any sort or nature and to appoint subfranchisers etc., for any of the above purposes, in India or elsewhere and marketing through online marketing, digital marketing in various sites.*
- To carry on the business of producing, purchasing, selling, storing, milling, processing, refining, polishing, packing, marketing or otherwise deal in rice/paddy cereals, pulses and food grains of all kinds and other allied produce. To treat, cure, submit to any process and prepare for the market agricultural products of all kinds of things whatsoever including diary, farm and garden produce of all kinds. To carry on the business of Discounting of Bills of exchange or Invoices in relation to these business activities of the Company. To carry on the business of commission agents, consultants, brokers, stockists, warehouse keepers, importers, exporters, wholesalers or retailers of any or all other items as referred above. To enter into contracts in the nature of futures, options, hedges, derivatives, insurance, reinsurance etc., with bankers, brokers, dealers, intermediaries, merchants, commission agents, Aarthias, in respect of agri products like paddy, rice pulses, mustard seeds, etc. To sell, assign, pledge, hypothecate, redeem, cancel, dispose of, settle, and bring to account all or any of such transactions or contracts on redemption dates, anterior dates or extended dates in India and elsewhere.*
- To Produce, import, export, buy, sell, deal in general and industrial sheet metal fabrication. To establish, conduct, invent, design, develop, and carry-on business as producers, importers, exporters, buyers, sellers, agents, wholesalers, distributors and retailers in all types of industrial sheet metal fabrication for engineering, Automobile industries. To establish and maintain sheet metal fabrication facility and to undertake all types of fabrication, welding, manufacture of industrial storage products, cabinets, vertical lift modules, pallet trucks, roll form products, verticals, uprights, cross beam and other items of storage products and to provide all kinds of storage solutions.*

4. To act as agent, broker, representative, consultant, collaborator, stockist, lessor, franchiser, wholesaler, retailer, job-worker, exporter, imparter, dealer or in any such other capacity in respect of products manufactured or dealt with by the Company. To carry on all processes like metal printing, metal anodising, electro-plating, chemical treatment and lacquering in respects of products manufactured or dealt with by the Company. To manufacture, get manufactured from others, buy, sell, exchange, export, import, machine, and generally deal in various items of Iran and Steel and its Products, Iron and Steel Castings, forgings, of all kinds required by various Industries and to carry on the business of Iron-founders, Mechanical Engineers, Manufacturers of Machinery and implements of all kinds, Tool-makers, Brass founders, metal-workers, Boiler-makers, Mill-wrights, iron & Steel converters, Smiths, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in implements, machinery, rolling stock and hardware of oil kinds. To undertake and execute all contracts far works including supply or use of machinery or components of any kind and carry out any kind ancillary work connected with such works and contracts.
5. To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers, sellers, stockist, suppliers and distributors, dealers, repairers and workers in electronic control systems, computer numerical control systems, numerically controlled machines, robots, automatic and semiautomatic machines, special purpose machines, remote control systems and microprocessor based systems, machines, robots using artificial intelligence, remote signaling systems, monitoring systems, microcomputers and control panels for the automation of machinery, machine-tools and manufacturing processes on the shop floor and production facilities

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

#### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

Date of Amendment / Shareholders' resolution	Nature of Amendment
January 02, 2021	<ul style="list-style-type: none"> <li>• Addition of Main Object by adding clause 3 [a] 2 of the MOA</li> <li>(2) To carry on the business of producing, purchasing, selling, storing, milling, processing, refining, polishing, packing, marketing or otherwise deal in rice/paddy cereals, pulses and food grains of all kinds and other allied produce. To treat, cure, submit to any process and prepare for the market agricultural products of all kinds of things whatsoever including diary, farm and garden produce of all kinds. To carry on the business of Discounting of Bills of exchange or Invoices in relation to these business activities of the Company. To carry on the business of commission agents, consultants, brokers, stockists, warehouse keepers, importers, exporters, wholesalers or retailers of any or all other items as referred above. To enter into contracts in the nature of futures, options, hedges, derivatives, insurance, reinsurance etc., with bankers, brokers, dealers, intermediaries, merchants, commission agents, Aarthias, in respect of agri products like paddy, rice pulses, mustard seeds, etc. To sell, assign, pledge, hypothecate, redeem, cancel, dispose of, settle, and bring to account all or any of such transactions or contracts on redemption dates, anterior dates or extended dates in India and elsewhere.</li> </ul>
January 20, 2022	<ul style="list-style-type: none"> <li>• Alternation in the Clause 5 of MoA pursuant to increase in Authorised Share Capital from ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each to ₹ 20,00,000/- divided into 2,00,000 Equity Shares of ₹ 10/- each</li> <li>• Clause I of Memorandum of Association and Articles of Association was amended to reflect change in name from "Alphalogic Trademart Limited" to "Alphalogic Industries Limited" pursuant to change of name.</li> <li>• Addition of Main Object by adding clause 3 [a] 3,4,5 of the MOA</li> </ul>

Date of Amendment / Shareholders' resolution	Nature of Amendment
	<p>(3) <i>To Produce, import, export, buy, sell, deal in general and industrial sheet metal fabrication. To establish, conduct, invent, design, develop, and carry-on business as producers, importers, exporters, buyers, sellers, agents, wholesalers, distributors and retailers in all types of industrial sheet metal fabrication for engineering, Automobile industries. To establish and maintain sheet metal fabrication facility and to undertake all types of fabrication, welding, manufacture of industrial storage products, cabinets, vertical lift modules, pallet trucks, roll form products, verticals, uprights, cross beam and other items of storage products and to provide all kinds of storage solutions.</i></p> <p>(4) <i>To act as agent, broker, representative, consultant, collaborator, stockist, lessor, franchiser, wholesaler, retailer, job-worker, exporter, imparter, dealer or in any such other capacity in respect of products manufactured or dealt with by the Company. To carry on all processes like metal printing, metal anodising, electroplating, chemical treatment and lacquering in respects of products manufactured or dealt with by the Company. To manufacture, get manufactured from others, buy, sell, exchange, export, import, machine, and generally deal in various items of Iron and Steel and its Products, Iron and Steel Castings, forgings, of all kinds required by various Industries and to carry on the business of Iron-founders, Mechanical Engineers, Manufacturers of Machinery and implements of all kinds, Tool-makers, Brass founders, metal-workers, Boiler-makers, Millwrights, iron &amp; Steel converters, Smiths, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in implements, machinery, rolling stock and hardware of oil kinds. To undertake and execute all contracts far works including supply or use of machinery or components of any kind and carry out any kind ancillary work connected with such works and contracts.</i></p> <p>(5) <i>To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers, sellers, stockist, suppliers and distributors, dealers, repairers and workers in electronic control systems, computer numerical control systems, numerically controlled machines, robots, automatic and semiautomatic machines, special purpose machines, remote control systems and microprocessor based systems, machines, robots using artificial intelligence, remote signaling systems, monitoring systems, microcomputers and control panels for the automation of machinery, machine-tools and manufacturing processes on the shop floor and production facilities</i></p>
March 21, 2023	<ul style="list-style-type: none"> <li>• <i>Alternation in the Clause 5 of MoA pursuant to increase in Authorised Share Capital from ₹ 20,00,000/- divided into 2,00,000 Equity Shares of ₹ 10/- each to ₹ 5,10,00,000/- divided into 51,00,000 Equity Shares of ₹ 10/- each</i></li> </ul>

## CORPORATE PROFILE OF OUR COMPANY

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled ***"Our Business"***, ***"Our Management"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** on pages 91, 120 and 174 respectively, of this Prospectus.

## 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:

<i>Calendar Year</i>	<i>Key Events &amp; Milestones</i>
2020	<ul style="list-style-type: none"> <li>○ <i>Company incorporated as a Public Limited Company in the name of “Alphalogic Trademart Limited”</i></li> </ul>
2022	<ul style="list-style-type: none"> <li>○ <i>Started commercial operation of Racking System in our Manufacturing Facility</i></li> <li>○ <i>The name of our Company changed from “Alphalogic Trademart Limited” to “Alphalogic Industries Limited”</i></li> <li>○ <i>ET Business Awards 2022 for Most Innovative Company of the year – Industrial Storage Systems</i></li> </ul>

## SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Prospectus, our Company does not have any significant strategic or financial partners.

## TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Prospectus, there has been no time and cost overruns in the Company.

## LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see “*Our Business*” and “*History and Certain Corporate Matters*” on pages 91 and 114 of this prospectus.

## DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

## DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter “*History and Certain Corporate Matters*” beginning on page no. 114, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Prospectus.

## HOLDING COMPANY

- **Alphalogic Techsys Limited**

<i>Corporate Information</i>	:	<i>Alphalogic Techsys Limited was incorporated on December 13, 2018 bearing Corporate Identity No. L72501PN2018PLC180757 under the provisions of Companies Act, 2013 issued by ROC-Pune. The Company is current listed on BSE Limited.</i>
<i>Directors</i>	:	<i>Mr. Anshu Goel Mr. Vedant Goel Mrs. Neha Anshu Goel Mr. Pawan Bansal Mr. Rohan Kishor Wekhande Mr. Amar Raykantiwar</i>
<i>Registered Office</i>	:	<i>405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra</i>
<i>Nature of Business</i>	:	<i>Engaged in Web Application Development, Mobile Application Development, UI/UX Consulting, Business Intelligence and Data Analytics services.</i>
<i>Capital Structure</i>	:	<i>Authorized Capital: Rs. 21,00,00,000/- comprising of 4,20,00,000 equity shares of Rs. 5/- each.  Paid-up Capital: Rs. 17,57,13,835/- comprising of 3,51,42,767 equity shares of Rs. 5/- each</i>
<i>Shareholding</i>	:	<i>Alphalogic Techsys Limited holds 69.28% shareholding of our Company</i>
<i>Accumulated profits or losses not accounted for by our Company</i>	:	<i>There are no accumulated profits or losses of Alphalogic Techsys Limited not accounted for by our Company.</i>

## JOINT VENTURES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any joint ventures.

## SUBSIDIARIES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any subsidiaries.

## ASSOCIATES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any associates.

## DETAILS OF SHAREHOLDERS' AGREEMENT

As on date of this Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.



## **MATERIAL AGREEMENTS**

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

For details on business agreements of our Company, see *“Our Business”* beginning on page 91 of this Prospectus.

## **GUARANTEES GIVEN BY OUR PROMOTERS**

Our Promoters have not given any guarantee to any third parties as on the date of this Prospectus.

## **CAPITAL RAISING (DEBT / EQUITY)**

Except as set out in the Sections titled *“Capital Structure”* and *“Financial Indebtedness”* beginning on page no 56 and 172 respectively of this prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

## **INJUNCTION OR RESTRAINING ORDER**

Our company is not operating under any injunction or restraining order.

## **DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled *“Financial Statements as restated”* beginning on page no. 144 of this prospectus.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS**

Except as mentioned in chapter *“Our History and Certain Corporate Matters”* beginning on page no. 114 there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

## **SHAREHOLDERS OF OUR COMPANY**

As on the date of this Prospectus, our Company has 9 (Nine) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled *“Capital Structure”* beginning on page no. 56 of this Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors subject to the applicable provisions of the Companies Act, 2013.

As on the date of Prospectus, our Company has 6 (Six) Directors on our Board, 1 (one) Managing Director, 2 (Two) Executive Directors, 1 (One) Non-Executive Director, and 2 (Two) Independent Directors. There is 1 (One) Woman Director in our Board. The details of the Directors are as follows:

Sl. No.	Name of the Director	DIN	Current Designation	Date of Joining#
1	Vedant Goel	08290832	Managing Director	22-09-2020
2	Montubhai Gandhi	07352079	Executive Director	10-03-2022
3	Krina Gandhi	09497322	Executive Director	10-03-2022
4	Anshu Goel	08290775	Non-Executive Director	22-09-2020
5	Rohan Kishore Wekhande	08197194	Independent Director	03-08-2022
6	Amar Raykantiwar	09438320	Independent Director	18-05-2023

# Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this prospectus:

Sl. No.	Particulars	Details
1	Name of the Director	<b>Vedant Goel</b>
	Father's Name	Subhash Goel
	Residential Address	Ward 5, Mul Po Mul Tah Mul, Chandrapur, Maharashtra- 441224, India
	Date of Birth	04-07-1993
	Age	30
	Designation	Managing Director
	DIN	08290832
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce from Pune University
	No. of Years of Experience	09 years
	Date of Appointment	Originally appointed as Non-Executive Director on 22-09-2020, Designation changed to Managing Director on 01-12-2020
	Terms of Appointment	Appointed for 5 years w.e.f 01-12-2020. Not liable to retire by rotation.
	Directorship in other companies	Alphalogic Techsys Limited
Other Ventures	Neo Mega Steel LLP (Individual Partner)	

Sl. No.	Particulars	Details
2	Name of the Director	<b>Montubhai Gandhi</b>
	Father's Name	Bharatbhai Amratlal Gandhi
	Residential Address	Flat No. B3/603, Hari Ganga Society, Alandi Road, Near RTO Office, Phule Nagar, Yerwada, Pune City, Pune, Maharashtra-411006, India
	Date of Birth	15-06-1986
	Age	37
	Designation	Executive Director
	DIN	07352079
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Engineering from University of Pune
	No. of Years of Experience	12 years
	Date of Appointment	Originally appointed as Additional Executive Director on 10-03-2022, Designation changed to Executive Director on 03-08-2022
	Terms of Appointment	Liable to retire by rotation.
	Directorship in other companies	Kristar Advanced Tech Solutions Private Limited
Other Ventures	Nil	

Sl. No.	Particulars	Details
3	Name of the Director	<b>Krina Gandhi</b>
	Father's Name	Chandrakant Kantilal Gandhi
	Residential Address	Hari Ganga, Building No B3, Flat no 603, Survey No 128, Hissa No 1, Alandi Road rto, Pune City, Pune, Maharashtra- 411006, India
	Date of Birth	27-05-1990
	Age	33
	Designation	Executive Director
	DIN	09497322
	Occupation	Business
	Nationality	Indian
	Qualification	Master of Human Resource Development from Veer Narmad South Gujarat University
	No. of Years of Experience	09 years
	Date of Appointment	Originally appointed as Additional Executive Director on 10-03-2022, Designation changed to Executive Director on 03-08-2022
	Terms of Appointment	Liable to retire by rotation.
	Directorship in other companies	Nil
Other Ventures	Nil	

Sl. No.	Particulars	Details
4	Name of the Director	<b>Anshu Goel</b>
	Father's Name	Subhash Goel
	Residential Address	Near Corinthian Club, Off NIBM road, 402 Greenwich, Nyati Grandeur, Undri, Pune city, Pune, Maharashtra- 411028, India
	Date of Birth	15-10-1984
	Age	38
	Designation	Non-Executive Director
	DIN	08290775
	Occupation	Business
	Nationality	Indian
	Qualification	Degree in Computer Engineering from Pune University, Pune Institute of Computer Technology (PICT).
	No. of Years of Experience	17
	Date of Appointment	22-09-2020
	Terms of Appointment	Liabile to retire by rotation.
	Directorship in other companies	Alphalogic Techsys Limited
Other Ventures	Nil	

Sl. No.	Particulars	Details
5	Name of the Director	<b>Rohan Kishore Wekhande</b>
	Father's Name	Kishor Wekhande
	Residential Address	402-C, Viva Hallmark DSK Ranwara Lane, Opp. Suryadatta College, Patil Nagar, Bavdhan, Pune City, Pune, Maharashtra-411021, India
	Date of Birth	24-10-1984
	Age	38
	Designation	Independent Director
	DIN	08197194
	Occupation	Business
	Nationality	Indian
	Qualification	Post Graduate Diploma in Management from FLAME School of Business, Pune
	No. of Years of Experience	10 years
	Date of Appointment	03-08-2022
	Terms of Appointment	5 years w.e.f. 03-08-2022. Not liable to retire by rotation.
	Directorship in other companies	Alphalogic Techsys Limited
Other Ventures	White Label Ventures LLP	

Sl. No.	Particulars	Details
6	Name of the Director	<b>Amar Raykantiwar</b>
	Father's Name	Suresh Adkannaji Raykantiwar
	Residential Address	Flat No. 10D, Wing Soba Optima, Sinhagad Road, Manik Baug, Indian Hume Pipes, Anandnagar, Pune, Maharashtra – 411051, India
	Date of Birth	02-05-1983
	Age	40
	Designation	Independent director
	DIN	09438320
	Occupation	Business
	Nationality	Indian
	Qualification	<ul style="list-style-type: none"> <li>○ Associate Fellow of Industrial Health from Directorate General Factory Advice Service and Labour Institutes</li> <li>○ Bachelor of Medicine and Bachelor of Surgery from Maharashtra University of Health Sciences</li> <li>○ Diplomate of National Board for the practice of Family Medicine from National Board of Examinations</li> </ul>
	No. of Years of Experience	10 years
	Date of Appointment	18-05-2023
	Terms of Appointment	Appointed as Additional Independent Director till ensuing AGM.
	Directorship in other companies	Alphalogic Techsys Limited
Other Ventures	Nil	

#### **BRIEF BIOGRAPHIES OF THE DIRECTORS:**

**Mr. Vedant Goel**, aged about 30 years, is the Managing Director of our Company. He has been on the board of the company since inception. He has over 9 years of rich experience in the field of marketing, sales, and management in various industries. He is a highly respected figure in the steel industry due to his deep understanding and insights of the market. He holds a Bachelor's degree in Commerce from the University of Pune. He has two Limca Book of Records to his name and is actively involved in social activities. He is highly skilled and experience in Strategic planning, Marketing and sales, Business development, Operations management, Team leadership, Risk management, Philosophy etc.

He has led the company to record growth in sales and profits; developed and implemented a successful marketing strategy that increased brand awareness; oversaw the expansion of the company's operations into new markets; successfully negotiated several key partnerships with major players in the industry. He has received numerous awards for his leadership and business acumen.

He believes that the success of any company is ultimately dependent on the people who work there. He is committed to creating a positive and supportive work environment where employees can thrive. He also believes that it is important to give back to the community and is actively involved in several social initiatives.

He has a clear vision for the future of Alphalogic Industries Limited. He believes that the company has the potential to be a major player in the Industrial Storage Industry. He is committed to working with his team to achieve this goal and to make a positive impact on the world.

**Mr. Montubhai Gandhi**, aged about 37 years, is the Executive Director and Chief Executive Officer of our Company. He has been on the board of the company since March 10, 2022. He has been appointed as Chief Executive Officer of the Company on May 18, 2023. He is an accomplished leader with a background in Mechanical Engineering and an impressive 12-year tenure in the racking and shelving industry, he brings a wealth of experience to his role.

He looks after the comprehensive management of the company's manufacturing operations. His broad range of duties includes overseeing the supply chain, formulating and executing manufacturing strategies, and ensuring the exceptional quality of all products. Adept at leading teams of production managers, engineers, and other manufacturing professionals, he maintains a sharp focus on manufacturing products that meet the highest standards.

Throughout his career, he has cultivated a deep understanding of the manufacturing industry and has become widely recognized for his ability to identify and implement process improvements that enhance efficiency and productivity. His results-oriented approach has consistently yielded success in driving manufacturing operations and fostering product innovation.

Dedicated to providing strategic leadership, he is committed to delivering innovative solutions that not only add value to Alphalogic Industries Limited but also resonate with its customers. With his proven track record of achievements, he is a visionary leader who thrives on creating impactful changes within the company and the industry as a whole.

**Mrs. Krina Gandhi**, aged about 33 years, is the Executive Director and Chief Financial Officer of our Company. She has been on the board of the company since March 10, 2022. She has been appointed as Chief Financial Officer of the Company on May 18, 2023. She has over 9 years of experience in leading teams and managing finances. She is a strategic thinker with a proven ability to identify opportunities for growth and profitability. She is also committed to delivering results that drive the success of the organization.

She has a Bachelor's degree in Finance and a Master's degree in Human Resource Development from South Gujarat University. In her current role as CFO of Alphalogic Industries Limited, she is responsible for all aspects of the company's financial operations. She oversees the development of the company's financial strategy, manages the company's budget, and ensures that the company complies with all financial regulations. She also leads a team of finance professionals and is responsible for providing financial advice and guidance to the company's management team.

She is a highly skilled and experienced CFO who has a proven track record of success. She is a strategic thinker with a strong financial background. She is also a leader and motivator who is committed to delivering results.

**Mr. Anshu Goel**, aged about 38 years, is the Non-Executive Director of our company. He is the founder and promoter of Alphalogic Group. He has over 17 years of rich and diverse experience in building and running multiple businesses. He holds a degree in Computer Engineering from the prestigious Pune Institute of Computer Technology (PICT), Pune University.

He started his career as a software engineer at a leading IT company. After a few years, he moved on to start his own business in the IT/Software Industry. He has since founded and successfully run multiple businesses, including Alphalogic Techsys Limited and Alphalogic Industries Limited. He gained a name in the startup world in India and created history when the company Alphalogic Techsys Limited, he founded, became one of the first startup in India to list on BSE Startup Exchange.

He is a strategic thinker with a proven track record of success. He is known for his ability to identify and capitalize on market opportunities. He is also a strong leader with a passion for building and growing businesses. He is a valuable asset to the Alphalogic Industries Limited board of directors. He brings a wealth of experience and knowledge to the table. He is also a trusted advisor to the CEO and other members of the management team.

Under Anshu Goel's leadership, the Alphalogic Group has experienced significant growth. The company has expanded its product line, opened new offices, and increased its market share. Anshu Goel is a visionary leader who is committed to making the Alphalogic Group a leading business group in the Country.

**Dr. Amar Raykantiwar**, aged about 40 years, is a Non-executive Independent Director of our company. He is a renowned practicing Diabetologist based in Pune. He has over 10 years of experience in the field of Medical Science and Diabetes. He has completed his M.B.B.S. from Shri Vasantnao Naik Govt. Medical Hospital Yavatmal, and has a DNB (F. Medicine) from Inlaks & Budhrani Hospital, Pune. He has a Post Graduate Diploma in Evidence based diabetes (UK) and is a consultant physician in Silver Birch Multi-Speciality Hospital and Principal of Atharva Diabetes Center, Pune. He is a Member of American Diabetes Association & International Diabetes Federation.



In his role as a Non-Executive Independent Director, Dr. Raykantiwar provides guidance and oversight to the Board of Directors on matters related to corporate governance, risk management, and compliance. He is also a member of the Audit Committee, Nomination Remuneration Committee and Stakeholders Relationship Committee.

He is a highly respected professional with a wealth of experience in the field of medicine and diabetes. He is committed to providing sound leadership and guidance to the Board of Directors of our Company.

**Mr. Rohan Wekhande**, aged about 38 Years, is the Non- Executive Independent Director of our Company. He is a seasoned professional with over 10 years of experience in the online branding industry. He has worked with startups and corporates, and has a deep understanding of the needs of organizations of all sizes. He is an alumni of FLAME University, and is a mentor to consumer-based startups at the Flame Center for Entrepreneurship & Innovation. He is a passionate advocate for entrepreneurship and innovation, and is committed to helping young businesses succeed.

He is a valuable asset to the Alphalogic Industries Limited board of directors. He brings a wealth of experience and knowledge to the table, and his insights are invaluable. He is a strong advocate for the company's mission and values, and he is committed to helping the company achieve its goals.

In addition to his role as a Non-Executive Independent Director, Mr. Rohan Wekhande is also the Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

His chairmanship of these committees demonstrates his commitment to corporate governance and his dedication to ensuring the highest standards of ethical behaviour at Alphalogic Industries Limited.

#### **FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS**

Director	Other Director	Relation
Vedant Goel	Anshu Goel	Brother
Montubhai Gandhi	Krina Gandhi	Spouse

#### **ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this prospectus.

#### **SERVICE CONTRACTS**

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

#### **COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR TO THE DATE OF THIS PROSPECTUS**

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

#### **DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET**

None of the Directors of our Company are associated with securities market.

#### **COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA**

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

### **BORROWING POWERS OF THE BOARD**

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated October 20, 2020, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 50.00 Crores.

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### **POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME Platform of BSE Limited.

### **COMPENSATION OF OUR MANAGING DIRECTOR AND EXECUTIVE DIRECTORS**

The compensation payable to Managing Director and Executive Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

#### **The following compensation has been approved for Managing Director**

<b>Particulars</b>	<b>Vedant Goel</b>	<b>Montubhai Gandhi</b>	<b>Krina Gandhi</b>
Appointment/Change in Designation	Originally appointed on 22-09-2020 and Designation changed to Managing Director w.e.f. 01-12-2020	Originally appointed as Additional Executive Director on 10-03-2022, Designation changed to Executive Director on 03-08-2022	Originally appointed as Additional Executive Director on 10-03-2022, Designation changed to Executive Director on 03-08-2022
Current Designation	Managing Director	Executive Director	Executive Director
Terms of Appointment	5 years w.e.f. 01-12-2020 Not liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
Remuneration & Perquisites	<u>Remuneration</u> Upto ₹ 1,00,000/- per month Perquisites: None	<u>Remuneration</u> Upto ₹ 70,000/- per month Perquisites: None	<u>Remuneration</u> Upto ₹ 55,000/- per month Perquisites: None
Compensation paid in the year 2022-23	₹ 3.00 lakhs	₹ 8.40 lakhs	₹ 6.60 lakhs

### **BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS**

We have no bonus or profit-sharing plan for our Directors.

### **PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY**

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

**THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS PROSPECTUS ARE AS FOLLOWS:**

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Montubhai Gandhi	Executive Director	9,60,000	25.58%	18.84%
2	Krina Gandhi	Executive Director	1,92,936	5.14%	3.79%

**INTEREST OF OUR DIRECTORS**

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled **“Our Promoters and Promoter Group”** beginning on page no. 136 of this prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section **“Shareholding of Directors in our Company”** above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled **“Financial Information as Restated”** and **“Our Promoters and Promoter Group”** beginning on pages 144 and 136 respectively of this prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the prospectus. For further details, please refer to section titled **“Our Management”** on page no. 120 of this prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

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 said Equity Shares. Except as stated in this section **“Our Management”** or the section titled **“Financial Information – Related Party Transactions”** beginning on page no 120 and 170 respectively of this prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

**CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST THREE (3) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:**

Name	Date	Designation	Reason
Vedant Goel	22-09-2020	Non-Executive Director	Appointment
	01-12-2020	Managing Director	Change of Designation
Anshu Goel	22-09-2020	Non-Executive Director	Appointment
Neha Anshu Goel	22-09-2020	Executive Director	Appointment
	18-05-2023	Executive Director	Cessation
Subhash Tarachand Goel	22-09-2020	Executive Director	Appointment
	18-05-2023	Executive Director	Cessation
Dhananjay Subhash Goel	06-01-2021	Additional Non- Executive Director	Appointment
	10-09-2021	Non-Executive Director	Change of Designation
	18-05-2023	Non-Executive Director	Cessation

Name	Date	Designation	Reason
Sushiladevi Subhash Goel	06-01-2021	Additional Non- Executive Director	Appointment
	10-09-2021	Non-Executive Director	Change of Designation
	18-05-2023	Non-Executive Director	Cessation
Vandana Sanjay Goel	06-01-2021	Additional Non- Executive Director	Appointment
	10-09-2021	Non-Executive Director	Change of Designation
	18-05-2023	Non-Executive Director	Cessation
Montubhai Gandhi	10-03-2022	Additional Executive Director	Appointment
	03-08-2022	Executive Director	Change of Designation
Krina Gandhi	10-03-2022	Additional Executive Director	Appointment
	03-08-2022	Executive Director	Change of Designation
Rohan Kishor Wekhande	03-08-2022	Independent Director	Appointment
Amar Raykantiwar	18-05-2023	Additional Independent Director	Appointment

#### OTHER CONFIRMATIONS:

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this prospectus.
- None of our Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares.
  - (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this prospectus or.
  - (b) delisted from the stock exchanges.
- None of the directors of our Company are debarred from accessing the capital market by SEBI.
- None of the Directors has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc. except as mentioned in this Prospectus.

#### CORPORATE GOVERNANCE

*In terms of Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.*

*Furthermore, in terms of Regulation 15(3) of the SEBI Listing Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.*

*As per the abovementioned provisions of the Listing Regulations, we are not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Our Board has been duly constituted in compliance with the Companies Act. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act, our Board of Directors consists of 6 (Six) Directors (including One Women Director).

Sl. No.	Name of the Director	DIN	Current Designation
1	Vedant Goel	08290832	Managing Director
2	Montubhai Gandhi	07352079	Executive Director
3	Krina Gandhi	09497322	Executive Director
4	Anshu Goel	08290775	Non-Executive Director
5	Rohan Kishore Wekhande	08197194	Independent Director
6	Amar Raykantiwar	09438320	Independent Director

## COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

### ❖ *Audit Committee*

*As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.*

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated May 18, 2023. The Audit Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Rohan Kishore Wekhande	Chairman	Independent Director
Amar Raykantiwar	Member	Independent Director
Anshu Goel	Member	Non-executive Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

**Powers of Audit Committee:** The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To have full access to information contained in the records of the company;
- To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.
- May call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company
- Such powers as the Board may deem fit in accordance with the Act, LODR and any other rules and regulations.

**Role of Audit Committee:** The role of the Audit Committee shall include the following:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;

- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds related through public offers and related matters
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the prospectus/notice in terms of Regulation 32(7).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.



#### ❖ Stakeholders' Relationship Committee

*As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board*

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated May 18, 2023. The Stakeholders' Relationship Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Rohan Kishore Wekhande	Chairman	Independent Director
Amar Raykantiwar	Member	Independent Director
Anshu Goel	Member	Non-executive Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

#### **Role of the Stakeholders Relationship Committee**

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

As required under Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders' Relationship Committee shall meet at least once in a year.

#### ❖ Nomination and Remuneration Committee

*As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.*

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated May 18, 2023. The Nomination and Remuneration Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Rohan Kishore Wekhande	Chairman	Independent Director
Amar Raykantiwar	Member	Independent Director
Anshu Goel	Member	Non-executive Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

#### **Role of the Nomination and Remuneration Committee**

The scope, functions and the terms of reference of the Nomination and Remuneration Committees in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

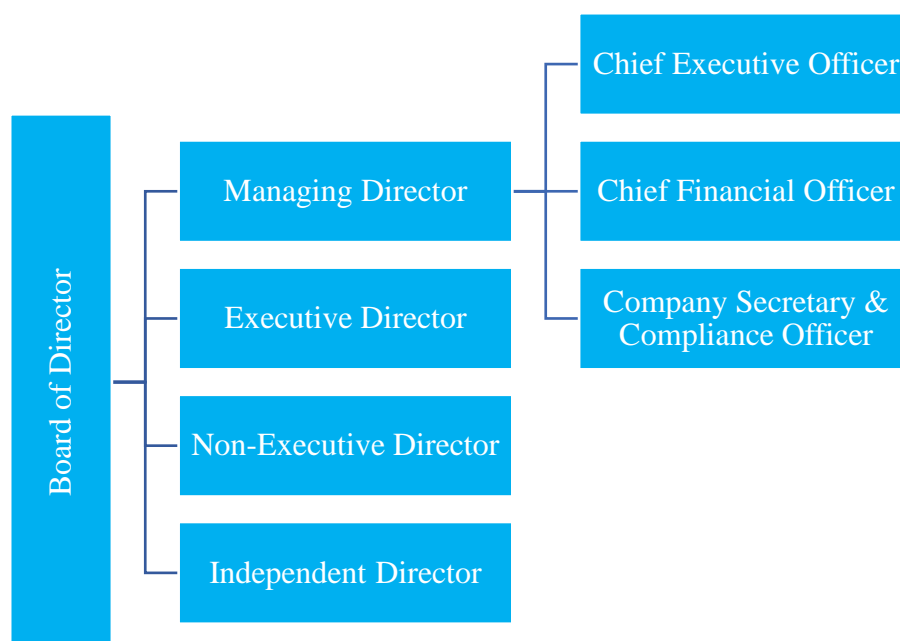
Set forth below are the role of our Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.

❖ **Corporate Social Responsibility Committee:**

*As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.*

The Corporate Social Responsibility committee is not applicable to our company till the date of this prospectus. We will comply with the requirement as and when the CSR is applicable to us.

**MANAGEMENT ORGANIZATIONAL STRUCTURE:****OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

The details of the Key Managerial Personnel and Senior Management as on the date of this prospectus are set out below. All the Key Managerial Personnel and Senior Management are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel and Senior Management.

- Mr. Vedant Goel**, aged about 30 years, Managing Director of our Company. For details, please refer section titled **“Our Management”** beginning on page no. 120 of this Prospectus.
- Mr. Montubhai Gandhi**, aged about 37 years, is the Chief Executive Officer of our company. For details, please refer section titled **“Our Management”** beginning on page no. 120 of this Prospectus.
- Mrs. Krina Gandhi**, aged about 33 years, is the Chief Financial Officer of our company. For details, please refer section titled **“Our Management”** beginning on page no. 120 of this Prospectus.
- Aayushi Khandelwal**, aged about 30 years, is the Company Secretary and Compliance Officer of our Company. She is a qualified company secretary from the Institute of Company Secretaries of India in the year 2018 and has experience in handling secretarial matters. She has been appointed as Company Secretary of our Company since May 18, 2023.

**STATUS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY**

All our key managerial personnel or Senior Management are permanent employees of our Company.

**SHAREHOLDING OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY**

The details of the shareholding of our Key Management Personnel or Senior Management as on the date of this prospectus are as follows: -

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Montubhai Gandhi	Chief Executive Officer	9,60,000	25.58%	18.84%
2	Krina Gandhi	Chief Financial Officer	1,92,936	5.14%	3.79%

#### **BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT**

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel or Senior Management. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel or Senior Management of our Company.

#### **INTERESTS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT**

Except as mentioned above in this prospectus, the Key Management Personnel or Senior Management do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except as disclosed in this prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "*Financial Information as Restated*" beginning on page no 144 of this prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

#### **RELATIONSHIP AMONGST THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY**

Name of KMP & Designation	Name of other KMP & Designation	Relation
Montubhai Gandhi- Chief Executive Officer	Krina Gandhi- Chief Financial Officer	Spouse

#### **RELATIONSHIP BETWEEN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT**

Name of the Director & Designation	Name of the KMP and Designation	Relation
Montubhai Gandhi- Executive Director and Chief Executive Officer	Krina Gandhi- Executive Director and Chief Financial Officer	Spouse

#### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS**

None of the above Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

#### **DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or Senior Management have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

#### **EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this prospectus.

#### **LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY**

None of the Directors or Key Managerial Personnels or Senior Management have availed loan from our Company which is outstanding as on the date of this prospectus.

**CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT DURING THE LAST THREE (3) YEARS**

The changes in the Key Managerial Personnel or Senior Management of our Company in the last three (3) years are as follows:

Name	Date	Designation	Reason
Vedant Goel	01-12-2020	Managing Director	Change of Designation
Montubhai Gandhi	18-05-2023	Chief Executive Officer	Appointment
Krina Gandhi	18-05-2023	Chief Financial Officer	Appointment
Aayushi Khandelwal	18-05-2023	Company Secretary	Appointment

## OUR PROMOTERS AND PROMOTER GROUP

### 1. Our Promoters:

Our Promoter is Alphalogic Techsys Limited. As on the date of this prospectus, our Promoter hold 26,00,064 Equity Shares which in aggregate, almost constitutes 69.28% of the pre issued paid-up Equity Share capital of our Company.

#### (i) Details of Individual Promoters of our Company:

We don't have any Individual Promoters.

#### (ii) Details of Body Corporate Promoter of our Company

##### **M/s. Alphalogic Techsys Limited**

##### *Corporate Information*

Alphalogic Techsys Limited was originally incorporated as Alphalogic Inc (Proprietorship Firm of Mr. Anshu Goel at Pune, Maharashtra in the year 2016. Later on, March 17, 2018, the proprietorship firm converted into Partnership Firm. Subsequently the Partnership Firm converted into Company in the name and style of "Alphalogic Techsys Limited" on December 13, 2018 bearing Corporate Identification Number U72501PN2018PLC180757.

M/s. Alphalogic Techsys Limited was listed on Start-up Segment of SME Platform of BSE Limited as one of the first company to list on BSE Start-up platform and later migrated to Mainboard Platform on December 16, 2021. M/s. Alphalogic Techsys Limited (the holding company) is engaged in the business of providing Information Technology (IT) and related services.

##### *Promoters of Alphalogic Techsys Limited*

1. Anshu Goel
2. Dhananjay Subhash Goel

##### *Directors of Alphalogic Techsys Limited*

1. Pawan Bansal (DIN 00312962)
2. Rohan Kishor Wekhande (DIN: 08197194)
3. Anshu Goel (DIN: 08290775)
4. Neha Anshu Goel (DIN: 08290823)
5. Vedant Goel (DIN: 08290832)
6. Amar Raykantiwar (DIN: 09438320)

##### *Details of change in control:*

There has been no change in the control of Alphalogic Techsys Limited in the three years immediately preceding the filing of this Prospectus.

##### *Capital Structure of Alphalogic Techsys Limited*

Particulars	Aggregate Nominal Value (in ₹)
<b>Authorized Share Capital</b>	
4,20,00,000 Equity Shares of Rs. 5/- each	21,00,00,000
<b>Issued, subscribed and paid-up Equity Share Capital</b>	
3,51,42,767 equity shares of Rs. 5/- each	17,57,13,835



**Shareholding Pattern of Alphalogic Techsys Limited as on March 31, 2023**

<b>Name of Shareholders</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
<b>Promoters (A)</b>	<b>2,06,35,272</b>	<b>58.72</b>
Anshu Goel	1,37,46,240	39.12
Dhananjay Subhash Goel	68,89,032	19.60
<b>Promoter Group (B)</b>	<b>50,18,167</b>	<b>14.28</b>
Neha Anshu Goel	22,17,804	6.31
Vedant Goel	16,65,468	4.74
Anshu Subhash Goel HUF	9,13,300	2.60
Sushiladevi Subhash Goel	73,965	0.21
Subhash Tarachand Goel	73,965	0.21
Abhishek Ramesh Goel	73,665	0.21
<b>Public (C)</b>	<b>94,89,328</b>	<b>27.00</b>
<b>Total</b>	<b>3,51,42,767</b>	<b>100.00</b>

The Shareholding pattern of Alphalogic Techsys Limited can be accessed on the website of BSE Limited at <https://www.bseindia.com/stock-share-price/alphalogic-techsys-ltd/alphalogic/542770/shareholding-pattern/>

**Financial Information of Alphalogic Techsys Limited**

The financial Information of Alphalogic Techsys Limited can be accessed on the website of BSE Limited at <https://www.bseindia.com/stock-share-price/alphalogic-techsys-ltd/alphalogic/542770/financials-annual-reports/>

**Declaration by our Corporate Promoter**

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Company Registration Number and addresses of the Registrars of Companies of our Promoters to BSE separately at the time of filing the prospectus.

**CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY**

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

**EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled **“Our Management”** beginning on page no. of 120 this Prospectus.

**INTERESTS OF OUR PROMOTERS**

**Interest in the Promotions of our Company:**

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter’s shareholding, please refer to chapter titled **“Capital Structure”** beginning on page 56 of this Prospectus.

**Interest in the property of our Company:**

Except as given in the chapter titled **“Our Business”** beginning on page 91 of this Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

**Interest as Member of our Company:**

As on the date of this Prospectus, our Promoter and Promoter Group collectively hold 37,53,000 of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled **“Our Management”** in that Remuneration details of our Directors on page 120 of this Prospectus, our Promoter does not hold any other interest in our Company.

***Interest in transactions for acquisition of land, construction of building and supply of machinery:***

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

***Interest of Promoters in Sales and Purchases:***

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled “***Financial Information - Related Party Transactions***” beginning on page no. 170 of this prospectus.

***Other Interests in our Company:***

Except as disclosed in this prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

***Confirmations:***

Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.
- Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI
- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

**PAYMENT OR BENEFITS TO THE PROMOTERS IN THE LAST TWO (2) YEARS**

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled “***Financial Information - Related Party Transactions***” beginning on page no. 170 of this prospectus.

**LITIGATION DETAILS PERTAINING TO OUR PROMOTERS**

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled “***Outstanding Litigations and Material Developments***” beginning on page no. 180 of this prospectus.

**DISASSOCIATION BY THE PROMOTERS FROM ENTITIES IN THE LAST THREE YEARS**

None of our Promoters have disassociated themselves from any of the entities in the last three years.

**MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS**

Except as stated in the chapter titled “***Financial Indebtedness***” beginning on page 172 of this Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

**EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “***Our Management***” beginning on page 120 of this Prospectus.

**COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP ENTITIES**

Some of our Group Entities are involved in similar line of business as that of our Company. For further information on common pursuits and risks associated, please refer risk factor on ‘*conflicts of interest*’ in chapter titled “***Risk Factors***” beginning on page 21 of this Prospectus.

○ **Our Promoter Groups:**

In compliance with SEBI Guideline, “**Promoter Group**” pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

**A) Promoter**

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:

- Alphalogic Techsys Limited

**B) Natural persons forming part of Promoter Group**

- Anshu Goel
- Abhishek Ramesh Goel
- Neha Anshu Goel
- Subhash Tarachand Goel
- Vedant Goel
- Dhananjay Subhash Goel
- Sushiladevi Subhash Goel
- Anshu Subhash Goel (HUF)
- Ashish Surendra Jindal

**C) Entities forming part of Promoter Group**

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Company

Faraday Digital Inc, USA

LLP

Neo Mega Steel LLP

**D) All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Prospectus under the heading “shareholding of the promoter group”:**

- Montubhai Gandhi
- Krina Gandhi
- Abhishek Ramesh Goel
- Neha Anshu Goel
- Subhash Tarachand Goel
- Vedant Goel
- Dhananjay Subhash Goel
- Sushiladevi Subhash Goel

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “*Group Companies/Entities*” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the below mentioned are considered as Group Entities of our Company (Companies which are no longer associated with our Company have not been disclosed as Group Companies.): -

### 1. *Alphalogic Techsys Limited*

For further details, kindly refer the chapter titled “*Our Promoters and Promoter Group*” on page no. 136 of this Prospectus.

### 2. *Neo Mega Steel LLP*

<b>Name of the Entity</b>	Neo Mega Steel LLP		
<b>Category</b>	Limited Liability Partnership		
<b>Name of Partners</b>	<ul style="list-style-type: none"> <li>○ Vijaykumar Khyaliramji Mahipal (Designated Partner)</li> <li>○ Abhishek Kumar Mahipal (Designated Partner)</li> <li>○ Ayush Pawan Bansal (Designated Partner)</li> <li>○ Lakshya Chamaria (Designated Partner)</li> <li>○ Vedant Goel (Partner)</li> </ul>		
<b>Brief Description and nature of activity or Business</b>	The entity is engaged in the business of Retail Trade, except of Motor Vehicles and Motorcycles, Repair of Personal and Household Goods		
<b>Date of Incorporation</b>	November 04, 2015		
<b>LLPIN</b>	AAF-1208		
<b>PAN</b>	AAJFH0401P		
<b>Registered Office Address</b>	Survey No.309/1, Uruli Devanchi, Handewadi Road, Near IOC Petrol Pump, Uruli Devanchi, Pune - 412308, Maharashtra		
<b>Audited Financial Information (₹ in lakhs):</b>			
<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
<b>Partner’s Capital</b>	Audited Financial Information is not available	205.07	96.10
<b>Net worth</b>		205.07	96.10
<b>Total Revenue</b>		17639.57	5710.93
<b>Profit/(Loss) after tax</b>		87.03	45.18

### 3. *Shree Krishna Engicorp*

Shree Krishna Engicorp was categorized as our Group Entity by virtue of Mrs. Krina Gandhi being the proprietor of Shree Krishna Engicorp.

Shree Krishna Engicorp (proprietorship firm of Mrs. Krina Gandhi) was engaged in the metal fabrication activities and the firm has closed its business w.e.f. February 28, 2022. The GST Registration bearing no. 27AUWPG7520R1ZO has also been surrendered and cancelled w.e.f May 05, 2023.

Thus, Shree Krishna Engicorp has not been categorized as a Group Entity of Alphalogic Industries Limited due to its discontinuation of business.

## LITIGATION

Our Group Company is not party to any pending litigation which may have a material impact on our Company. For details, see “*Outstanding Litigation and Material Developments* – Litigations involving Group Companies” beginning on page 180 of this Prospectus.

## NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

- Our Group Companies do not have any interest in the promotion of our Company.
- Our Group Companies are not interested in the properties acquired by our company in the three (3) years preceding the filing of this Prospectus or proposed to be acquired by our Company.
- Our Group Companies are not interested in any transactions for acquisition of plant, construction of building or supply of machinery.

## RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in the chapter titled “*Restated Financial Statements - Related Party Transactions*” beginning on page 170 of this Prospectus, there are no other business transactions between our Company and Group Companies.

## BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in the chapter “*Restated Financial Statements*” beginning on page 144, our Group Company do not have or propose to have any business interest in our Company.

## OTHER CONFIRMATIONS

- Except equity shares of Alphalogic Techsys Limited, no other equity shares of our Group Company are listed on any stock exchange.
- Except as disclosed, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Prospectus. For further details, please see the chapter “*Other Regulatory and Statutory Disclosures*” beginning on page 188 of this Prospectus.
- None of the securities of our Group Company has been refused listing by any stock exchange in India or abroad during last ten years, nor has our Group Company failed to meet the listing requirements of any stock exchange in India or abroad.

**RELATED PARTY TRANSACTIONS**

For details on related party transactions (As per the requirement under Accounting Standard 24 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this prospectus i.e., for the financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 please refer to Section titled, **Financial Information - Related Party Transactions**, beginning on page 170 of this prospectus.



## DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

**SECTION IX: FINANCIAL INFORMATION****FINANCIAL STATEMENTS AS RESTATED****Independent Auditor's Examination report on Restated Financial Statement**

To,  
The Board of Directors  
Alphalogic Industries Ltd.  
[Formerly known as Alphalogic Trademart Ltd.]  
405, Pride Icon, Kharadi Bypass Road,  
Kharadi, Pune - 411014

Dear Sirs,

1. We have examined the attached Restated Financial statement of **Alphalogic Industries Limited** (Formerly known as Alphalogic Trademart Limited) (the "Company" or the "Issuer") comprising the Restated Summary of Assets and Liabilities as at 31<sup>st</sup> March, 2023 , 31<sup>st</sup> March 2022, 31<sup>st</sup> March, 2021, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2023 , 31<sup>st</sup> March 2022, 31<sup>st</sup> March, 2021, and the Summary Statement of Significant Accounting Policies, and other explanatory information, annexed to this report (collectively, the "**Restated Financial Statements**" or "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 18<sup>th</sup> May 2023 for the purpose of inclusion in the Draft Prospectus/Prospectus prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("**SME IPO**") at SME Platform of BSE Limited.
2. These restated Summary Statement have been prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**")
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("**ICDR Regulations**"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies (Maharashtra) and the Stock Exchange where the equity shares of the Company are proposed to be listed (SME Platform of BSE Ltd.) in connection with the proposed SME IPO. The Restated Financial Statement have been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** to the Restated Financial Statements. The Restated Financial Statements have been extracted by the management from the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March, 2021. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Statements taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 12<sup>th</sup> May 2023 in connection with the proposed IPO of equity shares of the Company;
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of Equity Shares of the Company.
5. These Restated Financial Statements have been compiled by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 which has been approved by the Board of Directors.
6. We have audited the financial statements of the company as at and for year ended on March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act. read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India and has been approved by the Board of Directors at their meeting held on May 12, 2023, May 27, 2022 and June 28, 2021 respectively.
7. Based on our examination and according to the information and explanations given to us, we report that:
  - a) The “**Restated Summary Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at and for the year ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The “**Restated Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company as at and for the period ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The “**Restated Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company as at and for the period ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

- e) The Restated Financial Statements have been made after incorporating adjustments for the changes in accounting policies, material errors and regroupings/reclassifications retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- f) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended on March 31, 2023, March 31, 2022 and March 31, 2021 which would require adjustments in this Restated Financial Statements of the Company;
- g) There are no Extra-ordinary items that needs to be disclosed separately in the accounts.
- h) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV & V** to this report;
- i) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- j) the company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the years ended March 31, 2023, March 31, 2022 and March 31,2021 proposed to be included in the Draft Prospectus/Prospectus.

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Fixed Assets
I.2	Restated Statement of Non-current Investment
I.3	Restated Statement of Long-Term Loans and Advances
I.4	Restated Statement of Other Non-current Assets
I.5	Restated Statement of Current Investment
I.6	Restated Statement of Inventory
I.7	Restated Statement of Trade Receivables
I-8	Restated Statement of Cash and Cash Equivalents
I.9	Restated Statement of Short-Term Loans and Advances
I.10	Restated Statement of Other Current Assets
I.11	Restated Statement of Share Capital
I.12	Restated Statement of Reserves & Surpluses
I.13	Restated Statement of Long-Term Borrowings
I.14	Restated Statement of Deferred Tax Liabilities/Assets
I.15	Restated Statement of Other Long term Borrowings
I.16	Restated Statement of Long-Term Provision
I.17	Restated Statement of Short-Term Borrowings
I.18	Restated Statement Current Maturity of Long-Term Borrowings
I.19	Restated Statement of Trade Payables
I.20	Restated Statement of Other Current Liabilities
I.21	Restated Statement of Short-Term Provisions
I.22	Restatement of Current Tax Liabilities (Net)
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
II.1	Restated Statement of Revenue from operations

II.2	Restated Statement of Revenue from Other Income
II.3	Restated Statement of Cost of Material Consumed
II.4	Restated Statement of Purchase of Stock in Trade
II.5	Restated Statement of Changes in Inventory
II.6	Restated Statement of Employee Benefit Expenses
II.7	Restated Statement of Other Expenses
II.8	Restated Statement of Financial Charges
II.9	Restated Statement of Provision for Taxation
Other Annexures:	
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Contingent Liabilities and Commitments

9. We, M/s. Patki and Soman, 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. 013918 dated 03 January 2022 issued by the “**Peer Review Board**” of the ICAI which is valid till December 31, 2024.
10. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Ind AS financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, SME Platform of BSE and Registrar of Companies (Maharashtra) 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 Patki and Soman**  
**Chartered Accountants**  
**Firm Reg. No: 107830W**

Sd/-

**Shripad S. Kulkarni**  
**Partner**  
**Membership No: 121287**  
**Place: Pune**  
**Date: 18-05-2023**  
**UDIN: 23121287BGUTLI4458**

**ANNEXURE - I**  
**STATEMENT OF STANDALONE ASSETS & LIABILITIES, AS RESTATED**

Particulars	Note No.	As on (Rs. In Lakhs)		
		31-03-2023	31-03-2022	31-03-2021
<b>I. ASSETS</b>				
<b>(1) Non-Current Assets</b>				
<b>a) Fixed Assets</b>				
(i) Property, Plant and Equipments	I.1	64.97	28.14	0.62
(ii) Intangible Assets		-	-	-
(iii) Capital Work-In-Progress		40.21	-	-
(iv) Intangible assets under development				
<b>Total Fixed Assets</b>		<b>105.18</b>	<b>28.14</b>	<b>0.62</b>
b) Non - current Investments	I.2	-	-	-
c) Long Term Loans and Advances	I.3	207.27	191.74	74.93
d) Other Non- current Assets	I.4	105.97	2.00	-
<b>Total Non Current Assets</b>		<b>313.24</b>	<b>193.74</b>	<b>74.93</b>
<b>(2) Current assets</b>				
a) Current investments	I.5	-	-	-
b) Inventories	I.6	215.15	59.94	-
c) Trade Receivables	I.7	239.17	80.80	1.20
d) Cash and Cash Equivalents balances	I.8	-	0.57	0.15
e) Short Term Loans and advances	I.9	-	-	-
f) Other Current Assets	I.10	44.99	10.75	-
<b>Total Current Assets</b>		<b>499.31</b>	<b>152.06</b>	<b>1.35</b>
<b>Total Assets</b>		<b>917.73</b>	<b>373.94</b>	<b>76.90</b>
<b>II. EQUITY &amp; LIABILITIES</b>				
<b>(1) Shareholders Fund</b>				
a) Share capital	I.11	31.28	19.61	10.00
b) Reserves and surplus	I.12	402.30	65.85	8.29
<b>Total Shareholders Fund</b>		<b>433.58</b>	<b>85.46</b>	<b>18.29</b>
<b>(2) Share application money pending allotment</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Non-Current Liabilities</b>				
a) Long-Term Borrowings	I.13	-	-	-
b) Deferred Tax Liability (Net)	I.14	1.33	0.58	0.05
c) Other Long Term Liabilities	I.15	-	-	-
d) Long Term provisions	I.16	-	-	-
<b>Total Non Current Liabilities</b>		<b>1.33</b>	<b>0.58</b>	<b>0.05</b>
<b>(4) Current Liabilities</b>				
a) Short Term Borrowings	I.17	370.83	168.24	55.75
b) Current Maturity of Long Term Borrowings	I.18	-	-	-
c) Trade Payables	I.19	-	-	-
- total outstanding dues of MSME; and		-	-	-
- total outstanding dues of creditors other than MSME		27.89	96.16	0.45
d) Other Current Liabilities	I.20	62.30	18.27	1.20
e) Short Term Provisions	I.21	1.35	3.10	0.74
f) Current Tax Liabilities (Net)	I.22	20.45	2.13	0.43
<b>Total Current Liabilities</b>		<b>482.82</b>	<b>287.90</b>	<b>58.57</b>
<b>Total Equity &amp; Liability</b>		<b>917.73</b>	<b>373.94</b>	<b>76.90</b>

For,  
PATKI & SOMAN  
Chartered Accountants  
Firm Reg. No: - 107830W

Sd/-

SHRIPAD S. KULKARNI  
Partner  
Membership No: - 121287  
Place: - Pune  
Date: - 18-05-2023  
UDIN:- 23121287BGUTLI4458

For and on Behalf of the Board of  
Alphalogic Industries Limited

Sd/-  
VEDANT GOEL  
MANAGING DIRECTOR  
DIN: - 08290832

Sd/-  
KRINA GANDHI  
CHIEF FINANCIAL OFFICER

Sd/-  
MONTU BHAI GANDHI  
DIRECTOR  
DIN: - 07352079

Sd/-  
AAYUSHI KHANDELWAL  
COMPANY SECRETARY  
(Membership No: 56685)



**ANNEXURE - II**  
**STATEMENT OF STANDALONE PROFIT & LOSS, AS RESTATED**

Particulars	Note No.	For the Year ended on (Rs. In lakhs)		
		31-03-2023	31-03-2022	31-03-2021
<b>Income</b>				
Revenue from Operations	II.1	1,801.85	784.33	322.33
Other Income	II.2	21.29	-	-
<b>Total Income</b>		<b>1,823.14</b>	<b>784.33</b>	<b>322.33</b>
<b>Expenditure</b>				
Cost of Material Consumed	II.3	1,280.77	672.60	297.60
Purchase of Stock-in-Trade	II.4	-	-	-
Change in Inventories	II.5	(36.01)	(1.26)	-
Employee Benefit Expenses	II.6	81.60	29.37	6.00
Other Expenses	II.7	156.33	10.22	1.39
<b>Total Expenses</b>		<b>1,482.69</b>	<b>710.93</b>	<b>304.99</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>340.45</b>	<b>73.40</b>	<b>17.34</b>
Depreciation & Amortisation Expenses	I.1	8.42	1.09	0.09
<b>Profit Before Interest and Tax</b>		<b>332.03</b>	<b>72.31</b>	<b>17.25</b>
Financial Charges	II.8	38.82	31.27	6.18
<b>Profit before Taxation</b>		<b>293.21</b>	<b>41.04</b>	<b>11.07</b>
Provision for Taxation	II.9	73.05	10.00	2.74
Provision for Deferred Tax		0.75	0.53	0.05
<b>Total</b>		<b>73.80</b>	<b>10.53</b>	<b>2.79</b>
<b>Profit/ Loss for the period from continuing operations</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Other Comprehensive Income</b>				
A(i) Items that will not be reclassified to profit/ loss		-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit/ loss		-	-	-
B(i) Items that will be reclassified to profit/ loss		-	-	-
(ii) Income Tax relating to items that will be reclassified to profit/ loss		-	-	-
<b>Profit After Tax but Before Extra ordinary Items</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
Extraordinary Items		-	-	-
<b>Profit Attributable to Minority Shareholders</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Profit after adjustments</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
<b>Earnings per equity share (for continuing operations)</b>				
Basic		111.53	28.84	8.29
Diluted		111.53	28.84	8.29

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

For,  
PATKI & SOMAN  
Chartered Accountants  
Firm Reg. No: - 107830W

Sd/-

SHRIPAD S. KULKARNI  
Partner  
Membership No: - 121287  
Place: - Pune  
Date: - 18-05-2023  
UDIN:- 23121287BGUTLI4458

For and on Behalf of the Board of  
Alphalogic Industries Limited

Sd/-

VEDANT GOEL  
MANAGING DIRECTOR  
DIN: - 08290832

Sd/-

KRINA GANDHI  
CHIEF FINANCIAL OFFICER

Sd/

MONTU BHAI GANDHI  
DIRECTOR  
DIN: - 07352079

Sd/-

AAYUSHI KHANDELWAL  
COMPANY SECRETARY  
(Membership No: 56685)

**ANNEXURE - III**  
**STATEMENT OF STANDALONE CASH FLOW, AS RESTATED**

Particulars	For the Year ended on (Rs. In lakhs)		
	31-03-2023	31-03-2022	31-03-2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax as per Profit & Loss A/c	293.21	41.04	11.07
Adjusted for :			
a. Depreciation	8.42	1.09	0.09
b. Interest Expenses & Finance Cost	38.82	31.27	6.18
c. Other Adjustments	-	-	-
d. Interest & Other Income	(21.29)	-	-
<b>Operating profit before working capital changes</b>	<b>319.16</b>	<b>73.40</b>	<b>17.34</b>
Adjusted for :			
a. Decrease / (Increase) in Inventories	(155.21)	(59.94)	-
b. Decrease / ( Increase ) in trade receivable	(158.37)	(79.60)	(1.20)
c. Decrease / ( Increase ) in Current Investments	-	-	-
d. ( Increase ) / Decrease in short term loans and advances	-	-	-
e. Increase / ( Decrease ) in Trade Payables	(68.27)	95.71	0.45
f. Increase / (Decrease) in short term provisions	(1.75)	2.36	0.74
g. Increase / ( Decrease ) in other current liabilities	44.03	17.07	1.19
h. ( Increase ) / Decrease in Other Current Assets	(34.24)	(10.75)	-
i. (Increase) / Decrease in Advance	2.00	-	-
<b>Cash generated from operations</b>	<b>(52.65)</b>	<b>38.26</b>	<b>18.52</b>
Net Income Tax (Paid)/Refund	(54.73)	(8.31)	(2.30)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>(107.38)</b>	<b>29.95</b>	<b>16.22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITES</b>			
a. (Purchase) Sale of Fixed Assets	(85.48)	(28.61)	(0.71)
b.( Purchase) / Sale of non-current investment	(105.97)	-	-
c. ( Increase ) / Decrease in Long term loans and advances	(15.53)	(118.81)	(74.93)
d. Increase / ( Decrease ) in Long Term Provisions	-	-	-
e. ( Increase ) / Decrease in Other Non Current Assets	-	-	-
f. (Increase) in Misc. Expenses	-	-	-
g. Interest & Other Income	21.29	-	-
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>(185.69)</b>	<b>(147.42)</b>	<b>(75.64)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest & Finance Cost	(38.82)	(31.27)	(6.18)
b. Proceeds from share issued including Premium	128.72	36.67	10.00
c. ( Repayments ) / proceeds of long term borrowings	-	-	-
d. ( Repayments ) / proceeds of short term borrowings	202.59	112.49	55.75
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>292.49</b>	<b>117.89</b>	<b>59.57</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>(0.57)</b>	<b>0.42</b>	<b>0.15</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>0.57</b>	<b>0.15</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>(0.00)</b>	<b>0.57</b>	<b>0.15</b>

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard -7 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

## Annexure – I.1

## Restated Statement of Fixed Assets

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>A) Tangible Assets</b>			
<b>Building</b>			
Gross Block - Opening Balance	6.00	-	-
Addition/Sale during the year	18.68	6.00	-
<b>Gross Block - Closing Balance</b>	<b>24.68</b>	<b>6.00</b>	-
Accumulated Depreciation - Opening Balance	0.26	-	-
Depreciation during the year	2.58	0.26	-
<b>Accumulated Depreciation - Closing Balance</b>	<b>2.84</b>	<b>0.26</b>	-
<b>Net Block</b>	<b>21.83</b>	<b>5.74</b>	-
<b>Plant &amp; Machinery</b>			
Gross Block - Opening Balance	21.95	-	-
Addition/Sale during the year	12.76	21.95	-
<b>Gross Block - Closing Balance</b>	<b>34.71</b>	<b>21.95</b>	-
Accumulated Depreciation - Opening Balance	0.63	-	-
Depreciation during the year	4.79	0.63	-
<b>Accumulated Depreciation - Closing Balance</b>	<b>5.42</b>	<b>0.63</b>	-
<b>Net Block</b>	<b>29.29</b>	<b>21.32</b>	-
<b>Furniture &amp; Fittings</b>			
Gross Block - Opening Balance	-	-	-
Addition/Sale during the year	7.08	-	-
<b>Gross Block - Closing Balance</b>	<b>7.08</b>	-	-
Accumulated Depreciation - Opening Balance	-	-	-
Depreciation during the year	0.22	-	-
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.22</b>	-	-
<b>Net Block</b>	<b>6.86</b>	-	-
<b>Computers, Printers &amp; Other Accessories</b>			
Gross Block - Opening Balance	1.37	0.71	-
Addition/Sale during the year	2.66	0.66	0.71
<b>Gross Block - Closing Balance</b>	<b>4.03</b>	<b>1.37</b>	<b>0.71</b>
Accumulated Depreciation - Opening Balance	0.30	0.09	-
Depreciation during the year	0.59	0.21	0.09
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.89</b>	<b>0.30</b>	<b>0.09</b>
<b>Net Block</b>	<b>3.14</b>	<b>1.07</b>	<b>0.62</b>
<b>Office Equipments</b>			
Gross Block - Opening Balance	-	-	-
Addition/Sale during the year	4.09	-	-
<b>Gross Block - Closing Balance</b>	<b>4.09</b>	-	-
Accumulated Depreciation - Opening Balance	-	-	-
Depreciation during the year	0.24	-	-
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.24</b>	-	-
<b>Net Block</b>	<b>3.85</b>	-	-
<b>Total Net Block of Tangible Assets</b>	<b>64.97</b>	<b>28.14</b>	<b>0.62</b>
<b>B) Capital Work-In-Progress</b>			
Gross Block - Opening Balance	-	-	-
Addition/Sale during the year	40.21	-	-
<b>Gross Block - Closing Balance</b>	<b>40.21</b>	-	-
<b>Total</b>	<b>105.19</b>	<b>28.14</b>	<b>0.62</b>

## Annexure – I.2

## Restated Statement of Non - current Investments

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
NIL	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Annexure – I.3

## Restated Statement of Long Term Loans &amp; Advances

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Loans to Related Parties</b>			
Considered Good – Unsecured	-	-	29.13
<b>Other Loans</b>			
Considered Good – Unsecured	207.27	191.74	45.80
<b>Total</b>	<b>207.27</b>	<b>191.74</b>	<b>74.93</b>

## Annexure – I.4

## Restated Statement of Other Non-current Assets

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
Capital Advance	-	2.00	-
Deposits	2.34	-	-
IDFC Bank - FD Account	103.63	-	-
<b>Total</b>	<b>105.97</b>	<b>2.00</b>	<b>-</b>

1. Fixed deposits of 100.00 lakhs has been created on 2nd Sept, 2022 having maturity on 21st Sept, 2024

## Annexure – I.5

## Restated Statement of Current Investments

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
NIL	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Annexure – I.6

## Restated Statement of Inventories

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
Raw Materials	177.88	58.68	-
Finished Goods	4.79	1.26	-
Work-In-Progress	32.48	-	-
<b>Total</b>	<b>215.15</b>	<b>59.94</b>	<b>-</b>

1. Cost of Inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition.

2. Cost of Raw Material is determined on Weighted Average Method.

## Annexure – I.7

<b>Restated Statement of Trade Receivables</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Undisputed Trade receivables – considered good	239.17	80.80	1.20	
Undisputed Trade receivables – considered doubtful	-	-	-	
Disputed Trade receivables – considered good	-	-	-	
Disputed Trade receivables – considered doubtful	-	-	-	
<b>Total</b>	<b>239.17</b>	<b>80.80</b>	<b>1.20</b>	

*Note: Trade Receivable Ageing schedule**(Rs. In lakhs)*

<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Less Than 6 Months	229.21	80.80	1.20	
6 Months - 1 Years	9.96	-	-	
1 - 2 Years	-	-	-	
2 - 3 Years	-	-	-	
More Than 3 Years	-	-	-	
<b>Total</b>	<b>239.17</b>	<b>80.80</b>	<b>1.20</b>	

## Annexure – I.8

<b>Restated Statement of Cash and Cash Equivalents</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Cash In Hand	-	-	-	
Balance With Bank (in Current Accounts)	-	0.57	0.15	
Fixed Deposit in Bank	-	-	-	
<b>Total</b>	<b>-</b>	<b>0.57</b>	<b>0.15</b>	

## Annexure – I.9

<b>Restated Statement of Short Term Loans and Advances</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
<b>Loans and Advances to others Unsecured, Considered good</b>				
(a) Advance Tax & TDS	-	-	-	
(b) Loans Given	-	-	-	
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	

## Annexure – I.10

<b>Restated Statement of Other Current Assets</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
GST Credit Receivable	1.71	10.75	-	
Advance to Supplier	35.37	-	-	
Prepaid Expenses	7.56	-	-	
Other Assets	0.34	-	-	
<b>Total</b>	<b>44.99</b>	<b>10.75</b>	<b>-</b>	

## Annexure – I.11

## Restated Statement of Share Capital

(Rs. In lakhs)

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Authorised Capital</b>			
Authorised Capital	510.00	20.00	10.00
(51,00,000 Equity shares of ₹10/- each for the year ended 31st March 2023)			
(2,00,000 Equity Shares of ₹10/- each for the year ended 31st March 2022)			
(1,00,000 Equity Shares of ₹10/- each for the year ended 31st March 2021)			
<b>Issued, Subscribed &amp; Fully Paid-up</b>			
Issued, Subscribed & Fully Paid-up	31.28	19.61	10.00
(3,12,750 Equity shares of ₹10/- each for the year ended 31st March 2023)			
(1,96,078 Equity shares of ₹10/- each for the year ended 31st March 2022)			
(1,00,000 Equity Shares of ₹10/- each for the year ended 31st March 2021)			

Note: The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

## Reconciliation of No. of Shares Outstanding at the end of the year

(No. of Equity Shares)

Particulars	31-03-2023	31-03-2022	31-03-2021
Shares outstanding at the beginning of the year	1,96,078	1,00,000	-
Shares issued during the year	-	-	1,00,000
Right issue of Equity Shares	1,16,672	96,078.00	-
Bonus Issued during the year	-	-	-
<b>Share outstanding at the end of the year</b>	<b>3,12,750</b>	<b>1,96,078</b>	<b>1,00,000</b>

## Notes:

(i) The company has one class of equity shares having a par value of ₹10 each.

(ii) Each shareholder is eligible for one vote per share held.

(iii) Each holder of the Equity Share is entitled to one vote per Share. The Company declares and pays dividend in Indian Rupees.

(iv) In the event of liquidation of the Company, the holders of Equity Shares shall be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of Equity Shares held by the Shareholders. No preferential amounts exist as on the Balance Sheet date.

## Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Alphalogic Techsys Limited</b>			
No. of Shares	2,16,672	1,00,000	1,00,000
% Holding	69.28%	51.00%	100.00%
<b>Montubhai Gandhi</b>			
No. of Shares	80,000	80,000	-
% Holding	25.58%	40.80%	0.00%
<b>Krina Gandhi</b>			
No. of Shares	16,078	16,078	-
% Holding	5.14%	8.20%	0.00%



**Details of Shareholding of Promoters**

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Alphalogic Techsys Limited</b>			
No. of Shares	2,16,672	1,00,000	1,00,000
% Holding	69.28%	51.00%	100.00%
% change during the year	0.00%	0.00%	0.00%

**Note on Shareholding of Promoters :**

Following is the list of initial shareholders holding shares in their name on behalf of Alphalogic Techsys Ltd.

Name of Shareholder	No. of shares held on behalf of Alphalogic Techsys Ltd.
Neha Goel	15.00
Subhash Goel	15.00
Vedant Goel	15.00
Dhananjay Goel	15.00
Sushiladevi Goel	15.00
Abhishek Goel	15.00

**Notes:**

In the period of five years immediately preceding March 31, 2023

(i) During the year 2022-23, the company has made an allotment of 1,16,672 equity shares of ₹10 each amounting to ₹11,66,720 by way of Rights Issue.

The shares were issued at a premium of ₹105 per share amounting to ₹1,22,50,560.

(ii) During the year 2021-22, the company has made an allotment of 96,078 equity shares of ₹10 each amounting to ₹9,60,780 by way of Rights Issue.

The shares were issued at a premium of ₹28.50 per share amounting to ₹27,38,223.

**Annexure – I.12****Restated Statement of Reserve & Surplus***(Rs. In lakhs)*

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Statement of Profit &amp; Loss</b>			
Opening balance	65.86	8.29	-
Add: Profit for the year	219.41	30.51	8.29
<b>Total</b>	<b>285.26</b>	<b>38.80</b>	<b>8.29</b>
Less: Utilised for Bonus Issue	-	-	-
<b>Balance as at the end of the year for Profit &amp; Loss</b>	<b>285.26</b>	<b>38.80</b>	<b>8.29</b>
Security Premium Reserve	122.51	27.38	-
Less: Share Issue Expense	(5.46)	(0.32)	-
<b>Balance as at the end of the year for Security Premium</b>	<b>117.04</b>	<b>27.06</b>	<b>-</b>
Revaluation Reserves, if any	-	-	-
<b>Total Reserve &amp; Surplus</b>	<b>402.30</b>	<b>65.86</b>	<b>8.29</b>

**Annexure – I.13****Restated Statement of Long Term Borrowings***(Rs. In lakhs)*

Particulars	31-03-2023	31-03-2022	31-03-2021
NIL	-	-	-

## Annexure – I.14

Restated Statement of Deferred Tax Liabilities/Assets		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
<b>Deferred Tax Assets/Liabilities Provision</b>				
WDV As Per Companies Act 2013	8.42	1.09	0.09	
WDV As Per Income tax Act	11.41	3.21	0.28	
Difference in WDV	<b>2.99</b>	<b>2.12</b>	<b>0.19</b>	
<b>(DTA)/DTL</b>	<b>0.75</b>	<b>0.53</b>	<b>0.05</b>	
<b>Deferred Tax Assets Provision</b>				
Opening Balance of (DTA)/DTL	<b>0.58</b>	<b>0.05</b>	-	
Add: Provision for the year	0.75	0.53	0.05	
<b>Closing Balance of (DTA)/DTL</b>	<b>1.33</b>	<b>0.58</b>	<b>0.05</b>	

## Annexure – I.15

Restated Statement of Other Long Term Borrowings		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
NIL	-	-	-	
<b>Total</b>	-	-	-	

## Annexure – I.16

Restated Statement of Long Term Provisions		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
NIL	-	-	-	
<b>Total</b>	-	-	-	

## Annexure – I.17

Restated Statement of Short Term Borrowings		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
<b>Secured Loans from Bank/FIs</b>				
Bank Overdraft	249.60	134.03	0.50	
<b>Total of Secured Loans from Bank/FIs</b>	<b>249.60</b>	<b>134.03</b>	<b>0.50</b>	
<b>Unsecured Loans from Bank/FIs</b>				
Nil	-	-	-	
<b>Total of Unsecured Loans from Bank/FIs</b>	-	-	-	
<b>Unsecured Loans from Related Parties</b>				
Loan from Directors	-	32.04	55.25	
Loan from Other Related Parties	121.23	1.95	-	
<b>Total of Unsecured Loans from Related Parties</b>	<b>121.23</b>	<b>33.99</b>	<b>55.25</b>	
<b>Unsecured Loans from Others</b>				
Other Loans	-	0.22	-	
<b>Total of Unsecured Loans from Others</b>	-	<b>0.22</b>	-	
<b>Total Short Term Borrowings</b>	<b>370.83</b>	<b>168.24</b>	<b>55.75</b>	

1.Loans from banks includes bank overdraft which is secured against fixed deposits in the personal name of directors in case of ANS Bank and in case of of IDFC Bank, companies fixed deposit is kept as security in the year 2022-23.

2.Rate of interest on bank overdraft in the year 2022-23 is 9.5% p.a. - ANS Bank

3.Rate of interest on bank overdraft in the year 2022-23 is 7.2% p.a. - IDFC Bank

4.Rate of interest on unsecured loan from directors in the year 2022-23 and 2021-22 is 9%.

5.Loans from banks includes bank overdraft which is secured against fixed deposits in the personal name of directors in the year 2021-22 and 2020-21.

6.Rate of interest on bank overdraft is 9.5% p.a. in the year 2021-22 and 2020-21.

7.Rate of interest on unsecured loan from directors in the year 2020-21 is 9.60%.

## Annexure – I.18

Restated Statement of Current Maturity of Long Term Borrowing		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
NIL	-	-	-	
<b>Total of Current Maturity of Long Term Borrowing</b>	-	-	-	

## Annexure – I.19

<b>Restated Statement of Trade Payables</b>			
<i>(Rs. In lakhs)</i>			
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
Outstanding Dues for MSME Creditors	-	-	-
Outstanding Dues for Other than MSME Creditors	27.89	96.16	0.45
Disputed Creditors, if any	-	-	-
<b>Total</b>	<b>27.89</b>	<b>96.16</b>	<b>0.45</b>

*Note: Trade Payable Ageing schedule**(Rs. In lakhs)*

<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
<b>For MSME Creditors</b>			
Less Than 1 Years	-	-	-
1 - 2 Years	-	-	-
2 - 3 Years	-	-	-
More Than 3 Years	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>For Other than MSME Creditors</b>			
Less Than 1 Years	27.89	95.71	0.45
1 - 2 Years	-	0.45	-
2 - 3 Years	-	-	-
More Than 3 Years	-	-	-
<b>Total</b>	<b>27.89</b>	<b>96.16</b>	<b>0.45</b>

## Annexure – I.20

<b>Restated Statement of Other Current Liabilities</b>			
<i>(Rs. In lakhs)</i>			
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
Statutory Dues:			
(a) TDS Payable	2.17	1.01	0.55
(b) Balances with GST (Net)	1.17	-	0.65
(c) Professional Tax Payable	0.03	(0.01)	-
Other Payable - Salary	6.25	8.92	-
Advance from customers	52.46	8.35	-
Other Liabilities	0.22	-	-
<b>Total</b>	<b>62.30</b>	<b>18.27</b>	<b>1.20</b>

## Annexure – I.21

<b>Restated Statement of Short Term Provision</b>			
<i>(Rs. In lakhs)</i>			
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
Income Tax Provision	-	1.64	-
Audit Fees Payable	1.35	1.46	0.74
<b>Total</b>	<b>1.35</b>	<b>3.10</b>	<b>0.74</b>

## Annexure – I.22

<b>Restated Statement of Current Tax Liabilities(Net)</b>			
<i>(Rs. In lakhs)</i>			
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>
<b>Current Tax Asset</b>			
Advance tax and TDS	65.34	10.61	2.31
<b>Current Tax Liabilities</b>			
Income tax Provision	85.78	12.74	2.74
<b>Total</b>	<b>20.45</b>	<b>(2.13)</b>	<b>(0.43)</b>

## Annexure –II.1

Restated Statement of Revenue from operations		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
<b>Sales &amp; Services</b>				
<b>Sale of Products</b>				
- Domestic Sales	1,801.85	741.88	321.24	
- Export Sales	-	-	-	
<b>Total Sale of Products</b>	<b>1,801.85</b>	<b>741.88</b>	<b>321.24</b>	
<b>Sale of Service</b>				
- Domestic Sales	-	42.45	1.09	
- Export Sales	-	-	-	
<b>Total Sale of Services</b>	<b>-</b>	<b>42.45</b>	<b>1.09</b>	
<b>Total Revenue from Operations</b>	<b>1,801.85</b>	<b>784.33</b>	<b>322.33</b>	

## Annexure –II.2

Restated Statement of Revenue from Other Income		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
Interest Income	-	-	-	
- From Others	21.29	-	-	
<b>Total</b>	<b>21.29</b>	<b>-</b>	<b>-</b>	

## Annexure –II.3

Restated Statement of Cost of Materials Consumed		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
Opening Stock of Raw Material	58.68	-	-	
Add: Purchase during the Years	1,399.97	731.28	297.60	
Less: Closing Stock	(177.88)	(58.68)	-	
<b>Cost of Material Consumed</b>	<b>1,280.77</b>	<b>672.60</b>	<b>297.60</b>	

## Annexure –II.4

Restated Statement of Purchase of Stock-In-Trade		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
NIL	-	-	-	
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	

## Annexure –II.5

Restated Statement of Change in Inventory		(Rs. In lakhs)		
Particulars	31-03-2023	31-03-2022	31-03-2021	
<b>Opening Balance:</b>				
Finished Goods	1.26	-	-	
Work in Progress	-	-	-	
<b>Total Opening Balance</b>	<b>1.26</b>	<b>-</b>	<b>-</b>	
<b>Closing Balance:</b>				
Finished Goods	4.79	1.26	-	
Work in Progress	32.48	-	-	
<b>Total Closing Balance</b>	<b>37.27</b>	<b>1.26</b>	<b>-</b>	
<b>Net (Increase)/Decrease in Stocks</b>	<b>(36.01)</b>	<b>(1.26)</b>	<b>-</b>	

## Annexure –II.6

<b>Restated Statement of Employees Benefit Expenses</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Directors Remuneration	18.00	6.25	6.00	
Salaries, Wages & Bonus	60.13	23.01	-	
PF Contributions	-	-	-	
Provision for Gratuity	-	-	-	
Staff Welfare	3.47	0.11	-	
<b>Total</b>	<b>81.60</b>	<b>29.37</b>	<b>6.00</b>	

## Annexure –II.7

<b>Restated Statement of Other Expenses</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
<b>Direct Manufacturing Expenses</b>				
NIL	-	-	-	
<b>Total of Direct Manufacturing Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Administrative &amp; Other Expenses</b>				
Audit Fees	1.50	0.80	0.80	
Office Rent	9.62	0.71	0.45	
Miscellaneous Expenses	33.24	0.84	0.14	
Installation Charges	38.64	3.56	-	
Job Work	40.60	3.25	-	
Advertising and Marketing	32.73	1.08	-	
<b>Total of Administrative &amp; Other Expenses</b>	<b>156.33</b>	<b>10.22</b>	<b>1.39</b>	
<b>Total Other Expenses</b>	<b>156.33</b>	<b>10.22</b>	<b>1.39</b>	

Other Expenses include Electricity Expenses, Fuel and Water, Telephone Expenses, Internet Expenses, Transport with GST etc.

## Annexure –II.8

<b>Restated Statement of Financial Charges</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Interest On Secured Loan	-	-	-	
Interest On Unsecured Loan	16.65	17.72	4.87	
Interest on Bank Overdraft	15.13	10.73	1.31	
Bank Charges	0.01	-	0.00	
Other Financing Charges	7.03	2.82	-	
<b>Total</b>	<b>38.82</b>	<b>31.27</b>	<b>6.18</b>	

## Annexure –II.9

<b>Restated Statement of Provision For Taxation</b>		<i>(Rs. In lakhs)</i>		
<b>Particulars</b>	<b>31-03-2023</b>	<b>31-03-2022</b>	<b>31-03-2021</b>	
Current Tax	73.05	10.00	2.74	
Deferred Tax	0.75	0.53	0.05	

## Annexure IV: Significant Accounting Policies

### Company Overview

The company has been incorporated on September 22, 2020 under the Companies Act, 2013. Alphalogic Industries Limited is engaged in the business of Commerce, Trade & Distribution. It also offers Trade related services to its customers.

The company is a public limited company incorporated and domiciled in India having its registered office in Pune, Maharashtra, India.

The Company formerly known as Alphalogic Trademart Limited which was changed to Alphalogic Industries Limited on 28<sup>th</sup> January 2022 under the Companies Act, 2013 (18 of 2013) with passing special resolution and with the approval of the Central Government.

### Significant Accounting Policies

#### 1. Basis of Preparation and Presentation

These Restated Financial Statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. For the FY 2020-21, the company has prepared its financial statement in accordance with Indian Generally Accepted Accounting Principal (GAAP) under the historical cost convention method. In FY 2021-22 onwards, the company has adopted the Indian Accounting Standards ('Ind AS') for the first time and this accounting policies is applied to all the period presented in this Restated Financial Statement.

#### 2. Historical cost convention

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities are measured at fair value.

#### 3. Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in Schedule III of the Act.

#### 4. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirement of Schedule III, unless otherwise stated.

#### 5. Property, Plant and Equipments

The Company has applied for the one-time transition exemption of considering the carrying cost on the transition date i.e. September 22, 2020, as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful life that is materially different from that of the remaining plant and equipment.

Gains or losses arising from derecognition of tangible property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and loss when the asset is derecognized.

Depreciation in respect of Property, Plant and Equipments is provided on straight line basis in accordance with Schedule II of Companies Act 2013.



## 6. Leases

### The Company as a lessee

The Company assesses whether a contract contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

1. The contract involves the use of an identified asset
2. The Company has substantially all of the economic benefits from use of the asset through the period of the lease and
3. The Company has the right to direct the use of the assets.

At the date of commencement of the lease, the company has assessed the lease to be of low value and for a term of less than 12 months. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

## 7. Financial Instruments

### Financial Assets

#### 7.1. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

#### 7.2. Subsequent measurement

##### 7.2.1. Financial assets carried at amortized cost (AC)

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### 7.2.2. Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### 7.2.3. Financial assets at fair value through profit or loss (FVTPL)

A financial asset, which is not classified in any of the above categories, is measured through FVTPL.

#### 7.3. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables Company applies a 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is a significant increase in credit risk full lifetime ECL is used.

**7.4. Financial Liabilities****7.4.1. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in the case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

**7.4.2. Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**7.5. De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**7.6. Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about the risk of defaults and expected cash loss rates. The company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**8. Segment Reporting:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**9. Finance costs**

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

**10. Provisions and contingent liabilities**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events, but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

**11. Income Recognition**

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made for value of goods that will be returned on best estimate based on accumulated experience, which is insignificant.

Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest income is recognized on time proportion basis after taking into account the materiality.

Dividend income is recognized when right to receive is established.

## 12. Employee benefits

### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

## 13. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## 14. Earnings Per Share

### Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

## 15. Valuation of Inventory

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other Cost incurred in bringing them to their respective present location and condition.

Cost of raw material, trading and other products are determined on 'Weighted Average Price' method. The cost of finished stock is determined by absorption costing method.

## 16. Critical estimates and judgments -

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also needs to exercise judgment in applying the accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements. The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

The said estimates are based on the facts and events that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**17. Cash & Cash Equivalents**

Cash and cash equivalents comprise cash and deposit with banks.

**18. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**Annexure V: Additional Notes to Accounts****1. Segment Reporting**

The whole business of the Company is treated as a single segment.

2. Tax provision is governed by using tax laws, rules, notifications, circulars, instructions, etc that are enacted as on the balance sheet date.

**3. Financial Risk Management:****A. Credit Risk:**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i. Actual or expected significant adverse changes in business,
- ii. Actual or expected significant changes in the operating results of the counterparty,
- iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv. Significant increase in credit risk on other financial instruments of the same counterparty,
- v. Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there are no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company.

**B. Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

**C. Capital Risk Management****(a) Risk Management**

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

4. The company has not received any intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Based on information available with the Company outstanding to small-scale industrial undertakings are Rs. Nil (previous year Nil). There are no micro, medium enterprises to whom company owes dues, which are outstanding more than 45 days during the year and also as at 31<sup>st</sup> March, 2023. This information as required to be disclosed under the micro, small & medium enterprises development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

## 5. Ratio Analysis – Refer Annexure

## 6. Other Statutory Information

- i. The Company does not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.
- ii. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii. The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- ix. The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- x. The Company has not revalued any of its Property, Plant and Equipment during the year
- xi. Tangible Capital WIP Ageing Schedule :

(Rs. in Lakhs)

CWIP/IAUD	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	40.21				40.21
Projects temporarily suspended					

## 7. Contingent Liabilities

The company has not been registered under PF and ESIC Acts. The liability arising out of the same cannot be ascertained. The company has not provided for the retirement benefits of employees as per "IND AS 19: Employee Benefits". The impact of the same cannot be ascertained.

8. Previous year's figures have been regrouped, rearranged, reworked & reclassified wherever necessary.



## ANNEXURE –VI

## Statement of Accounting &amp; Other Ratios, As per SEBI ICDR

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Total Revenue (A)</b>	<b>1,823.14</b>	<b>784.33</b>	<b>322.33</b>
<b>Net Profit as Restated (B)</b>	<b>219.41</b>	<b>30.51</b>	<b>8.29</b>
Add: Depreciation	8.42	1.09	0.09
Add: Interest on Loan	31.78	28.45	6.18
Add: Income Tax	73.80	10.53	2.79
<b>EBITDA (C)</b>	<b>333.41</b>	<b>70.58</b>	<b>17.35</b>
<b>EBITDA Margin (in %) (C/A)</b>	<b>18.29%</b>	<b>9.00%</b>	<b>5.38%</b>
<b>Net Worth as Restated (D)</b>	<b>433.58</b>	<b>85.46</b>	<b>18.29</b>
<b>Return on Net worth (in %) as Restated (B/D)</b>	<b>50.60%</b>	<b>35.69%</b>	<b>45.34%</b>
<b>Equity Share at the end of year/period (in Nos.) (E)</b>	<b>3,12,750</b>	<b>1,96,078</b>	<b>1,00,000</b>
<b>Weighted No. of Equity Shares (G)</b>	<b>1,96,717</b>	<b>1,05,791</b>	<b>1,00,000</b>
<b>Earnings per Equity Share as Restated (B/G)</b>	<b>111.53</b>	<b>28.84</b>	<b>8.29</b>
<b>Net Asset Value per Equity share as Restated (D/E)</b>	<b>138.64</b>	<b>43.59</b>	<b>18.29</b>
<b>Note:-</b>			
EBITDA Margin = EBITDA/Total Revenues			
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year			
Earnings Per Share calculation are in accordance with Indian Accounting Standard 33 - Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.			
Companies (Accounting Standards) Rules 2006, as amended.			
Return on Net worth (%) = Restated Profit after taxation / Net worth x 100			
Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any			
Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY			
The Company does not have any revaluation reserves or extra-ordinary items.			
The figures disclosed above are based on the Restated Financial Statements of the Company			

## Statement of Other Accounting Ratios, as per Companies Act, 2013

Particulars	31-03-2023	31-03-2022	31-03-2021
Current Ratio	1.03	0.56	0.02
Debt-Equity Ratio	0.86	1.97	3.05
Debt Service Coverage Ratio	NA	NA	NA
Return on Equity Ratio	0.85	0.59	0.91
Inventory turnover ratio	9.05	22.40	NA
Trade Receivables turnover ratio	11.26	19.13	536.17
Trade payables turnover ratio	25.09	15.35	1,328.84
Net capital turnover ratio	109.32	(5.87)	(5.68)
Net profit ratio	0.12	0.04	0.03
Return on Capital employed	0.75	0.27	0.23
Return on investment	0.41	NA	NA

## ANNEXURE –VII

Statement of Capitalization, As Restated<sup>#</sup>

Particulars	Pre-Issue	Post Issue*
	31-03-2023	
<b>Debt :</b>		
Short Term Debt	370.83	370.83
Long Term Debt	-	-
<b>Total Debt</b>	<b>370.83</b>	<b>370.83</b>
<b>Shareholders Funds</b>		
Equity Share Capital	31.28	509.46
Reserves and Surplus	402.30	1,212.06
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>433.58</b>	<b>1,721.52</b>
<i>Long Term Debt/ Shareholders' Funds</i>	-	-
<b>Total Debt / Shareholders Fund</b>	<b>0.86</b>	<b>0.22</b>

\* Assuming Full Allotment of IPO shares

# As per updated certificate received from M/s. Patki & Soman dated June 12, 2023

## ANNEXURE –VIII

## Statement of Tax Shelter, As Restated

Particulars	As At		
	31-03-2023	31-03-2022	31-03-2021
<b>Profit Before Tax as per books of accounts (A)</b>	<b>293.21</b>	<b>41.04</b>	<b>11.07</b>
-- Normal Tax rate	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate	15.60%	15.60%	15.60%
<b>Permanent differences</b>			
Other adjustments	-	-	-
Prior Period Item	-	-	-
Donation Disallowances	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences</b>			
Depreciation as per Books of Accounts	8.42	1.09	0.09
Depreciation as per Income Tax	11.41	3.21	0.28
Difference between tax depreciation and book depreciation	(2.99)	(2.12)	(0.19)
Other adjustments	-	-	-
Foreign income included in the statement	-	-	-
<b>Total (C)</b>	<b>(2.99)</b>	<b>(2.12)</b>	<b>(0.19)</b>
<b>Net Adjustments (D = B+C)</b>	<b>(2.99)</b>	<b>(2.12)</b>	<b>(0.19)</b>
<b>Total Income (E = A+D)</b>	<b>290.22</b>	<b>38.92</b>	<b>10.87</b>
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>290.22</b>	<b>38.92</b>	<b>10.87</b>
Tax Payable for the year	73.05	10.00	2.74
Tax payable as per MAT	45.00	6.00	2.00
<b>Tax expense recognised</b>	<b>73.05</b>	<b>10.00</b>	<b>2.74</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

## ANNEXURE –IX

## Statement of Related Parties &amp; Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per Indian Accounting Standard 24 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity	Relationship
Alphalogic Techsys Ltd.	Holding Company/ Promoter
Mr.Anshu Goel	Director
Mr.Dhananjay Goel	Director
Ms.Neha Anshu Goel	Director
Mr.Vedant Goel	Director
Mr. Montubhai Gandhi	Director
Mrs. Krina Gandhi	Director
Mr. Subhash Goel	Director
Mrs. Sushila devi Goel	Director
Neo Mega Steel LLP	Firm in which Director is a Partner
Shree Krishna Engicorp	Firm in which Director is a Proprietor
Mrs. Angrejobai Goel	Relative of Director

## Transactions with Related Parties:

Rs. In Lakhs

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Remuneration paid to Directors</b>			
Mr.Anshu Goel	-	-	-
Mr.Dhananjay Goel	-	-	-
Ms.Neha Anshu Goel	-	0.50	3.00
Mr.Vedant Goel	3.00	4.50	3.00
Mr. Montubhai Gandhi	8.40	0.70	-
Mrs. Krina Gandhi	6.60	0.55	-
<b>Total</b>	<b>18.00</b>	<b>6.25</b>	<b>6.00</b>
<b>Sale with related parties/ Interest Income</b>			
Neo Mega Steel LLP - Interest	-	11.58	-
Neo Mega Steel LLP - Sales	194.19	-	-
Shree Krishna Engicorp. - Sales	-	24.14	-
<b>Total</b>	<b>194.19</b>	<b>35.72</b>	<b>-</b>
<b>Purchase/Expense</b>			
Mr.Anshu Goel - Interest on Director's Loan	-	0.33	0.25
Mr.Dhananjay Goel - Interest on Director's Loan	-	-	0.19
Ms.Neha Anshu Goel - Interest on Director's Loan	-	0.99	0.21
Mr.Vedant Goel - Interest on Director's Loan	-	1.47	0.22
Mr. Subhash Goel - Interest on Director's Loan	1.44	0.38	-
Mrs. Sushila devi Goel - Interest on Director's Loan	0.29	0.10	-
Alphalogic Techsys Ltd. - Interest on Loan from Related Parties	14.92	1.95	-
Mrs. Angrejobai Goel	-	0.36	-
Neo Mega Steel LLP- Purchase	691.37	135.15	-
Shree Krishna Engicorp. - Purchase	3.24	136.79	-
Alphalogic Techsys Ltd. - Purchase	1.68	-	-
Alphalogic Techsys Ltd. - Services	22.26	-	-
<b>Total</b>	<b>735.20</b>	<b>277.52</b>	<b>0.87</b>
<b>Unsecured Loans Received/(Paid)</b>			
Mr.Anshu Goel - Loan A/c	(0.30)	(16.43)	16.73
Mr.Dhananjay Goel - Loan A/c	-	(12.17)	12.17
Ms.Neha Anshu Goel - Loan A/c	(0.99)	(23.36)	24.35
Mr.Vedant Goel - Loan A/c	(1.32)	(0.68)	2.00
Mr. Subhash Goel	(24.34)	24.34	-
Mrs. Sushila devi Goel	(5.09)	5.09	-
Alphalogic Techsys Ltd.	119.28	1.95	-
<b>Total</b>	<b>87.24</b>	<b>(21.26)</b>	<b>55.25</b>

<b>Closing Balance of Related Parties</b>			
Mr.Anshu Goel - Loan A/c	-	(0.30)	16.73
Mr.Dhananjay Goel - Loan A/c	-	-	12.17
Ms.Neha Anshu Goel - Loan A/c	-	(0.99)	24.35
Mr.Vedant Goel - Loan A/c	-	(1.32)	2.00
Neo Mega Steel LLP	17.49	(70.35)	-
Mr. Subhash Goel	-	(24.34)	-
Mrs. Sushila devi Goel	-	(5.09)	-
Shree Krishna Engicorp	-	9.99	-
Alphalogic Techsys Ltd.	(121.23)	(1.95)	-
<b>Total</b>	<b>(103.74)</b>	<b>(94.35)</b>	<b>55.25</b>

## ANNEXURE –X

## Statement of Dividends

Particulars	31-03-2023	31-03-2022	31-03-2021
No Dividend paid till date	N/A	N/A	N/A

## ANNEXURE –XI

## Statement of Contingent Liabilities &amp; Commitment:

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Contingent Liabilities</b>			
Claims against the company not acknowledged as debt			
Corporate Guarantees Given			
Bank Guarantees Given			
Other money for which the company is contingently liable			
<b>Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account and not provided for	9.75		
Other commitments (specify nature).			

**FINANCIAL INDEBTEDNESS**

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the Alphalogic Industries Ltd. and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at 31<sup>st</sup> March 2023 are as mentioned below:

(Rs. In Lakhs)

Nature of Borrowing	Outstanding as on March 31, 2023
Secured Loan	249.60
Unsecured Loan	121.23
<b>Total</b>	<b>370.83</b>

**A. Secured Loans**

(Rs. In Lakhs)

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2023
Shri Anand Nagari Sahakari Bank Ltd. (ANS Bank)	Overdraft limit for Working Capital	160.00	158.62
IDFC First Bank	Overdraft limit for Working Capital	95.00	90.98
<b>Subtotal</b>		<b>255.00</b>	<b>249.60</b>

**Details Terms of Secured Loan:**
**1. ANS Bank**

<b>Facility</b>	: Bank Overdraft
<b>Loan Limit</b>	: 160.00 lakhs
<b>Date of Sanction</b>	: 16-02-2022
<b>Rate of Interest</b>	: 9.5%
<b>Repayment Terms</b>	: Repayable on Demand

**Security offered**

<b>Primary Security</b>	: Fixed Deposit in personal name of directors.
<b>Collateral Security</b>	: NA
<b>Personal Guarantee</b>	: NA
<b>Corporate Guarantee</b>	: NA
<b>Any Non-compliance Of sanctioned terms</b>	: Nil

**2. IDFC First Bank**

<b>Facility</b>	: Bank Overdraft
<b>Loan Limit</b>	: 95.00 Lakhs
<b>Date of Sanction</b>	: 23-09-2022
<b>Rate of Interest</b>	: 7.2%
<b>Repayment Terms</b>	: Repayable on Demand

**Security offered**

<b>Primary Security</b>	: Fixed Deposit in name of Company.
<b>Collateral Security</b>	: NA
<b>Personal Guarantee</b>	: NA
<b>Corporate Guarantee</b>	: NA
<b>Any Non-compliance Of sanctioned terms</b>	: Nil



**B. Unsecured Loans:**

<b>Name of Lender</b>	<b>Purpose</b>	<b>Re-Payment Terms</b>	<b>Rate of Interest</b>	<b>Outstanding as on March 31, 2023</b>
Alphalogic Techsys Ltd.	Working Capital	Repayable on Demand	18%	121.23

**For Patki and Soman**  
**Chartered Accountants**  
**Firm Reg. No: 107830W**

Sd/-

**Shripad S. Kulkarni**  
**Partner**  
**Membership No: 121287**  
**Place: Pune**  
**Date: 18-05-2023**  
**UDIN: 23121287BGUTLG6877**

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this prospectus. You should also see the section titled “**Risk Factors**” beginning on page 21 of this prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*These financial statements have been prepared in accordance with Ind GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated May 18, 2023 which is included in this prospectus under the section titled “**Financial Information as Restated**” beginning on page 144 of this prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “**Risk Factors**” and “**Forward Looking Statements**” beginning on pages 21 and 15 respectively, and elsewhere in this prospectus*

*Accordingly, the degree to which the financial statements in this prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled “**Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation**” beginning on page 13 of this prospectus.*

### **BUSINESS OVERVIEW**

Alphalogic Industries Limited was incorporated in the year 2020. Our Company is engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems i.e. Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

Our state-of-the-art manufacturing facility located at Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra delivers an array of customized storage systems that are safe, easy to use, save space, and attractive.

We are an ISO 9001:2015, 14001:2015, 45001:2018 and BIFMA certified storage solution manufacturing company. Our commitment to innovation, excellence, quality, and customer service has ensured consistent growth for us and our clients. Our compact products with simple designs facilitate transport and assembling at the site. They are easy to operate and maintain, and beautifully become a part of clients workspace, enhancing its ambiance.

We have designed and delivered storage solutions for the automobile industry, e-commerce companies, food industry, logistics companies, engineering companies, pharmaceutical organizations, educational institutes, IT companies, etc. In Fiscal Year 2023, our company has served over 150 clients in different industries.

We understand the industry needs and study the usage-specific requirements to suggest designs that fulfil the storage requirements of clients in the best possible manner. Some of the storage systems that are in great demand are Pallet Racking System, Shelving Systems, Mezzanine & Cantilever Racking, Mobile Compactor, Metal Pallets, Storage and Display racks. Our manufacturing process includes both through In-house manufacturing and outsourcing model. Through our outsourcing model, we mainly process the following activities i.e. Perforation, Powder Coating, Installation etc.

Our company Alphalogic Industries Limited is a subsidiary of M/s. Alphalogic Techsys Limited, which was listed on Start-up Segment of SME Platform of BSE Limited as one of the first company to list on BSE Start-up platform and later migrated to Mainboard Platform on December 16, 2021. M/s. Alphalogic Techsys Limited (the holding company) is engaged in the business of providing Information Technology (IT) and related services.

**Business Places of our Company:**

<b>Registered Office</b>	405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune - 411014, Maharashtra
<b>Corporate Office</b>	Office No. 207, B Zone, Opp City One Mall, Old Mumbai Pune Hwy, Pimpri Chinchwad, Pune – 411019, Maharashtra
<b>Factory</b>	Survey No. 164/1, Plot No. 6, Alkapuram Road, Opp Yashobhumi Society, Wadmukhwadi, Pimpri Chinchwad, Pune – 412105, Maharashtra

**SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD**

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2023 as disclosed in this prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on SME Platform of BSE Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on May 12, 2023 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the 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 May 15, 2023 authorized the Initial Public Offer.
3. Our Company has issued 34,40,250 equity shares towards Bonus Issue on May 18, 2023.

**KEY FACTORS AFFECTING OUR RESULTS OF OPERATION**

1. Covid-19 pandemic.
2. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
3. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of our services/products;
6. Rapid Technological advancement and inability to keep pace with the change;
7. Increased competition in industries/sector in which we operate;
8. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
9. Changes in laws and regulations relating to the Sectors in which we operate;
10. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
11. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
12. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
13. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

**SIGNIFICANT ACCOUNTING POLICIES:**

Our significant accounting policies are described in the section entitled **“Financial Statements as Restated”** beginning from page no. 144 of the prospectus.

**SUMMARY OF THE RESULTS OF OPERATION:**

The following table sets forth select financial data from restated profit and loss accounts for the financial year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	For the Year ended on (Rs. In lakhs)					
	31-03-2023	% of Total Income	31-03-2022	% of Total Income	31-03-2021	% of Total Income
<b>Income</b>						
Revenue from Operations	1,801.85	98.83%	784.33	100.00%	321.24	99.66%
Other Income	21.29	1.17%	-	0.00%	1.09	0.34%
<b>Total Income</b>	<b>1,823.14</b>	<b>100.00%</b>	<b>784.33</b>	<b>100.00%</b>	<b>322.33</b>	<b>100.00%</b>
<b>Expenditure</b>						
Cost of Material Consumed	1,280.77	70.25%	672.60	85.75%	297.60	92.33%
Purchase of Stock-in-Trade	-	0.00%	-	0.00%	-	0.00%
Change in Inventories	(36.01)	-1.98%	(1.26)	-0.16%	-	0.00%
Employee Benefit Expenses	81.60	4.48%	29.37	3.74%	6.00	1.86%
Other Expenses	156.33	8.57%	10.22	1.30%	1.39	0.43%
<b>Total Expenses</b>	<b>1,482.69</b>	<b>81.33%</b>	<b>710.93</b>	<b>90.64%</b>	<b>304.99</b>	<b>94.62%</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>340.45</b>	<b>18.67%</b>	<b>73.40</b>	<b>9.36%</b>	<b>17.34</b>	<b>5.38%</b>
Depreciation & Amortisation Expenses	8.42	0.46%	1.09	0.14%	0.09	0.03%
<b>Profit Before Interest and Tax</b>	<b>332.03</b>	<b>18.21%</b>	<b>72.31</b>	<b>9.22%</b>	<b>17.25</b>	<b>5.35%</b>
Financial Charges	38.82	2.13%	31.27	3.99%	6.18	1.92%
<b>Profit before Taxation</b>	<b>293.21</b>	<b>16.08%</b>	<b>41.04</b>	<b>5.23%</b>	<b>11.07</b>	<b>3.43%</b>
Provision for Taxation	73.05	4.01%	10.00	1.27%	2.74	0.85%
Provision for Deferred Tax	0.75	0.04%	0.53	0.07%	0.05	0.02%
<b>Total</b>	<b>73.80</b>	<b>4.05%</b>	<b>10.53</b>	<b>1.34%</b>	<b>2.79</b>	<b>0.86%</b>
<b>Profit/ Loss for the period from continuing operations</b>	<b>219.41</b>	<b>12.03%</b>	<b>30.51</b>	<b>3.89%</b>	<b>8.29</b>	<b>2.57%</b>
<b>Other Comprehensive Income</b>						
A(i) Items that will not be reclassified to profit/ loss	-		-		-	
(ii) Income Tax relating to items that will not be reclassified to profit/ loss	-		-		-	
B(i) Items that will be reclassified to profit/ loss	-		-		-	
(ii) Income Tax relating to items that will be reclassified to profit/ loss	-		-		-	
<b>Profit After Tax but Before Extra-ordinary Items</b>	<b>219.41</b>	<b>12.03%</b>	<b>30.51</b>	<b>3.89%</b>	<b>8.29</b>	<b>2.57%</b>
Extraordinary Items	-		-		-	
Profit Attributable to Minority Shareholders	-		-		-	
<b>Net Profit after adjustments</b>	<b>219.41</b>	<b>12.03%</b>	<b>30.51</b>	<b>3.89%</b>	<b>8.29</b>	<b>2.57%</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>219.41</b>	<b>12.03%</b>	<b>30.51</b>	<b>3.89%</b>	<b>8.29</b>	<b>2.57%</b>

## COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2023 WITH FISCAL 2022

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**Total Income:** During the FY 2022-23, the revenue from operation and other income of the company was increased to ₹1823.14 Lacs as against ₹784.33 Lacs in the FY 2021-22. The Revenue from Operation during FY 2022-23 consists of Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

Reason for sudden increase in Revenue from Operations: Our Company started its commercial operation in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems from January 2022 onwards which resulted in sudden increase in Revenue from Operations. In FY 2022-23, we have served more than 150 customers covering approx. ten (10) States in India and also getting repeated order from the existing clients.

**Total Expenses:** The total expenditure for the FY 2022-23 was increased to ₹1482.69 Lacs as against ₹710.93 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Cost of Material Consumed:** The total Cost of Material Consumed for the FY 2022-23 was increased to ₹1280.77 Lacs as against ₹672.60 in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Employee Benefit Expenses:** The Employee Benefit Expenses for the FY 2022-23 was increased to ₹81.60 lacs as against ₹29.37 in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Finance Cost:** The Finance Cost for the FY 2022-23 was increased to ₹38.82 Lacs as against ₹31.27 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Other Expenses:** The Other Expenses for the FY 2022-23 was increased to ₹156.33 Lacs as against ₹10.22 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) Before Tax:** The restated Profit before Tax for FY 2022-23 was increased to ₹293.21 Lacs as against ₹41.04 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2022-23 has been increased to ₹219.41 Lacs as against ₹30.51 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

## COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2022 WITH FISCAL 2021

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**Total Income:** During the FY 2021-22 the revenue from operation and other income of the company was increased to ₹784.33 Lacs as against ₹322.33 Lacs in the FY 2020-21. The Revenue from Operation consists of Trading of Paddy & Other Services and Manufacturing of Compactor Storage System, Heavy Duty Storage Racks, Cantilever Racks, Lockers, Mezzanine Floors, Metal Pallets & Crates, Library Stacks, Book Case, Book Trolley, Periodical Display Rack, School Lockers, Book Support etc.

**Total Expenses:** The total expenditure for the FY 2021-22 was increased to ₹710.93 Lacs as against ₹304.99 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Cost of Materials Consumed:** The total Cost of Materials consumed for the FY 2021-22 was increased to ₹672.60 Lacs as against ₹297.60 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Employee Benefit Expenses:** The Employee Benefit Expenses for the FY 2021-22 was ₹29.37 as against ₹6.00 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Finance Cost:** The Finance Cost for the FY 2021-22 was increased to ₹31.27 Lacs as against ₹6.18 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Other Expenses:** The Other Expenses for the FY 2021-2022 was increased to ₹10.22 Lacs as against ₹1.39 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) Before Tax:** The restated Profit before Tax for FY 2021-22 was increased to ₹41.04 Lacs as against ₹11.07 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2021-22 has been increased to ₹30.51 Lacs as against ₹8.29 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

#### **AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:**

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**1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

There are no significant economic changes that may materially affect or likely to affect income from continuing operations except the Covid-19 pandemic which is still to be controlled. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 21 in the prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Expected Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by demand/supply situation, Government Policies and Taxation and Currency fluctuations.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices**

Changes in revenue in the last financial years are as explained in the part “Comparison of the financial performance of above.

**6. Total turnover of each major industry segment in which our Company operates**

The Company is mainly engaged in Design, Manufacturing, Supply and Installation of Industrial and Institutional Storage Systems and all the activities of the business revolve around this main business. Therefore, there are no separate reportable segments.

**7. Status of any publicly announced New Products or Business Segment**

Apart from the recent business initiatives discussed in “**Our Business**” on page 91, we currently have no plans to develop new products or establish new business segments.



**8. Seasonality of business**

While we do not characterize our business as seasonal, our income and profits may vary from quarter to quarter depending on factors including change in weather, outbreak of viral and seasonal diseases.

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on page 74 and 91 respectively of the prospectus.

**10. Details of material developments after the date of last balance sheet i.e., March 31, 2023**

Except as mentioned in this prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*This is to certify that, except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters or fraudulent borrowers by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

#### **I. CONTINGENT LIABILITIES OF OUR COMPANY:**

##### a) Classification of Contingent liabilities:

- Claims against the company not acknowledged as debts	Nil
- Guarantees given in favor of company	Nil
- Other money for which the company is contingently liable.	Nil

##### b) Classification of Commitments into:

- Estimated amount of contracts remaining to be executed on capital account and not provided for	9.75 lakhs
- Uncalled liability on shares and other investments partly paid	Nil
- Other commitments (specifying nature)	Nil

#### **II. LITIGATION INVOLVING OUR COMPANY**

##### **A. LITIGATION AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal matters: NIL**

##### **1. Litigation Involving Civil matters: NIL**

##### **2. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**

##### **3. Litigation involving Tax Liabilities**

##### **(i) Direct Tax Liabilities: NIL**

##### **(i) Indirect Taxes Liabilities: NIL**

**4. Other Pending Litigations: NIL**

**A. CASES FILED BY OUR COMPANY**

- 1. Litigation Involving Criminal matters: NIL**
- 2. Litigation Involving Civil matters: NIL**
- 3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
- 4. Other Pending Litigations: NIL**

**III. LITIGATION INVOLVING OUR DIRECTORS**

**A. LITIGATION AGAINST OUR DIRECTORS**

- 1. Litigation Involving Criminal matters: NIL**
- 2. Litigation Involving Civil matters: NIL**
- 3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
- 4. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities:** As mentioned below:

**Ms. Krina Gandhi:**

<b>A. Y.</b>	<b>Section Code</b>	<b>Date of Demand</b>	<b>Amount</b>	<b>Particulars</b>
2021-22	143(1)a	07/05/2022	Rs. 69,680	Recovery Proceedings initiated by the Income Tax Department. No appeal has been preferred against the said demand. The matter is pending.

**(ii) Indirect Taxes Liabilities: NIL**

**5. Other Pending Litigations:**

**A. LITIGATION FILED BY OUR DIRECTORS**

1. **Litigation Involving Criminal matters: NIL**
2. **Litigation Involving Civil matters: NIL**
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Other Pending Litigations: NIL**

**IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP**

**A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP**

1. **Litigation Involving Criminal matters: NIL**
2. **Litigation Involving Civil matters: NIL**
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities: Same as point no. III-A-4 (i) above.**
  - (ii) **Indirect Taxes Liabilities: NIL**
5. **Other Pending Litigations: NIL**

**A. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP**

1. **Litigation Involving Criminal matters: NIL**
2. **Litigation Involving Civil matters: NIL**
3. **Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
4. **Other Pending Litigations: NIL**

**V. LITIGATION INVOLVING OUR GROUP ENTITIES**

- 1. Litigation Involving Criminal matters: NIL**
- 2. Litigation Involving Civil matters: NIL**
- 3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**
- 4. Litigation involving Tax Liabilities**
  - (i) Direct Tax Liabilities: NIL**
  - (ii) Indirect Taxes Liabilities: NIL**
- 5. Other Pending Litigations: NIL**

**VI. Penalties imposed in past cases for the last five years: NIL**

### **OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on March 31, 2023:

₹ in lakhs

Name	Balance as on March 31, 2023
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)*	Nil
Total Outstanding dues to Creditors other than MSME#	27.89

\* Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, is not available with us as we are in the process of Compiling the information from our vendors.

# As per restated audited balance sheet.

#### **Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.**

Except as described above, as on date of this prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

#### **There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.**

#### **Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

#### **Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

#### **Material Fraud against our Company in the last five years**

There has been no material fraud committed against our Company since incorporation.

#### **Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences for default or outstanding defaults.

#### **Non-Payment of Statutory Dues**

Except as disclosed in the chapter titled "*Financial Statements as Restated*" beginning on pages 144 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

#### **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 174 of this prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.



## GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. Approvals for the Issue

- 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 May 12, 2023 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 May 15, 2023 authorized the Issue.
- c) Our Company has received an in-principle approval from the BSE dated June 23, 2023 for listing of Equity Shares issued pursuant to the Issue.
- d) Our Company's ISIN is "INE0NZF01019".

### II. Approvals pertaining to Incorporation of our Company

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Incorporation of "Alphalogic Trademart Limited"	U51909PN2020PLC194296	Companies Act, 2013	Registrar of Companies, Central Registration Centre	September 22, 2020	Till Cancelled
Certificate of Incorporation pursuant to change of name from "Alphalogic Trademart Limited" to "Alphalogic Industries Limited"	U01100PN2020PLC194296	Companies Act, 2013	Registrar of Companies, Pune	January 28, 2022	Till Cancelled

### III. Business Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Udyam Registration Certificate	UDYAM-MH-26-0258302	Micro, Small and Medium Enterprises Development Act, 2006	Government of India Ministry of Micro, Small and Medium Enterprises	May 06, 2022	Till Cancelled
Registration under Employee Provident Fund*	PUPUN2195372000	Employee Provident Fund Scheme, 1952	Employees Provident Fund Organization	September 22, 2010	Till Cancelled
Import Export Code*	AAUCA0907F	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	September 16, 2021	Till Cancelled

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Government Purchase Enlistment Certificate	NSIC/GP/PUN/2022/0050654	Central Government Store Purchase Programme as per Single Point Registration Scheme	The National Small Industries Corporation Limited	November 28, 2022	November 27, 2024

\* in the name of Alphalogic Trademart Limited

#### IV. Tax Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Permanent Account Number [PAN]	AAUCA0907F	Income Tax Act, 1961	Income Tax Department	September 22, 2020	Till cancelled
Tax Deduction Account Number [TAN]	PNEA34178E	Income Tax Act, 1961	Income Tax Department	September 22, 2020	Till Cancelled
Goods and Service Tax	27AAUCA0907F IZO	Central Goods and Service Tax Act 2017	Goods and Services Tax Department	December 31, 2022	Till Cancelled
Professional Tax Certificate of Registration (RC)*	27721798708P	The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department, Government of Maharashtra	September 22, 2020	Till Cancelled
Professional Tax Certificate of Enrolment (EC)*	99663941447P	The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department, Government of Maharashtra	September 23, 2020	Till Cancelled



\* in the name of Alphalogic Trademart Limited

#### V. Quality Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Registration of ISO 9001:2015 for Design, Manufacturing and Supply of Industrial and Institutional Storage Systems	305022102845Q	Quality Management System	QRO Certification LLP	October 28, 2022	October 27, 2025
Certificate of Registration of ISO 14001:2015 for Design, Manufacturing and Supply of Industrial and Institutional Storage Systems	305022102846E	Environmental Management System	QRO Certification LLP	October 28, 2022	October 27, 2025
Certificate of Registration of ISO 45001:2018 for Design, Manufacturing and Supply of Industrial and Institutional Storage Systems	305022102847HS	Occupational Health and Safety Management System	QRO Certification LLP	October 28, 2022	October 27, 2025
Certificate of Compliance of BIFMA for Design, Manufacturing and Supply of Industrial	INBIF17118481	Compliance under Business and Institutional Furniture Manufacturers Association	Radiance Equity Certifications	November 17, 2022	November 16, 2025

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
and Institutional Storage Systems					

**VI. Intellectual Property Related Approvals**

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Status
	5918786	6	Device	May 02, 2023	Send to Vienna Codification
	5918788	20	Device	May 02, 2023	Send to Vienna Codification
	4214595*	9	Device	June 23, 2019	Registered
	4214596*	42	Device	June 23, 2019	Registered

\* Registered in the name of M/s. Alphalogic Techsys Limited and our company has obtained NOC for using the same on September 15, 2020

**VI. Material Licenses/ Approvals/Permission for which applications have been made by our Company but not received and/or yet to be applied by our Company**

\* Our Company is in process of updation in change of name in certain licenses i.e. Employees Provident Fund, Import Export Code, Professional Tax (Registration and Enrolment) Certificate.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held May 12, 2023 on under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on May 15, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received In-principal approval from BSE vide their letter dated June 23, 2023 to use the name of BSE in this prospectus for listing of the Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.
4. Our Board has approved the Prospectus through its resolution dated June 23, 2023.

### Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner 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.
- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.
- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.
- Neither our Company, nor our Promoters, our Directors, relatives (as per the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or 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 under Section titled, "**Outstanding Litigations and Material Developments**" beginning on page no. 180 of this prospectus.
- 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.

### Eligibility for the Issue

- 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 Promoter nor any of our directors is declared as Fugitive Economic Offender
  - Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our directors, are Wilful Defaulters or Fraudulent Borrowers.

- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than 10 crores, and can issue Equity Shares to the public and propose to list the same on the *SME Platform of BSE Limited*.

**We further confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- 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 fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) 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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
- In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with 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.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the SME Platform of BSE Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated June 05, 2023 with the 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 SME Platform of BSE Limited.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:**

❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 2013 in India.

❖ ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹ 5.09 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25 crores.

❖ ***Net-worth: Positive Net-worth.***

As per restated financial statement, the net-worth of the company is ₹ 4.34 crores as on March 31, 2023. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

❖ ***Tangible Asset: Net Tangible Assets should be minimum ₹ 1.50 Crore***

As per restated financial statement, the net tangible assets of the company are ₹ 4.34 crores as on March 31, 2023. So, the company has fulfilled the criteria of minimum net tangible assets shall not be less ₹ 1.50 crores.

- ❖ **Track Record: The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years or In case it has not completed its operation for three years then the company/partnership/proprietorship/LLP should have been funded by Banks or financial institutions or Central or state government or the group company should be listed for at least two years either on the main board or SME board of the Exchange.**

Our Company has not completed its operation for 3 (three) years but our group company i.e. Alphalogic Techsys Limited is listed on BSE Limited for more than 2 (two) years i.e. since September 05, 2019.

- ❖ **The company should have Positive cash accruals (earnings before depreciation and tax) in any of the years out of last three years:**

Our company is having positive cash accruals, details are mentioned as below

	(Amt. in Lakhs.)		
Particulars	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Total Turnover	1,823.14	784.33	322.33
Cash Accruals (Earnings Before Depreciation and Tax) as per restated financials	301.64	42.13	11.17

- ❖ **It is mandatory for a company to have a website.**

Our Company has a live and operational website i.e., [www.alphalogicindustries.com](http://www.alphalogicindustries.com)

- ❖ **It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.**

Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated December 02, 2022 and National Securities Depository Limited dated February 15, 2023 for establishing connectivity.

- ❖ **There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.**

There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on BSE SME.

- ❖ Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ❖ There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.
- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

**We further confirm that we shall be complying with all the other requirements as laid down for such an issue 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.**

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform. BSE is the Designated Stock Exchange.
- ❖ Our Company has entered into an agreement dated February 15, 2023 with NSDL and agreement dated December 02, 2022 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- ❖ The entire pre-Issue share capital of our Company are fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- ❖ The entire Equity Shares held by the Promoters are dematerialized.



As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The amount for general corporate purposes, as mentioned in objects of the issue in the Prospectus does not exceed twenty-five per cent of the amount being raised by our Company.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED JUNE 23, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.**

**THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

- C. THE MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
  4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
  5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
  6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
  7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
  8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
  9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
  10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
  11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
  12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:

- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF BSE LIMITED.**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE**.

### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

### **CAUTION**

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on May 19, 2023 and the Underwriting Agreement dated June 05, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated June 05, 2023 entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company and the LM 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.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

### **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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this 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 jurisdiction of the competent court(s) in **Pune, Maharashtra** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited ("BSE") has vide its letter dated June 23, 2023 given permission to "Alphalogic Industries Limited" to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform ("SME platform") the company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. BSE does not in any manner: -

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or
- ii. warrant that this company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.
- iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **LISTING**

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE Limited. Our Company has obtained In-principle approval from BSE by way of its letter dated June 23, 2023 for listing of equity shares on SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

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 Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).



Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

#### **FILING**

The Draft Prospectus is being filed with BSE Limited, at 20<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra

After getting in-principal approval from BSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Pune.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the prospectus. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

#### **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-

- 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 to action under Section 447 of the Companies, Act 2013.*

#### **CONSENTS**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel or Senior Management, Our Peer Review Auditor, (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the 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 filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, *M/s. Patki & Soman*, Chartered Accountant, our Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this prospectus for filling with Roc.

#### **EXPERTS OPINION**

Except for the reports in the Section, "*Statement of Possible Tax Benefits*" and "*Financial Statement as Restated*" on page no. 74 and page no. 144 of this prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

#### **PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS**

Except as stated under Section titled "*Capital Structure*" beginning on page no. 56 of this prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.



### UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Our Company has not made any capital issue during the last three year except as mentioned in this prospectus. This is the initial public Issue of our Company's Equity Shares.

However, Our Promoter company **Alphalogic Techsys Limited** ("ATL") is listed in BSE Limited. Alphalogic Techsys Limited got listed in Start-Up Segment of SME platform of BSE Limited in the year 2019 (Date of Listing: September 05, 2019) and migrated to Main Board of BSE Limited with effect from December 16, 2021. The IPO size was for 7,36,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 84/- per equity shares aggregating to Rs. 618.24 Lakhs.

During last 3 years, Alphalogic Techsys Limited has made below mentioned capital issue:

Date of Allotment	19-11-2022	22-09-2022	14-02-2022	11-08-2021
Date of Listing	12-12-2022	29-09-2022	22-03-2022	20-08-2021
No. of Shares	12,83,000	1,12,86,589	20,31,000	74,95,119
Face Value per share	₹ 5.00	₹ 5.00	₹ 5.00	₹ 10.00
Issue Price per share	₹ 42.00	-	₹ 29.55	-
Total Amount	₹ 5,38,86,000	-	₹ 6,00,16,050	-
Nature of Allotment	Preferential Allotment to Promoter & Non-Promoters pursuant to conversion of Warrants	Bonus Issue (Issue of 1 Bonus share for every 2 existing equity share held	Preferential Allotment to Promoter & Non-Promoters	Bonus Issue (Issue of 27 Bonus share for every 10 existing equity share held
Object	Working Capital Requirement and General Corporate Purpose	N. A.	Issue Expenses, Working Capital Requirement and General Corporate Purpose	N. A.
Deviation, if any	Nil, Fund utilised as per original object	N. A.	Nil, Fund utilised as per original object	N. A.

(Note: The Company has 12,17,000 outstanding warrants each convertible into one equity share of face value of Rs. 05/- valid for a period of 18 months from the date of allotment 19/11/2022. The warrants are issued at a price of Rs. 42/- per warrant. The Company has received 25% consideration towards allotment of warrants aggregating to Rs. 1,27,78,500/-.)

### Corporate Action by Alphalogic Techsys Limited:

Particulars	Purpose	Ex-Date
Bonus Issue	Bonus Issue 1:2	September 21, 2022
	Bonus issue 27:10	August 09, 2021
Stock Split	Stock Split from Rs.10/- to Rs.5/-	October 05, 2021
Dividend	Nil	N. A.

(Source: www.bseindia.com)

### PERFORMANCE VIS-A-VIS OBJECTS - LAST ONE PUBLIC/RIGHTS ISSUE OF LISTED SUBSIDIARIES / LISTED PROMOTERS:

Except as disclosed above, our listed subsidiaries/listed promoters have not made any capital issues during the three years preceding the date of this Prospectus.

### OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this prospectus.

### **OPTION TO SUBSCRIBE**

Equity Shares being issued through the prospectus can be applied for in dematerialized form only.

### **STOCK MARKET DATA OF THE EQUITY SHARES**

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed “**Cameo Corporate Services Limited**” as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated May 18, 2023 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

### **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 appointed Ms. Aayushi Khandelwal, Company Secretary, as 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:

**Ms. Aayushi Khandelwal**

*Company Secretary & Compliance Officer*

**Alphalogic Industries Limited**

405, Pride Icon, Near Columbia Asia Hospital,

Kharadi Bypass Road Pune – 411014,

Maharashtra, India

**Contact No.** +91 82977 40000

**Email ID:** [cs@alphalogicindustries.com](mailto:cs@alphalogicindustries.com)

**Website:** [www.alphalogicindustries.com](http://www.alphalogicindustries.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 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

**STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this prospectus and hence there are no pending investor complaints as on the date of this prospectus.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

Alphalogic Techsys Limited, a listed company in BSE has redressing routine grievances. As on status dated June 11, 2023 on SEBI SCORES website, the company has received Nil complaints.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

**PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE LEAD MANAGER**
**Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:**

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % change in closing price, [+/- % change in closing benchmark] – 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180 <sup>th</sup> calendar days from listing
1	Healthy Life Agritec Limited (BSE SME)	10.00	10/-	26/07/2022	8.90	-9.10 [6.91]	-35.10 [7.31]	-27.20 [9.69]
2	Agni Green Power Limited (NSE EMERGE)	5.25	10/-	01/08/2022	25.00	216.50 [2.42]	194.50 [2.58]	183.50 [1.52]
3	Upsurge Seeds of Agriculture Limited (NSE EMERGE)	22.81	120/-	11/08/2022	140.00	50.25 [0.99]	137.50 [3.08]	587.50 [0.60]
4	Naturo Indiabull Limited (BSE SME)	10.92	30/-	02/09/2022	25.00	-25.33 [-2.34]	-49.17 [7.31]	-65.00 [0.27]
5	Mega Flex Plastics Limited (NSE EMERGE)	11.40	40/-	19/09/2022	54.00	17.13 [-0.77]	14.50 [3.67]	-24.25 [-2.96]
6	Containe Technologies Limited (BSE SME)	2.62	15/-	30/09/2022	23.10	186.67 [4.41]	510.00 [6.07]	332.80 [0.33]
7	Ambo Agritec Limited (BSE SME)	10.20	30/-	02/12/2022	40.10	19.83 [-3.23]	3.70 [-5.50]	-4.70 [0.16]
8	Arham Technologies Limited (NSE EMERGE)	9.58	42/-	15/12/2022	60.00	63.10 [-2.49]	20.83 [-7.45]	92.62 [1.01]
9	Indong Tea Company Limited (BSE SME)	13.01	26/-	21/02/2023	20.80	-44.46 [-4.05]	-11.58 [1.74]	N. A.
10	ITCONS E-Solutions Limited (BSE SME)	8.67	51/-	13/03/2023	46.99	-0.51 [3.30]	-21.57 [7.53]	N. A.

Status as on 22-06-2023

1. in case where the security is not being traded on 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, the previous working day has been considered.
2. in case where 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME/Startups and Nifty where securities have been listed in NSE Emerge.
4. N.A. – Period not completed

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount – 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium – 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount -180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium – 180 <sup>th</sup> calendar day from listing day		
			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%
2018-19	8	57.68	1	1	2	1	N. A	3	3	1	2	1	N. A	1
2019-20	6	52.42	N. A	1	2	N. A	2	1	N. A	1	2	N. A	N. A	3
2020-21	1	2.40	N. A	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	1	N. A	N. A
2021-22	7	73.34	N. A	1	1	3	1	1	1	1	1	2	1	1
2022-23	12	117.85	N. A	3	3	4	N. A	2	1	2	2	4	N. A	1

Status as on 22-06-2023

**TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.finshoregroup.com](http://www.finshoregroup.com).

## SECTION XI: ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this prospectus, the prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.*

#### AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on May 12, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting held on May 15, 2023.

#### RANKING OF 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 rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 230 of this prospectus.

#### OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

#### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our 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 in relation to dividends, please refer to Sections titled, “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 143 and 230 respectively, of this prospectus.

#### FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹10/- per equity share and the issue price is ₹96/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, “*Basis for Issue Price*” beginning on page 72 of this prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, **"Description of Equity Shares and Terms of the Articles of Association"**, beginning on page 230 of this prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated February 15, 2023 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated December 02, 2022 between our Company, CDSL and the Registrar to the Issue.

The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this prospectus will be done in multiples of 1,200 Equity Shares subject to a minimum allotment of 1,200 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

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 Rs.1,00,000 (Rupees One Lakh) per application.

## MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

## JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.



In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	July 03, 2023
ISSUE CLOSES ON	July 06, 2023

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and SME Platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

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

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

### **MINIMUM SUBSCRIPTION**

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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.

### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 1,200 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

### **APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs 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 Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued 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.

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.

### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.**

As per the existing 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 by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

### **RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled “*Capital Structure*” beginning on page 56 of this prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 230 of this 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 LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM 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 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.

### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE Limited.

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

### **MIGRATION TO MAIN BOARD**

In accordance with the BSE Circular dated November 26, 2012 as amended from time to time and notice dated December 20, 2021 our Company will have to be mandatorily listed and traded on the SME Platform for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of BSE from the SME Platform of BSE Limited on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which 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 and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

If the Paid-up Capital of the company is more than ₹ 10 crore but below ₹25 crore, we 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.

### **MARKET MAKING**

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein M/s. Nikunj Stock Brokers Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, “*General Information- Details of the Market Making Arrangements for this Issue*” beginning on page 48 of this prospectus.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

#### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Pune, Maharashtra, India.***

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is more than ten crore rupees, issue shares to the public and propose to list the same on the SME platform of BSE Limited. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 201 and 210, respectively, of this prospectus.

The present Issue of 13,41,600 Equity Shares at an issue price of ₹96/- each aggregating to ₹ 1,287.94 Lakhs by our Company. The Issue and the Net Issue will constitute 26.33% and 22.40%, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion	Alphalogic Techsys Reservation Portion
<b>Number of Equity Shares</b>	11,41,200 Equity Shares	67,200 Equity Shares	1,33,200 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	85.06% of the Issue Size	5.01% of the Issue Size	9.93% of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 1,200 Equity Shares each.  For further details please refer to “ <i>Basis of Allotment</i> ” under Section titled “ <i>Issue Procedure</i> ” beginning on page 210 of this prospectus.	Firm Allotment	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 1,200 Equity Shares each.  For further details please refer to Section titled “ <i>Issue Procedure</i> ” beginning on page 210 of this prospectus.
<b>Mode of Application</b>	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors	Through ASBA Process Only	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Application Size</b>	<b>For Other than Retail Individual Investors:</b> 2,400 Equity Shares at Issue price of ₹96/- each so that the Application Value exceeds ₹2,00,000.  <b>For Retail Individuals:</b> 1,200 Equity Shares at Issue price of ₹96/- each.	67,200 Equity Shares @ ₹96/- each	1,200 Equity Shares @ ₹96/- each
<b>Maximum Application Size</b>	<b>For Other than Retail Individual Investors:</b> 11,41,200 Equity Shares at Issue price of ₹96/- each. (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.)  <b>For Retail Individuals Investors:</b> 1,200 Equity Shares at Issue price of ₹96/- each.	67,200 Equity Shares @ ₹96/- each	1,33,200 Equity Shares @ ₹96/- each (The maximum application size is the Reserved Portion for the category subject to limits the investor has to adhere under the relevant laws and regulations applicable)

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion	Alphalogic Techsys Reservation Portion
<b>Trading Lot</b>	1,200 Equity Shares	1,200 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	
<b>Terms of Payment</b>	<b>100% at the time of application</b>	<b>100% at the time of application</b>	<b>100% at the time of application</b>

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled **“Issue Structure”** beginning on page 207 of this Prospectus.

\*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- Minimum fifty per cent to retail individual investors; and
- Remaining to: (i) individual applicants other than retail individual investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retails individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retails individual investors shall be allocated that higher percentage. For further information on the Allocation of Net Offer to Public, please refer to chapter titled **“The Issue”** on page no. 43 of this Prospectus.

The Shareholder Reservation Portion shall not exceed 10% of the post-Issue paid-up Equity Share capital. Any unsubscribed portion remaining in the Shareholder Reservation Portion shall be added to the Net Issue. Any unsubscribed portion remaining in the Shareholder Reservation Portion shall be added to the Net Issue.

#### WITHDRAWAL OF THE ISSUE

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

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. 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. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this prospectus, which our Company will apply for only after Allotment.

#### ISSUE PROGRAMME

Issue Opening Date	July 03, 2023
Issue Closing Date	July 06, 2023
Finalisation of Basis of Allotment with BSE SME	July 11, 2023
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	July 12, 2023
Credit of Equity Shares to demat accounts of the Allottees	July 13, 2023
Commencement of trading of the Equity Shares on BSE SME	July 14, 2023

**Note:** The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws.



Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of application on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from other than retail individual applicants.
- (c) A standard cut-off time of 5.00 PM for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received upto the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. IST on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “**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, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders 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 (“CAN”) 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 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 Retail Individual Investors 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 Retail Individual Investors 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**”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to **continue with the UPI Phase II till further notice**. The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. 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.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, which came into effect from May 01, 2021 had put in place measures to have a uniform policy to further streamline the processing of ASBA applications through UPI process among intermediaries/SCSBs and also provided a mechanism of compensation to investors.

However, in view of the representations received from stakeholders, SEBI vide Circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 given some relaxation for the implementation timelines for the provisions of “the circular” which are as under:

- **SMS Alerts:** Para 9 of “the circular” prescribed the details to be sent by SCSB’s in SMS alerts. While SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc shall be included in SMS for Public Issues opening on/after January 01, 2022.
- **Web Portal for CUG:** For ease of doing business, Para 10 of “the circular” prescribed a web portal to be hosted by Sponsor Banks for closed user group (hereinafter referred to as “CUG”) entities. In view of the representations received from the stakeholders, it has been decided that:
  - ❖ The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.

- ❖ In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details prescribed in Para 10 of “the circular” to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB’s etc, the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
  - ❖ The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- **Completion of Unblocks by T+4:** Para 13 of “the circular” prescribed the process and timeline for ensuring the completion of unblocks pertaining to UPI mandates on T+4 (T: Issue Closing Date). While the process of unblocking shall be completed by T+4, in view of the representations received from stakeholders, the following shall be the revised timelines:
- ❖ The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
  - ❖ The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
  - ❖ Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1.
  - ❖ To ensure that the unblocking is completed on T+4, the Lead Managers, on a continuous basis and before the opening of the public issue shall take up the matter with the SCSB’s at appropriate level.

***SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.***

***Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor’s bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.***

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.*

*Our Company and the LM 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 Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

#### ***Phased implementation of Unified Payments Interface (UPI)***

SEBI has issued the various UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Retail Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars 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, a Retail Individual Investor 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. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Retail Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Managers.

### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, 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 Lead Manager and the Stock Exchange.

**The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.**

### **APPLICATION FORM**

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE ([www.bseindia.com](http://www.bseindia.com)), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*
Alphalogic Techsys Shareholders applying in the Alphalogic Techsys Reservation Portion	Green*

\* Excluding electronic Application Form.

\*\* Application forms will also be available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than Retail Individual Investors using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For Retail Individual Investors using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate Retail Individual Investors (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the LM for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

#### WHO CAN APPLY?

Each Applicant 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 Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. 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". Application by HUFs will be considered at par with Applications from individuals;



- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrelative constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
- xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications should not to be made by:**

- i. Minors (except through their Guardians)
- ii. Partnership firms
- iii. Foreign Nationals (except NRIs)
- iv. Overseas Corporate Bodies

As per the existing 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 by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to 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, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and 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 information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.*

**MAXIMUM AND MINIMUM APPLICATION SIZE:**

**1. For Retail Individual Applicants:**

The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, **they can make Application only upto 1,200 Equity Shares.**



## 2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 1,200 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

## 3. Minimum Bid Lot: 1,200 Equity Shares

### BASIS OF ALLOTMENT

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- 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 over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 1,200 Equity Shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted 1,200 Equity Shares;
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,200 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,200 Equity Shares subject to a minimum allotment of 1,200 Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 1,200 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, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
  - As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

The Executive Director/Managing Director of the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

For details with respect to allotment to reserved category i.e. Shareholders Reservation Portion and Market Maker Reservation Portion, please see chapter “*Issue Structure*” beginning on page 207 of this Prospectus.

#### **PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company’s paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **APPLICATIONS BY ELIGIBLE NRI’S**

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

#### **APPLICATIONS BY HUF**

Application by Hindu Undivided Families or HUFs should be 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”. Application by HUFs will be considered at par with Applications by individuals.

**APPLICATIONS BY FPI'S**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

**APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

**APPLICATIONS BY SCSB'S**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars 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 ASBA applications.

### **APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") 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 belong to 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 points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

### **APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

*The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this prospectus.*

### **APPLICATIONS BY SHAREHOLDERS OF ALPHALOGIC TECHSYS LIMITED**

Bids under the Alphalogic Techsys Shareholders Reservation Portion shall be subject to the following:

- (a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. Green Colour Form).
- (b) Only Alphalogic Techsys Shareholders (i.e., public equity shareholders of our Corporate Promoter (excluding such persons not eligible under applicable laws, rules, regulations and guidelines) as on Friday immediately preceding the date of opening of the issue will be eligible to apply in this issue under the Shareholders' Reserved category.
- (c) The Sole/First Bidder shall be a Alphalogic Techsys Shareholder.
- (d) Only those Bids, which are received at the Offer Price subject to applicable limits, would be considered for allocation under this category.
- (e) The Bids must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter.
- (f) Alphalogic Techsys Shareholders in the Alphalogic Techsys Reservation Portion can bid for any number of specified securities but not exceeding the reserved portion for that category.
- (g) Bids by Alphalogic Techsys Shareholders in the Alphalogic Techsys Reservation Portion can also Bid under the Net Offer Portion and such Bids will not be treated as multiple Bids subject to complying with the eligibility criteria and applicable limits. Our Company in consultation with Lead Manager, Registrar to the Issue and Designated Stock Exchange reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (h) Any unsubscribed portion in Alphalogic Techsys Reservation Portion shall be added to the net offer category.
- (i) In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Alphalogic Techsys Reservation Portion to the Net Offer, subject to applicable law.

Alphalogic Techsys Shareholders would need to have a valid PAN and their PAN should be updated with the register of shareholders maintained with Alphalogic Techsys Limited, our Corporate Promoter. Further, Alphalogic Techsys Shareholders would need to have a valid demat account number and details, as Equity Shares can only be allotted to Alphalogic Shareholders having a valid demat account.



**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 the Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in the Prospectus, when filed.**

#### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

#### **METHOD AND PROCESS OF APPLICATIONS**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **TERMS OF PAYMENT**

The entire Issue price of ₹96/- 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 Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.



The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

#### PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount.

**However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage.** In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (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, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sl. 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 Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **ALLOCATION OF EQUITY SHARES**

- 1) The Issue is being made through the Fixed Price Process wherein 67,200 Equity Shares shall be reserved for Market Maker and 1,33,200 Equity Shares shall be reserved for Shareholders of Alphalogic Techsys Limited and 11,41,200 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage and retail individual investors can withdraw or revise their bids till issue closure date.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation where the registered office of the Company

is situated.

### ISSUANCE OF ALLOTMENT ADVICE (CAN)

- 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. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### DESIGNATED DATES

Issue Opening Date	July 03, 2023
Issue Closing Date	July 06, 2023
Finalisation of Basis of Allotment with BSE SME	July 11, 2023
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	July 12, 2023
Credit of Equity Shares to demat accounts of the Allottees	July 13, 2023
Commencement of trading of the Equity Shares on BSE SME	July 14, 2023

**Note:** The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws

### GENERAL INSTRUCTIONS

#### Do's:

- Check if you are eligible as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals. All applicants (other than Anchor Investors) should submit their Bids through the ASBA process only;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account or UPI ID, as applicable) in the Application Form if you are not a Retail Individual Investor bidding using the UPI Mechanism in the Application Form and if you are a Retail Individual Investor using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Application Form.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application

Form and the prospectus;

- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

#### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the 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. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com).

#### **Applicant'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 application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment

Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### ***Submission of Application Form***

All 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 application form, in physical or electronic mode, respectively.

#### ***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 Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### ***Disposal of Application and Application Moneys and Interest in Case of Delay***

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of 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 within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- 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.

#### ***Right to Reject Applications***

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **OTHER INSTRUCTIONS FOR THE APPLICANTS**

#### **Joint Applications**

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Applications**

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.



**IMPERSONATION:**

Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the companies Act, 2013 which is reproduced below:

"Any person who

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

**INVESTOR GRIEVANCE**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

**NOMINATION FACILITY TO APPLICANT**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

**GROUND FOR TECHNICAL REJECTIONS**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a Limited Liability Partnership can apply in its own name.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,200;
- Category not ticked;
- Multiple Applications as defined in this prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and prospectus as per the instructions in this prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;



- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

#### **Names of entities responsible for finalizing the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Completion of Formalities for Listing & Commencement of Trading**

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated June 05, 2023 with Lead Manager. For Further information, please refer section “*General Information*” beginning from page no 48 of this prospectus.
- b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

#### **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters’ contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- 6) That no further issue of securities shall be made till the securities offered through the prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated February 15, 2023 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated December 02, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. "**INEONZF01019**".

**RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES**

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, 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. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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 Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**ARTICLE OF ASSOCIATION OF  
\*ALPHALOGIC INDUSTRIES LIMITED**

Subject to anything to the contrary hereinafter provided and unless the context requires otherwise, the Regulations contained in Table 'F' in the first Schedule to the Companies Act, 2013 (hereinafter referred to as Table 'F') shall apply to the company.

**INTERPRETATION**

(1) In these regulations-

- a) "the Act" means the Companies Act, 2013.
- b) "the seal" means the common seal of the company.
- c) "Director" means a director appointed to the Board of a company.
- d) "Memorandum" means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act;
- e) "Articles" means the articles of association of a company as originally framed or as altered from time to time or applied in pursuance of any previous company law or of this Act;
- f) "Manager" means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of a company, and includes a director or any other person occupying the position of a company, and includes a director or any other person occupying the position of a manager, by whatever name called, whether under a contract of service or not;
- g) "Managing director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Director, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

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*\*change the name of the Company from “Alphalogic Trademart Limited” to “Alphalogic Industries Limited” vide Special Resolution dated 20th January, 2022.*

**Prospectus**

h) "Promoter" means a person-

- a) Who has been named as such in a prospectus or is identified by the company in the annual return referred to in section 92;
- or
- b) Who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise; or
- c) In accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) Public Company means a company which;

- (a) is not a private company and,
- (b) has a minimum paid-up share capital as may be prescribed.

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

(1)(II) 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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

(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,

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- (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) The Company agrees to issue certificate within fifteen days of the date of lodgment of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgment for transfer, Pucca Transfer

Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

(iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iv) 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)(I) 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.

(II) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.

(b) to employees under a scheme of employees stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(III) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(IV) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

Mode of further issue of Shares

(V) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

### **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;

(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.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuers lien shall be restricted to moneys called or payable at fixed time in respect of such shares;

(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.

(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 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 day's 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 authorizing 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.
- (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.

- (c) Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
- (d) The common form of transfer shall be used by the Company.

(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 day's 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.
- (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.

#### **Forfeiture of shares**

- (27) 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.
- (28) 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.
- (29) 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.
- (30) (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.
- (31) (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.
- (32) (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.
- (33) 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**

- (34) 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.
- (35) 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.
- (36) 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.

(37) 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**

(38) (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.

(39) (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.
- (iv) Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

#### **Buy-back of shares**

- (40) 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**

- (41) All general meetings other than annual general meeting shall be called extraordinary general meeting.
- (42) (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.

#### **Proceedings at general meetings**

- (43) (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.
- (44) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- (45) 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.
- (46) 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.

### **Adjournment of meeting**

- (47) (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**

- (48) Subject to any rights or restrictions for the time being attached to any class or classes of shares, -
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- (49) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- (50) (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.
- (51) 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.

(52) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(53) 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.

(54) (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**

(55) 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.

(56) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

(57) 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**

(58) The following shall be the First Directors of the Company: -

- 1) Mr. Anshu Goel
- 2) Ms. Neha Anshu Goel
- 3) Mr. Subhash Tarachand Goel
- 4) Mr. Vedant Goel

First Directors shall hold office until they resign or become disqualified to hold such office.

(59) (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.
- (60) The Board may pay all expenses incurred in getting up and registering the company.
- (61) 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 think fit respecting the keeping of any such register.
- (62) 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.
- (63) 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.
- (64) (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**

- (65) (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.
- (66) (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.
- (67) 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.
- (68) (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.
- (69) (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.
- (70) (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.
- (71) (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.
- (72) 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.
- (73) 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.

### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

- (74) 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 think 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
- (75) 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**

- (76) 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**

- (77) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (78) 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.
- (79) (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 equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- (80) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (81) 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.

(82) (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.

(83) 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.

(84) 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.

(85) No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

#### **Accounts**

(86) (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**

(87) Subject to the provisions of Chapter XX of the Act and rules made thereunder-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **Indemnity**

(88) 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.

## Others

### (89) Dematerialisation of shares

(i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.

(ii) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

(iii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

(iv) In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act shall apply so far as applicable.

(v) Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.

(vi) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

## SECTION XII: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune – 411014, Maharashtra, India.

#### A. Material Contracts to the Issue

1. Issue Agreement dated May 19, 2023 entered into among our Company and the Lead Manager.
2. Agreement dated May 18, 2023 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated February 15, 2023 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated December 02, 2022 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement June 07, 2023 among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated June 05, 2023 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated June 05, 2023 between our Company and the Lead Manager.

#### B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporations of our Company dated September 22, 2020 and January 28, 2022 issued by Registrar of Companies.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated May 12, 2023 and May 15, 2023 respectively, authorizing the Issue and other related matters.
4. Copies of Audited Financial Statements of our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.
5. Peer Review Auditors Report dated May 18, 2023 on Restated Financial Statements of our Company for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
6. Copy of Statement of tax benefits dated May 18, 2023 from the Statutory Auditor included in this prospectus.
7. Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Executive Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue and Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the prospectus to act in their respective capacities.
8. In-principle listing approval dated June 23, 2023 from the BSE Limited for listing the Equity Shares on the SME Platform of BSE Limited.
9. Due Diligence certificate dated June 23, 2023 submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Vedant Goel**  
Managing Director  
DIN: 08290832

Date: June 23, 2023

Place: Pune

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Montubhai Gandhi**  
Executive Director & Chief Executive Officer  
DIN: 07352079

Date: June 23, 2023

Place: Pune



**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Krina Gandhi**  
Executive Director & Chief Financial Officer  
DIN: 09497322

Date: June 23, 2023

Place: Pune

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Anshu Goel**  
Non-Executive Director  
DIN: 08290775

Date: June 23, 2023

Place: Pune

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Rohan Kishor Wekhande**

Independent Director

DIN: 08197194

Date: June 23, 2023

Place: Pune

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY:**

Sd/-

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**Amar Raykantiwar**  
Independent Director  
DIN: 09438320

Date: June 23, 2023

Place: Pune

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:**

Sd/-

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**Aayushi Khandelwal**  
Company Secretary & Compliance Officer

Date: June 23, 2023

Place: Pune