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

DRAFT RED HERRING PROSPECTUS
Dated: September 26, 2025
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 26 & 32 of the Companies Act, 2013
100% BOOK BUILT ISSUE

FASCINATE TEXTILES LIMITED

Registered office & Corporate office:
3/A Kutul Sahi Road, Barasat, Barasat North 24 Parganas, Barasat-1, West Bengal India, Kolkata-700124

CORPORATE IDENTITY NUMBER: U17299WB2017PLC219383

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
3/A Kutul Sahi Road, Barasat, Barasat North 24 Parganas, Barasat-1 West Bengal India Kolkata – 700124	Mrs. Ritika Sharma, Company Secretary & Compliance Officer	Tel: +91 82403-01827 Email: compliance@fascinatetextile.in	www.fascinatetextile.com

OUR PROMOTERS: MR. VISHAL NAHAR, MR. CHIRAG AHUJA, MR. RISHABH NAHAR, MR. NARINDER KUMAR AHUJA AND VISHAL NAHAR HUF

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE (by number of shares or by amount in Rs.)	TOTAL OFFER SIZE	ELIGIBLITY AND SHARE RESERVATION
Fresh Issue and Offer for sale	Fresh issue of Upto 34,58,000 Equity Shares of face value of ₹ 10/- each of our Company aggregating up to ₹ [●] lakhs	Offer for sale of Upto 8,36,000 Equity Shares of face value of ₹ 10/- each of our Company aggregating up to ₹ [●] lakhs	Up to 42,94,000 Equity Shares of face value of ₹ 10/- each of our Company aggregating up to ₹ [●] lakhs	The Offer is being made through Book Building Process in terms of Regulation 229(2) and 253(1) of Chapter IX of SEBI (ICDR) Regulation, 2018 as amended. For further details, see ***"Other Regulatory and Statutory Disclosures – Eligibility for the Offer"*** on page 321. For details of Share reservation among QIBs, NIIs and IIs, see ***"Offer Structure"*** beginning on page 350

DETAILS OF OFFER FOR SALE BY PROMOTER(S)/ PROMOTER GROUP/ SELLING SHAREHOLDERS – NEETU NAHAR

NAME	TYPE	NO. OF SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) *
Neetu Nahar	Promoter Group-Selling Shareholder	Up to 8,36,000 Equity Shares aggregating ₹ [●] lakhs	NIL

*** As certified by M/s Jain Sonu & Associates., Chartered Accountants by way of their certificate dated September 18, 2025**

RISKS IN RELATION TO THE FIRST OFFER

This being the first Public Offer of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Offer Price determined by our Company and Promoter's Group Selling Shareholder, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "**Basis for Offer Price**" on Page No. 139 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the Section titled **"*Risk Factors*"** beginning on page. 43 of the Draft Red Herring Prospectus.

ISSUER'S AND PROMOTER GROUP SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders accept responsibility for and confirm the statements made by them in this Draft Red Herring Prospectus to the extent of information specifically pertain to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares of our Company Offer through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

Name and logo of the Book Running Lead Manager	Contact Person	Email and Telephone
Affinity Global Capital Market Private Limited	Ms. Shruti Bhalotia / Mr. Anandarup Ghoshal	Tel: +91 33 4004 7183 E-mail: compliance@affinityglobalcap.in
Name of the Registrar to the Issue	**Contact Person**	**Email and Telephone**
Cameo Corporate Services Limited	Mrs. K. Sreepriya	Tel: +91 44 2846 0390 E-mail: investor@cameoindia.com

BID/OFFER PERIOD

ANCHOR PORTION OFFER OPENS/CLOSES ON [(1)]:[●]	BID/OFFER OPENS ON [(1)]: [●]	BID/ OFFER CLOSES ON [(2)]: [●] *

[(1)] Our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer *Period shall be one Working Day prior to the Bid/* Offer *Opening Date.*
[(2)] Our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer *Period for QIBs one Working Day prior to the Bid/* Offer *Closing Date in accordance with the SEBI ICDR Regulations.*
**The UPI mandate end time and date shall be at 5.00 P.M on Bid/Issue Closing Day*

FASCINATE TEXTILES LIMITED

Corporate Identity Number: U17299WB2017PLC219383

Our Company was originally incorporated on February 09, 2017 at Kolkata, West Bengal as a Private Limited Company in the name and style of "*Fascinate Textiles Private Limited*" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata. Further, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the shareholders of our Company at the Extra- Ordinary General Meeting held on April 25, 2025, and consequently the name of our Company was changed from *"Fascinate Textiles Private Limited*" to *"Fascinate Textiles Limited*" and a fresh certificate of incorporation dated May 21, 2025 pursuant to conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Central Registration Centre bearing CIN: U17299WB2017PLC219383. For details of change in the name of our Company and address of Registered Office of our Company, see ***"History and Certain Corporate Matters"*** on page 211 of the Draft Red Herring Prospectus.

Registered and Corporate Office: 3/A Kutul Sahi Road, Barasat, Barasat North 24 Parganas, Barasat-1West Bengal India, Kolkata- 700124
Contact Person: Mrs. Ritika Sharma, Company Secretary and Compliance Officer **; Tel:** +91 82403-01827
E-mail: compliance@fascinatetextile.in **Website:** www.fascinatetextile.com

OUR PROMOTERS: MR. VISHAL NAHAR, MR. CHIRAG AHUJA, MR. RISHABH NAHAR, MR. NARINDER KUMAR AHUJA AND VISHAL NAHAR HUF

DETAILS OF THE OFFER

INITIAL PUBLIC OFFERING OF UPTO 42,94,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF FASCINATE TEXTILES LIMITED ("OUR COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE"), AGGREGATING UP TO ₹ [●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 34,58,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY (THE "FRESH ISSUE") AND OFFER FOR SALE OF UP TO 8,36,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR PROMOTER'S GROUP SELLING SHAREHOLDER, (THE "OFFERED SHARES") (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH OFFER, THE "OFFER") OF WHICH UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E., NET OFFER OF UPTO [●] EQUITY SHARES AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] %, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND PROMOTER'S GROUP SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED BENGALI REGIONAL DAILY NEWSPAPER), (BENGALI BEING THE REGIONAL LANGUAGE OF THE STATE OF WEST BENGAL WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO SME PLATFORM OF THE NATIONAL STOCK EXCHANGE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

** Subject to finalization of basis of allotment*

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of IBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see **"Offer *Procedure*"** beginning on page 356 of this Draft Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST OFFER

The face value of our Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Offer Price determined by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ***"Basis for* Offer *Price"*** on page 139 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the Section titled **"*Risk Factors*"** beginning on page. 43 of the Draft Red Herring Prospectus.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders accept responsibility for and confirm the statements made by them in this Draft Red Herring Prospectus to the extent of information specifically pertain to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
Affinity Global Capital Market Private Limited 20B, Abdul Hamid Street, East India House, 1st Floor, Room No. 1F, Kolkata – 700069, West Bengal, India **Telephone**: +91 33 4004 7188 **E - mail**: compliance@affinityglobal.in **Investor Grievance email ID**: investor@affinityglobalcap.in **Website**: www.affinityglobalcap.in **Contact Person**: Ms. Shruti Bhalotia / Mr. Anandarup Ghoshal **SEBI Registration Number**: INM000012838	**Cameo Corporate Services Limited** Subramanian Building" 1 Club HouseRoad, Chennai- 600 002 **Tel:** +91 40 6716 2222 **E-mail:** priya@cameoindia.com **Investor Grievance e-mail ID:** investor@cameoindia.com **Website:** www.cameoindia.com **Contact Person:** Mrs. K. Sreepriya **SEBI Registration No.:** INR000003753

ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENS/CLOSES ON [(1)]	**[●]**
ISSUE OPENS ON [(1)]	**[●]**
ISSUE CLOSES ON [(2)]	**[●]***

[(1)] Our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer *Period shall be one Working Day prior to the Bid/* Offer *Opening Date.*

[(2)] Our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer *Period for QIBs one Working Day prior to the Bid/* Offer *Closing Date in accordance with the SEBI ICDR Regulations.*

**The UPI mandate end time and date shall be at 5.00 P.M on Bid/* Offer *Closing Day*

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IP TREND

CONTENTS

SECTION I – GENERAL 01

DEFINITIONS AND ABBREVIATIONS 01

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION 23

FORWARD LOOKING STATEMENTS 26

SECTION II - SUMMARY OF THE OFFER DOCUMENT 28

SECTION III – RISK FACTORS **43**

SECTION IV – INTRODUCTION **74**

THE OFFER 74

SUMMARY OF FINANCIAL INFORMATION 77

GENERAL INFORMATION 80

CAPITAL STRUCTURE 96

OBJECTS OF THE OFFER 122

BASIS OF OFFER PRICE 139

STATEMENT OF SPECIAL TAX BENEFITS 148

SECTION V – ABOUT OUR COMPANY **156**

INDUSTRY OVERVIEW 156

OUR BUSINESS 173

KEY INDUSTRY REGULATIONS AND POLICIES 200

HISTORY AND CERTAIN CORPORATE MATTERS 211

OUR MANAGEMENT 217

OUR PROMOTER AND PROMOTER GROUP 245

OUR GROUP COMPANY 253

DIVIDEND POLICY 254

SECTION VI – FINANCIAL INFORMATION **255**

FINANCIAL STATEMENTS 255

OTHER FINANCIAL INFORMATION 286

RELATED PARTY TRANSACTIONS 288

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 289

CAPITALISATION STATEMENT 307

FINANCIAL INDEBTEDNESS 308

SECTION VII – LEGAL AND OTHER INFORMATION **309**

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS 309

GOVERNMENT AND OTHER APPROVALS 314

OTHER REGULATORY AND STATUTORY DISCLOSURES 320

SECTION VIII – OFFER INFORMATION **339**

TERMS OF THE OFFER 339

OFFER STRUCTURE 350

OFFER PROCEDURE 356

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 400

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION. 402

SECTION X – OTHER INFORMATION **431**

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 431

DECLARATION 434

IPO TREND

SECTION I– GENERAL DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, policies, circulars, notifications, directions or clarifications shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act 1996 and the rules and regulations made thereunder, as amended. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. 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.

*Notwithstanding the foregoing, the terms used in "**Industry Overview**", "**Key Industry Regulations and Policies**", "**Statement of Special Tax Benefits**", "**Financial Information**", "**Basis of Offer Price**", "**Outstanding Litigation and Material Developments**", "**Offer Procedure**" and "**Description of Equity Shares and Terms of the Articles of Association**" on Page Nos. 156,200,148,255,139,309,356 and 402 respectively, shall have the meaning ascribed to such terms in the relevant Sections/Chapters.*

In this Draft Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

GENERAL TERMS

Terms	Description
"Fascinate Textiles Limited", "the Company", "our Company", "the Issuer"	Unless the context otherwise indicates or implies, refers to Fascinate Textiles Limited, a Public Limited Company incorporated under the Companies Act, 2013, and having its Registered Office at 3/A, Kutul Sahi Road, Barasat, North 24 Parganas, West Bengal, India, 700124
"we", "us' or "our"	Unless the context otherwise indicates or implies, refers to our Company.
"you", "your" or "yours"	Prospective investors in this Offer.

Company Related Terms

Terms	Description
Articles/ Articles of Association/ AOA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of the Board of Directors of our Company constituted on August 14, 2025 in accordance with Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the details of which are disclosed in the Chapter titled ***"Our Management - Corporate Governance"*** on Page No. 229 of this Draft Red Herring Prospectus.

Auditors/ Statutory Auditors/ Peer Reviewed Auditor	The Statutory Auditor of our Company, currently being M/s Sonu Jain & Associates, Chartered Accountants, (FRN: 324386E), having their office at 58, Mahatma Gandhi Road, Tower 5 Alcove Tower Flat 2B Diamond City South Tollygunj Karunamoyee Kolkata 700041 holding a valid Peer Review Certificate bearing no. 015686 issued by Peer Review Board of the Institute of Chartered Accountants of India, New Delhi as mentioned in the Chapter titled ***"General Information - Details of Key Intermediaries pertaining to the Offer of our Company"*** on Page No. 83 of this Draft Red Herring Prospectus.
Board of Directors/ Board/ BOD	Unless otherwise specified, the Board of Directors of Fascinate Textiles Limited, as duly constituted from time to time, including any constituted Committees thereof. (For further details of our directors, please refer to Chapter titled ***"Our Management"*** beginning on Page No. 217 of this Draft Red Herring Prospectus.
Bankers to the Company	[●] Limited.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Chirag Ahuja. For further detail, please see Chapter titled ***"General Information - Chief Financial Officer"*** and ***"Our Management - Key Managerial Personnel"*** on Page No. 81 and 240 respectively of the Draft Red Herring Prospectus.
Corporate Identification Number/ CIN	U17299WB2017PLC219383
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mrs. Ritika Sharma. For further details, please see Chapter titled ***"General Information - Company Secretary and Compliance Officer"*** and ***"Our Management - Key Managerial Personnel"*** on Page No. 81 and 240 respectively of the Draft Red Herring Prospectus.
Companies Act	The Companies Act, 2013 and/or the Companies Act, 1956, as applicable and the rules, regulations, modifications and clarifications made thereunder.
Director(s)/ our Directors	The Director(s) of our Company, unless otherwise specified. For details of our Directors, see Chapter titled ***"Our Management"*** beginning on Page No. 217 of the Draft Red Herring Prospectus.
Depositories	A Depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DP/ Depository Participants	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository's Participant's Identity Number
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each fully paid up.
Equity Shareholders	Persons / Entities holding Equity Shares of our Company.
Executive Director(s)	Executive Director(s) are the Managing Director and Whole-time Director of our Company. For further details, please see Chapter titled ***"General Information - Our Board of Directors"***, ***"Our Management - Board of Directors"*** and ***"Our Management - Key Managerial Personnel"*** on Page Nos. 81, 217 and 240 respectively of the Draft Red Herring Prospectus.

Fugitive Economic Offender	An individual who is declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
Group Companies / Entities	Such Companies/ Entities identified as 'Group Companies' in accordance with Regulation 2(1) (t) of SEBI (ICDR) Regulations, 2018 and as covered under the applicable Accounting Standards and such other Companies as considered material by the Board, in accordance with the Materiality Policy adopted by the Board of Directors. For details of our Group Companies/ Entities, please refer Chapter titled ***"Our Group Company"*** on Page No. 253 of this Draft Red Herring Prospectus.
HUF Promoter	The HUF promoter of our Company, namely Vishal Nahar (HUF).
Independent Director(s)	Independent Director(s) on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer Chapter titled ***"Our Management"*** beginning on Page No. 217 of this Draft Red Herring Prospectus.
Individual Promoters	The individual promoters of our Company, namely Mr. Vishal Nahar, Mr. Chirag Ahuja, Mr. Rishabh Nahar and Mr. Narinder Ahuja.
IPO Committee	The IPO Committee constituted by our Board for the Offer, the details of which are disclosed in the Chapter titled ***"Our Management - Corporate Governance"*** on Page 229 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number being INE1Q2D01019
Key Managerial Personnel/ KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act and as disclosed in the Chapter titled ***"Our Management - Key Managerial Personnel"*** on Page No. 240 of this Draft Red Herring Prospectus.
Managing Director/ MD	The Managing Director of our Company being Mr. Vishal Nahar. For further details, please see Chapter titled ***"General Information - Our Board of Directors"*** and ***"Our Management - Board of Directors"*** on Page Nos. 81 and 217 respectively of the Draft Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated August 14, 2025, for identification of Group Companies, material outstanding litigations/ and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under SEBI (ICDR) Regulations as amended from time to time.
Memorandum or Memorandum of Association or MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company constituted on August 14, 2025 in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, the details of which are disclosed in the Chapter titled ***"Our Management - Corporate Governance"*** on Page No. 229 of this Draft Red Herring Prospectus.
Non-executive Director(s)	A Director not being an Executive Director or an Independent Director. For details of our Non-Executive Directors, see Chapter

	titled ***"Our Management"*** beginning on Page No. 219 of this Draft Red Herring Prospectus.
Non-Resident Indians/ NRIs	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and an individual resident outside India who is a citizen of India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time or is an 'Overseas Citizen of India' cardholder within the meaning of Section 7A of the Citizenship Act, 1955.
Promoters	The Promoters of our Company being Mr. Vishal Nahar, Mr. Chirag Ahuja, Mr. Rishabh Nahar, Mr. Narinder Ahuja and Vishal Nahar (HUF), as disclosed in the Chapter titled ***"Our Promoter and Promoter Group"*** beginning on Page No. 245 of this Draft Red Herring Prospectus.
Promoter Group	Such Persons, Entities and Companies constituting the Promoter Group of our Company pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations and as disclosed in the Chapter titled ***"Our Promoter and Promoter Group"*** on Page No. 245 of this Draft Red Herring Prospectus.
Registered Office	The Registered Office of our Company is situated at 3/A, Kutul Sahi Road, Barasat, North 24 Parganas, West Bengal, India, 700124
Registrar of Companies or RoC	The Registrar of Companies, Kolkata situated at Corporate Bhawan, 4th Floor Plot No.IIIF/16, in AA-IIIF Rajarhat, New Town, Akandakeshari Kolkata-700 135
Restated Financial Statements/ Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Balance Sheet, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows for the financial year ended on March 31, 2025, March 31, 2024 and March 2023 along with the summary statement of significant accounting policies read together with the schedules, annexures and notes thereto, prepared in terms of the requirements of Section 32 of the Companies Act, Indian GAAP, and restated in accordance with the SEBI (ICDR) Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time and included in ***"Restated Financial Statements"*** on Page No. 255 of this Draft Red Herring Prospectus.
Shareholders	The holders of the Equity Shares from time to time.
Selling Shareholder	The Selling Shareholders participating in the Offer being, Mrs. Neetu Nahar.
Stakeholders' Relationship Committee	The Stakeholder's Relationship Committee of our Company constituted on August 14, 2025 in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of Companies Act, 2013, the details of which are disclosed in the Chapter titled ***"Our Management - Corporate Governance"*** on Page No. 229 of this Draft Red Herring Prospectus.
Subscribers to MOA	Initial Subscribers to the MOA being Mr. Jishu Chowdhury, Mr. Vikash Jain, Mrs. Neetu Nahar, Mrs. Bandana Nahar and Mrs. Kanta Jain.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or a 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)(lll) of SEBI (ICDR) Regulations 2018.

Whole time Director	"Whole-time director" includes a director in the whole-time employment of the Company

Offer Related Terms

Terms	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by the SEBI in this behalf to be issued under Regulation 255 of SEBI (ICDR) Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot or Allotment or Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be allotted the Equity Shares in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment Date	Date on which the allotment is made.
Allottee(s)	The successful Bidder(s) to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Offer Period	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Manager.
Ancho Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to [●] of the QIB Portion which may be allocated by our Company and the Investor Promoter Selling Shareholders, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations One- third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it will be the Anchor Investor Bidding Date.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form.
Application	An indication to make an application during the Offer Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our

	Equity Shares at the Offer Price including all revisions and modifications thereto, to the extent permissible under SEBI (ICDR) Regulations.
Application lot	[●] Equity shares and in multiplies thereof.
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 Allotment pursuant to the terms of this Draft Red Herring Prospectus.
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account maintained with such SCSB and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked by the SCSB upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any Bidder in the Offer who intends to submit a Bid.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, Bidding through the ASBA process, which shall be considered as the application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and the Sponsor Bank(s), as the case may be.
Banker to the Offer Agreement	The Agreement dated [●], 2025 entered into between our Company, the Book Running Lead Manager, the Registrar to the Offer and the Banker to the Offer.
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer as described in the Chapter titled ***"Offer Procedure - Basis of Allotment"*** on Page No. 392 of this Draft Red Herring Prospectus.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The ASBA Form, as the context requires which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, which includes an ASBA bidder.
Bidding	The process of making a Bid.
Bidding Centre	The centers at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid Price	The prices indicated against each optional Bid in the Bid cum Application Form

Bid(s)	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of an ASBA Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations. The term "Bidding" shall be construed accordingly.
Bid/ Offer Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions of English National Daily Newspaper [●], all editions of Hindi National Daily Newspaper [●] and the [●] editions of Bengali daily newspaper [●] (Bengali being the regional language of the state of West Bengal, wherein our Registered Office is located) each with wide circulation. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchange and shall also be notified on the website of the Book Running Lead Manager and at the terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI (ICDR) Regulations.
Bid / Offer Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of the English National Daily Newspaper [●], all editions of the Hindi National Daily Newspaper [●] and the [●] edition of Bengali daily newspaper [●] (Bengali being the regional language of the state of West Bengal, wherein our Registered Office is located), each with wide circulation.
Bid / Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI (ICDR) Regulations, provided that such period be kept open for a minimum of three working days. Our Company, in consultation with the Book Running Lead Manager, may consider closing Bid/ Offer Period for the QIB Category, one working day prior to the Bid/ Offer Closing Date, which shall also be notified in an advertisement in same newspaper(s) in which the Offer Opening date was published in accordance with the SEBI (ICDR) Regulations. The Bid/ Offer Period will comprise Working Days only.
Book Building Process/ Method	Book Building Process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Offer is being made.
Book Running Lead Manager or BRLM or Book Running Lead Manager to the Offer	The Book Running Lead Manager to the Offer, in this case being Affinity Global Capital Market Private Limited.
Broker Centers	Broker centers notified by the Stock Exchanges where ASBA Bidders can submit the ASBA 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 respective website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.
Business Day	Monday to Friday (Except public holidays).
CAN or Confirmation of Allocation Note	The Notice or intimation of allocation of the Equity Shares to be sent to Investors, who have been allocated the Equity Shares after the Offer Period.

Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price will not be finalised and above which no Bids will be accepted, including any revision thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor bank agreement to be entered into between our Company, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer and the Syndicate Members for, inter alia, collection of the Bid Amounts, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts, if any, on the terms and conditions thereof, in accordance with the UPI Circulars.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI, as per the list available on the websites of the Stock Exchanges, i.e., www.nseindia.com, as updated from time to time.
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Bids at the Designated RTA locations in terms of, inter alia, Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Collection Centres	The centers at which the Designated Intermediaries shall accept the ASBA Forms, being the Designated SCSB Branch for SCSBs, specified locations for Syndicate, broker centre for Registered Brokers, designated RTA locations for RTA and designated CDP locations for CDPs.
Controlling Branches/ Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Cut Off Price	The Offer Price finalised by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidders' address, PAN, name of the Bidders' father/ husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges i.e.,www.nseindia.com, as updated from time to time.
Designated Date	The date on which the funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted to successful Bidders in the Offer.

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Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate Members/ Agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the CRTAs where Bidders can submit the ASBA Forms to CRTAs. The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com), as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of the National Stock Exchange of India Limited ("NSE SME").
Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated September 26, 2025, in relation to the Offer, issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addendum or corrigendum thereto.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered hereby.
Eligible NRI(s)	NRI(s) eligible to invest under Schedule III and Schedule IV of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and resident in jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Offered thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Escrow Collection Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●]

Escrow Account	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through NACH/ Direct Credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Agreement	The agreement dated [●] to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s), the BRLM and the Syndicate Members for the collection of payment amounts, if any, on the terms and conditions thereof.
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 or Sole Bidder	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of Joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fresh Offer	The fresh offer of up to 34,58,000 Equity Shares of face value ₹ 10/- at an Offer Price of ₹ [●]/- per Equity Share aggregating to [●] to be issued by our Company as part of this Offer, in terms of the Draft Red Herring Prospectus.
General Corporate Purpose	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17 , 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Gross Proceeds	Gross proceeds of the Offer that will be available to our Company.
Individual Investors	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹ 2,00,000 (Indian Rupees Two Lakhs Only) in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs.
Key Performance Indicators	Key factors that determine the performance of our Company
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME platform of NSE Limited.
Lot Size	[●]
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] 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 [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The Reserved Portion of upto [●] Equity Shares of Face Value of ₹ 10/- each fully paid for cash at an Offer Price of ₹ [●]/- per Equity Share aggregating ₹ [●]/- Lacs for the Market Maker in this Offer of our Company.
Minimum Promoters Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters' contribution of 20% and locked-in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40or at such other website as may be updated from time to time, which may be used by RII to submit Applications using the UPI Mechanism. The mobile applications which may be used by Individual investors to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Offer	The Offer less the Market Maker Reservation Portion of [●] Equity Shares of face value of ₹10/- each at a price of ₹[●]/- per Equity Share (including Share Premium of ₹[●]/- per Equity Share) aggregating to ₹[●]/- lacs.
Net Proceeds	The Proceeds of the Fresh Issue less Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, please see the Chapter titled ***"Objects of the Offer"*** beginning on Page No. 122 of this Draft Red Herring Prospectus.
NBFC-SI	A Systemically Important Non-Banking Financial Company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
Non-Institutional Investors/ Non-Institutional Bidders/ NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs, or Retail Individual Investors who have Bid for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs, QFI other than Eligible QFIs and Market Maker).
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer comprising of up to [●] Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI.
OCB/ Overseas Corporate Body	A company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least 60% by NRIs and includes overseas trust in which not less than 60% beneficial interest is held by NRIs directly or indirectly irrevocably as defined in Clause(xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time and which was in existence on the date of commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003 ("the Regulations") and immediately prior to such commencement was eligible to undertake transactions pursuant to general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.

Offer/ Offer Size/ Initial Public Offer/ IPO/ Issue/ Initial Public Issue	The Initial Public Offer of 42,94,000 Equity Shares for cash at an Offer Price of ₹ [●] per Equity Share (including a share premium of ₹ [●] each), comprising of the Fresh Offer of up to 34,58,000 Equity Shares for cash at an Offer Price of ₹ [●] per Equity Share aggregating up to ₹ [●] lacs by our Company and the Offer for Sale of up to 8,36,000 Equity Shares for cash at an Offer Price of ₹ [●] per Equity Share aggregating up to ₹ [●] Lakhs by the Selling Shareholder(s).
Offer Agreement	The Offer Agreement dated September 18, 2025 entered into between our Company and the BRLM, pursuant to which certain arrangements are agreed upon in relation to the Offer.
Offer Documents	The Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus together with the Bid cum Application Form including the abridged prospectus and any addendum or corrigendum to such offering documents;
Offer for Sale	The offer for sale of up to 8,36,000 Equity Shares aggregating up to ₹ [●] Lakhs by the Selling Shareholder(s) as part of the Offer, in terms of the Draft Red Herring Prospectus.
Offer Price	₹ [●] per Equity Share, the final price (within the Price Band) at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Offer which shall be available to our Company For further information about use of the Offer Proceeds, see ***"Objects of the Offer"*** on Page No. 122 of this Draft Red Herring Prospectus.
Offered Shares	Up to [●] Equity Shares aggregating up to ₹ [●] lacs
Other Investors	Investors other than Retail Individual Investors. These include individual bidders 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 organisation, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organisation validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper [●], all editions of Hindi national daily newspaper [●] and [●] edition of the Bengali daily newspaper [●] (Bengali being the regional language of the state of West Bengal, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on the website.
Pricing Date	The date on which our Company and in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus dated [●] to be filed with the RoC on or after the Pricing Date in accordance with Section 26 and 28 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addendum or corrigendum thereto.

Public Offer Account	The bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
Public Offer Account Bank	The Bank which is a clearing member and registered with SEBI as a banker to an Offer and with which the Public Offer Account is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Account(s) on the Designated Date, in this case being [●].
Public Offer Agreement	The agreement dated September 18, 2025 entered into among our Company, and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
'QIBs' or 'Qualified Institutional Buyers' or 'QIB Bidders'	Qualified Institutional Buyer as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
QIB Portion	The portion of the Offer being not more than 50% of the Net Offer comprising up to [●] Equity Shares which shall be allocated to QIBs, subject to valid Bids being received at or above the Offer Price.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the whole or part of the Bid Amount shall be made.
Refund Bank	The Banker to the Offer with whom the Refund Account will be opened, in this case being [●].
Refund through Electronic Transfer of Funds	Refunds through NECS, Direct Credit, RTGS or NEFT, as applicable.
Registered Brokers	Stock Brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and admitted as the member of the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 and UPI Circulars, issued by SEBI.
Registrar Agreement	The Registrar Agreement dated September 18, 2025 entered into between our Company, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer or Registrar	Registrar to the Offer being Cameo Corporate Services Limited. For more information, please refer to the Chapter titled ***"General Information - Details of key intermediaries pertaining to the Offer of our Company"*** on Page No.83 of this Draft Red Herring Prospectus.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Bidder(s) or Individual Investor(s) or RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000/- in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).

Individual Portion	The portion of the Offer being not more than 35% of the Net Offer comprising of up to [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Offer Price,
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
'Self-certified Syndicate Bank(s)' or 'SCSB(s)'	The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. 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, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time.
Share Escrow Agent	The Share Escrow Agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement dated [●] entered into between our Company, and the Share Escrow Agent in connection with credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
SME Exchange	"SME Exchange" means a trading platform of a recognized stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of the SEBI ICDR Regulations and includes a stock exchange granted recognition for this purpose but does not include the Main Board.
Specified Locations	The Bidding Centers where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI.
Sponsor Bank(s)	Banker to the Offer which is registered with SEBI and is eligible to act as Sponsor Bank in a public offer in terms of the applicable SEBI requirements and has been appointed by the Company and in consultation with Book Running Lead Manager to act as a conduit between the Stock Exchange and the National Payments

	Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of UPI Circulars issued by SEBI, in this case being [●].
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Manager and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely [●]
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate / Members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members.
Syndicate ASBA Bidders	ASBA Bidders which submitted their Bids through the members of the Syndicate or their respective Sub-Syndicate Members at the Specified Locations.
Systemically Important Non-Banking Financial Company	Systemically Important Non-Banking Financial Company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The agreement dated [●] to be entered into between the Company, and Underwriter, on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
UPI	The instant payment system developed by the National Payment Corporation of India (NPCI).
UPI Bids	A bid made by UPI Bidders
UPI Bidders	Collectively, individual investors applying as (i) RIBs in the Retail Portion, and (ii) Non-Institutional Bidders with a Bid Amount of up to ₹ 5,00,000/- in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with the Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000/- shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 amended by SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November

	8, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular Number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI Master Circular with Circular Number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circular pertains to the UPI Mechanism), SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 and any subsequent circulars or notifications issued by SEBI in this regard from time to time.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by the SCSBs on the SEBI website, and by way of a SMS directing the UPI Bidders to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Banks 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 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, Retail Individual Bidders, using the UPI Mechanism may apply through the SCSBs and mobile applications whose name appears on the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders to make a Bid in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
US Securities Act	U.S. Securities Act of 1933, as amended.
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI Circular No. . SEBI/HO/CFD/DIL/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars issued by SEBI.

Conventional and General Terms and Abbreviations

Terms	Description
AGM	Annual General Meeting

AIF	Alternative Investment Fund
AOA	Articles of Association
ASBA	Application Supported by Blocked Amount
B2B	Business-to-Business
B2C	Business-to-Consumers
BIFR	Board for Industrial and Financial Reconstruction
BIS	Bureau of Indian Standards
Bn	Billion
BOD	Board of Directors
BRLM	Book Running Lead Manager
BSE	Bombay Stock Exchange
CAD	Current Account Deficit
CAGR	compound annual growth rate
CAN	Confirmation of Allocation Note
CAPEX	**Capital Expenditure**
CBDT	Central Board of Direct Taxes
CCI	Competition Commission of India
CDP	Collecting Depository Participant
CDP	Customer Data Platform
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CMP	Current Market Price
CRTA	Collecting Registrar and Share Transfer Agent
D/E	Debt-to-equity
DDT	Dividend Distribution Tax
DP	Depository Participants
DPIIT	Department for Promotion of Industry and Internal Trade
DRHP	Draft Red Herring Prospectus
DSE	Designated Stock Exchange
EBITDA	Earnings Before Interest Taxes, Depreciation & Amortization
ECB	European Central Bank
EGM	Extraordinary General Meeting
EMDE	emerging market and developing economies
EPR	Extended Producer Responsibility
EPS	Earnings Per Share
ESIC	Employees' State Insurance Corporation
ESOP	Employee Stock Option Plan
ESOS	Employee Stock Option Scheme
ESPS	Employee Stock Purchase Scheme
EU	European Union
FCFE	Free Cash Flow to Equity
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investments
FEMA	Foreign Exchange Management Act
FII	Foreign Institutional Investors

IPO TREND

FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor
FRN	Firm Registration Number
FTL	Fascinate Textiles Limited
FVCI	Foreign Venture Capital Investor
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GCP	General Corporate Purpose
GDP	Gross Domestic Product
GID	General Information Document
GIR	General Index Register
GoI	Government of India
Govt.	Government
GST	Goods and Service Tax
GW	Gigawatts
HFI	High-Frequency Indicators
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICDR	Issue of Capital and Disclosure Requirements (Regulations)
IDCO	Industrial Development Corporation of Odisha
IEC	Importer Exporter Code
IFRS	International Financial Reporting Standards
IGAAP	Indian Generally Accepted Accounting Principles
Ind AS	Indian Accounting Standards
INR	Indian Rupees
IPO	Initial Public Offer
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IST	Indian Standard Time
IT	Income Tax
KMP	Key Managerial Personnel
KPI	Key Performance Indicators
LDC	least developed countries
LLB	Bachelor of Laws
LLP	Limited Liability Partnerships
LODR	Listing Obligations and Disclosure Requirements
LTA	Leave travel Assistance
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs
MD	Managing Director
MFN	most-favored nation
MIM	Multiple Investment Manager
MOA	Memorandum of Association
MOSPI	Ministry of Statistics and Programme Implementation
MSME	Micro, Small and Medium Enterprises

IPO TREND

NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NDI	Non-Debt Instruments
NECS	National Electronic Clearing Service
NEFT	National Electronic Funds Transfer
NII/NIB	Non-Institutional Investors/Bidders
NPCI	National Payment Corporation of India
NR	Non-Resident
NRC	Nomination and Remuneration Committee
NRE	Non-Resident External
NRI	Non-Resident Indian
NRO	Non- Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange
OCB	Overseas Corporate Body
ODI	offshore derivative instruments
OIIDC	Odisha Industrial Infrastructure Development Corporation
OPEC	Organization of the Petroleum Exporting Countries
P/E	Price Earning
PAN	Permanent Account Number
PAT	Profit After Tax
PIB	Press Information Bureau
PSU	Public Sector Units
Q1	Quarter 1
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyer
R/NR	Resident/Non-Resident
RBI	Reserve Bank of India
RHP	Red Herring Prospectus
RoC	Registrar of Companies
ROCE	Return on Capital Employed
ROE	Return on equity
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agent
RTGS	Real-Time Gross Settlement
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SME	Small and Medium Enterprise
SMP	Senior Managerial Personnel
SMS	Short Message Service
SRC	Stakeholder's Relationship Committee
State Goods and Services Tax Act	State Goods and Services Tax Act, 2017

IPO TREND

STT	Securities Transaction Tax
TAN	Tax Deduction and Collection Account Number
TDS	Tax Deducted at Source
TFT	Trade-for-Trade
The Central Goods and Services Tax Act	The Central Goods and Services Tax Act, 2017
the Customs Act	the Customs Act, 1962
the Customs Tariff Act	the Customs Tariff Act, 1975
The Foreign Trade (Development and Regulation) Act	the Foreign Trade (Development and Regulation) Act,1992
The Income tax Act	The Income tax Act, 1961
The Integrated Goods and Services Tax Act	The Integrated Goods and Services Tax Act, 2017
the Taxation Laws (Amendment) Act	the Taxation Laws (Amendment) Act, 2019
TRS	Transaction Registration Slip
TV	Television
UK	United Kingdom
UPI	Unified Payments Interface
USA/US	United States of America
USD/US$	United States Dollars
UT	Union Territories
VAR	Value At-Risk
VAT	Value Added Tax
VCF	Venture Capital Fund
VWAP	Volume Weighted Average Price
WFH	Work From Home
WTO	World Trade Organization
YoY	Year-on-Year
ZED	Zero Defect Zero Effect

Technical/ Industry Related Terms/ Abbreviations

Terms	**Description**
AI	Artificial Intelligence
AOP	All over print
AQL	Acceptable Quality Limit
BIS Act	The Bureau of Indian Standards Act, 2016
BOM	Bill of Materials
C2B2	Chitti Chitti Bang Bang
CAD	Computer Aided Design
CBIC	Central Board of Indirect Taxes and Customs
CCI	The Competition Commission of India
CD	Corporate Debtor
CGST Act	Central Goods and Services Tax Act, 2017
CIRP	Corporate Insolvency Resolution Process

CPCB	Central Pollution Control Boards
CRM	Customer Relationship Management
CSR	Corporate Social Responsibility
CUM	Cubic Meter
DDT	Dividend Distribution Tax
DTC	Direct to Customer
EC Act	The Employees' Compensation Act, 1923
ECB	European Central Bank
EMDE	Emerging market and developing economies
EPA	**Environment Protection Act, 1986**
EPF	Employee's Provident Fund
EPFO	Employees' Provident Fund Organisation
ESI Act	The Employees State Insurance Act, 1948
FDI	Foreign Direct Investment
FEMA	***The Foreign Exchange Management Act, 1999***
FII	Foreign Individual Investors
FIRMS	Foreign Investment Reporting and Management System
FPT	Fabric Pre-Test
FTA	The Foreign Trade (Regulation and Development) Act, 1992
GPT	Garment Pre-Test
GOTS	Global Organic Textile Standard
GSM	Gram per square meter
GTRI	Global Trade Research Initiative
HD	High Definition
IDR Act	Industries (Development and Regulation) Act, 1951
IEC	Importer Exporter Code
IGST Act	Integrated Goods and Services Tax Act, 2017
IoT	Internet of Things
ISTSL	India SME Technology Services Limited
IT Act	Information Technology Act, 2000
KV	Kilo Volt
LDC	Least Developed Countries
LLC	Limited Liability Company
LLP	Limited Liability partnerships
LM Act	Legal Metrology Act, 2009
LS	Lump Sum
LUT	Letter of Understanding
MEIS	Merchandise Export Incentive Scheme
MM	Millimeter
MSMED Act	The Micro, Small and Medium Enterprises Development Act, 2006
MT	Metric tons
MW Act	The Minimum Wages Act, 1948
OC	Operational Creditor
OCI	Overseas Citizen of India
OPEC	Organisation of Petroleum Exporting Countries
PLI Scheme	Production Linked Incentive Scheme
PoB Act	**The Payment of Bonus Act, 1965**
PoP	Plaster of Paris
PP	Pre-Production
PPM	Pre-Production Meeting
PVC	Polyvinyl Chloride

QC	Quality Control
Qntl	Quintal
RCC	Reinforced Cement Concrete
RDI Scheme	Research, Development and Innovation Scheme
RM	Raw Materials
RM	Running Meter
RoDTEP	Remission of Duties and Taxes on Export Products
RoSTCL	Rebate of State and Central Taxes and Levies
SITP	Scheme for Integrated Textile Parks
SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SMETA	Sedex Members Ethical Trade Audit
Sq m	Square Meter
SSI	Small-Scale Industrial
The Consumer Protection Act	The Consumer Protection Act, 2019
The Factories Act	The Factories Act, 1948
the Industrial Disputes Act	the Industrial Disputes Act, 1947
the Industrial Employment (Standing Orders) Act	the Industrial Employment (Standing Orders) Act, 1946
The Payment of Gratuity Act	The Payment of Gratuity Act, 1972
The Payment of Wages Act	**The Payment of Wages Act, 1936**
the Trade Union Act	the Trade Union Act, 1926
WIP	Work-in-Progress
WBSEDCL	West Bengal State Electricity Distribution Company Limited

Notwithstanding the following: -

i. In the section titled ***"Description of Equity Shares and Terms of the Articles of Association"*** beginning on Page No. 402 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that Section;

ii. In the section titled ***"Restated Financial Statements"*** beginning on Page No. 255 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

iii. In the section titled ***"Risk Factor"***, ***"Summary of Offer Documents"***, ***"Industry Overview"*** and ***"Our Business"*** beginning on Page No. 43,28,156 and 173 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;

iv. In the Chapter titled ***"Statement of Possible Tax Benefits"*** beginning on Page No. 148 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter; and

v. In the Chapter titled ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on Page No. 289 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

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

Certain Conventions

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

In this Draft Red Herring Prospectus, the terms "FTL", "we", "us", "our", the "Company", "our Company", "Fascinate Textiles Limited", "Issuer", "Issuer Company", and unless the context otherwise indicates or implies, refers to "Fascinate Textiles Limited".

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST") and all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal or a Financial Year are to the year ended on March 31, of that calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page number of this Draft Red Herring Prospectus.

Currency and Units of Presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to

(a) "Rupees", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India.
(b) "US$" or "US Dollars" or "USD" or "$" are to United States Dollars, the official currency of the United States of America.

All references to word 'Million' / 'Mn' refer to 'One Million', which is equivalent to 'Ten Lacs" or "Ten Lakhs', and the word 'Lacs' / 'Lakhs' / 'Lac' means 'One Hundred Thousand' and word 'Crore' means 'Ten Million' and the word 'Billion' / 'bn' / 'Billions' means 'One Thousand Million; which is equivalent to 'One Hundred Crores'.

In the Draft Red Herring Prospectus, our Company has presented numerical information in 'Lakh" units. One Lakh represents 1,00,000.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations.

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

(*in* ₹) **Currency**			
	March 31, 2025	March 31, 2024	March 31, 2023
1US$	85.58	83.37	82.22

Source: Foreign exchange reference rates as available on www.fbil.org.in
All figures are rounded up to two decimals

**Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day has been disclosed. The reference rates are rounded off to two decimal places.*

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

Financial Data

Unless the context requires otherwise or as otherwise stated, the financial data included in this Draft Red Herring Prospectus are extracted from the Restated Financial Statements of our Company for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, prepared in accordance with Indian GAAP, the applicable provisions of the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by ICAI, as stated in the report of our Peer Reviewed Statutory Auditors, set out in the Chapter titled ***"Restated Financial Statements"*** beginning on page 255 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by ICAI, as amended from time to time. Our company's fiscal year commences on April 01 of each year and ends on March 31 of the following year, so all references to a particular fiscal year, unless stated otherwise, are to the twelve (12) months period commencing on April 01 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between Indian GAAP, Ind AS, International Financial Reporting Standard ("IFRS") and the Generally Accepted Accounting Principles in the United States of America ("U.S. GAAP"). The Company has not attempted to explain those differences or quantify their impact on the financial data included herein and we urge the investors to consult their own advisors regarding such differences and their impact on the Company's financial data. Accordingly, the degree to which the restated financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the Sections / Chapters titled ***"Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on Page Nos. 43,173 and 289 respectively of the Draft Red Herring Prospectus and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of the Company's restated audited financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Statutory Auditors, set out in the Chapter titled "***Restated Financial Statements***" beginning on Page No 255 of this Draft Red Herring Prospectus.

All the figures in this Draft Red Herring Prospectus, have been presented in lakhs or in whole numbers where the numbers have been too small to present in thousands unless stated otherwise. One thousand represents 1,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table, graphs or charts between the totals and the sum of the amounts listed are due to rounding off. Except for figures derived from our Restated Financial Statements (which are rounded off to the two decimal points), all figures in decimals have been rounded off to the two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum

of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

Unless otherwise stated, the industry and market data and forecast used throughout the Draft Red Herring Prospectus has been obtained or derived from publicly available information and sources viz. Ministry of Statistics and Programme Implementation (MOSPI), Reserve Bank of India (RBI), Press Information Bureau (PIB), Department for Promotion of Industry and Internal Trade (DPIIT), etc., internal company reports and industry and government publications. Industry and Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, though it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data-gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties, and numerous assumptions and is subject to change based on various factors, including those disclosed in ***"Risk Factors"*** on Page No. 43 In accordance with the SEBI ICDR Regulations, the section ***"Basis of the Offer Price"*** on Page No. 139 of Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources and have not been independently verified. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forwarding looking statements. These forward-looking statements include statements with respect to our business strategy, objectives, plans, goals, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward looking statements by the use of terminology or words or phrases such as "aim", "anticipate", "believe", "can", "could" "goal", "expect", "estimate", "intend", "objective", "may", "contemplate"," future", "goal", "plan", "project", "propose", "should" "will", "will continue", "shall" "seek to", "will pursue", "will seek to", "will likely result" or other words or phrases of similar import. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our present plans, estimates, and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are predictions and are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

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

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

- Changes in laws and regulations relating to the sectors/ areas in which we operate and failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner
- Our ability to successfully implement our growth strategy and expansion plans; and to successfully launch and implement various projects;
- Our ability to maintain tie-ups or collaboration agreement with our national and international partners;
- Our ability to manage our working capital cycles and generate sufficient cash flows to satisfy any additional working capital requirements;
- Our dependence on limited number of customers for a significant portion of our revenues;
- Our ability to increase scope of Offering and entering new emerging segments and Verticals
- Our ability to maintain quality standards;
- Our ability to customize the products based on customers specific needs and preferences.
- Our ability to respond to technological changes
- Our ability to successfully upgrade our products and services portfolio, from time to time
- Our ability to comply with standards required by our clients under our client contracts
- Our ability to comply with changes in safety, health, environmental and labour laws and other applicable regulations
- Changes in competition landscape

- Changes in political and social conditions in India, the monetary and interest rate policies of India
- Fluctuations in operating costs;
- Our ability to respond to new innovations in our industry;
- Our ability to attract and retain qualified personnel;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Impact of Covid 19 pandemic or any future pandemic and occurrence of natural calamities or disasters;
- Our ability to successfully identify and respond to changing customer preferences and demands in a cost-effective and timely manner
- Our ability to finance our business growth and obtain financing on favorable terms;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the financial markets in India and globally;
- Our focus on manufacturing fully automatic and smart Electric Panels with implementation of IoT;
- General economic, political and other risks that are out of our control;

For further discussion of factors that could cause our actual results to differ from our expectations, see the Section titled **"*Risk Factors*"**, Chapters titled **"*Our Business*"** and **"*Management's Discussion and Analysis of Financial Condition and Results of Operations*"** beginning on Page Nos. 43,173 and 289, respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe that the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Promoters, our Directors, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date thereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and Book Running Lead Manager will ensure that investors in India are informed of material developments from the date of filing of the Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange for the Equity shares pursuant to the Offer.

SECTION II: SUMMARY OF OFFER DOCUMENT

The section is a general summary of the terms of the Offer, certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the section titled ***"Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Restated Financial Statements", "Outstanding Litigation and Material Developments", "Our Promoter and Promoter Group", " Offer Structure"*** *and* ***"Description of Equity Shares and Terms of the Articles of Association"*** *on pages* 43,74,96,122,156,173,255,309,350 and 402 *respectively of this Draft Red Herring Prospectus.*

A. Primary business of our Company

Our Company was originally incorporated on February 09, 2017 as a Private Limited Company in the name and style of "Fascinate Textiles Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata. Further, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the shareholders of our Company at the Extra- Ordinary General Meeting held on 25th April, 2025, and consequently the name of our Company was changed from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited" and a fresh certificate of incorporation dated May 20, 2025 pursuant to conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Central Registration Centre bearing CIN: U17299WB2017PLC219383.

We are engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans menswear, womenswear, and childrenswear, with a significant portion of our output focused on garments for children. Our offerings include t-shirts, joggers, vests, leggings, shorts, and infant wear, among others, catering to a variety of end-use segments and age groups.

We are an ISO 9001:2015 certified company. This certification reflects the presence of defined quality management systems and standardised operational procedures across our processes. It reinforces our ability to meet buyer specifications consistently, supports compliance with international trade norms, and contributes to the facilitation of cross-border operations, including import and export.

We develop samples both in response to themes and mood boards provided by buyers, as well as through our own in-house design initiatives. Once a sample receives approval, we undertake production at our manufacturing facility. Our garments are supplied to large-format retailers and wholesalers in the local market.

Our manufacturing activities are primarily concentrated in Barasat, North 24 Parganas, West Bengal, where we own and operate our production facility. Most operations following fabric processing including cutting, printing, stitching, and finishing are conducted in-house. We manage design development, sample creation, and production schedules internally through a team of merchandisers, each assigned to specific buyers to ensure continuity and coordination.

We procure yarn, which is then sent for knitting and dyeing through external job workers. Once the processed fabric is received, all subsequent manufacturing operations are carried out within our facility. A significant portion of our production infrastructure is automated, including the use of automatic printing and sequencing machines. This integration of technology enables us to maintain consistency, enhance efficiency, and uphold quality across our product offerings.

For further details, please refer to chapter titled ***"Our Business"*** beginning on Page No. 173 of this Draft Red Herring Prospectus.

Primary Industry in which our Company operates

The global apparel market is now worth $1.84 trillion and accounts for 1.6% of the world's GDP. After taking a hit due to the COVID-19 outbreak, the markets have recovered and thrived with people buying 60% more clothes than they did a couple of decades ago.

The global apparel market size was valued at USD 1.8 trillion in 2024 and is estimated to grow at a CAGR of over 3.3% from 2025 to 2034. The factors, such as the increasing popularity of casual clothing and athleisure, changing social media trends, growth in disposable incomes, as well as the expansion of e-commerce, are all contributing to the growth of the global apparel industry.

Consumers demand more and more organic cotton from eco-friendly and sustainable brands, as well as more hemp and recycled polyester and plant-based fabric. Brands are optimizing the production process and switching to sustainable materials in an attempt to meet ecological requirements. There is an increasing trend of wanting to personalize products such as clothing and other made-to-order items, for example, with embroidery and monogramming. Brands themselves employ technology to provide tailored fits, colors, and different styles.

Based on the consumer group, the apparel market is categorized as kids, men, and women. In 2024, the women's market held almost 52% of total market share and is projected to grow at a CAGR of 3.6 between 2025 and 2034. There is also a demand for soft fabric such as cotton, fleece, and jersey employed in loungewear, sleepwear, and casual dresses, giving comfort and style in one garment. Women are also the ones shopping more for eco-friendly clothing that has been made of organic, recycled, or upcycled fabrics. Eco-friendly packaging, slow fashion, and carbon-neutral production methods are trending.

The global children's wear market size reached USD 302.1 Billion in 2024. Looking forward, IMARC Group expects the market to reach USD 437.1 Billion by 2033, exhibiting a growth rate (CAGR) of 4.2% during 2025-2033. The keenness among people to follow fashion trends influenced by social media and celebrity endorsements, need for sustainable and health-conscious clothing, and continuous advancements in design and technology are some of the factors impelling the market growth.

The Indian textile and apparel market size was valued at USD 222.08 Billion in 2024. Looking forward, IMARC Group estimates the market to reach USD 646.96 Billion by 2033, exhibiting a CAGR of 11.98% from 2025-2033. The rising need for high-end clothes and smart textiles, increasing initiatives from the Indian government to help weavers, and growing use of ethical sustainable materials are key factors that drive the market.

The growing buying power of India's middle class is driving demand for high-end and branded apparel. Furthermore, the exponential growth in online shopping is making apparel more accessible in rural and urban markets. Brands are using digital media and AI-powered personalization to drive customer experience, which leads to higher engagement and repeat purchase. The government is also helping businesses by implementing incentives for local producers and making India a global textile export hub. With the right economic environment, India's apparel and textile sector is poised to thrive, becoming one of the world's largest and fastest-growing markets.

The Indian clothing market has significantly benefited from the rise of e-commerce platforms. Flipkart's reach in the Indian e-commerce market is significant, with over 300 million registered users as of 2023.

The India Kids Apparel Market was valued at USD 24.56 Billion in 2024 and is projected to reach USD 29.35 Billion by 2030, rising at a CAGR of 3.01%. This growth is fueled by rising disposable incomes,

increasing urbanization, and greater awareness of children's fashion preferences. Indian parents now prioritize comfort, quality, and style, boosting demand for branded and sustainable clothing options. E-commerce platforms have expanded reach and convenience, offering broad selections and influencing purchasing behavior. Trends such as character-themed apparel, seasonal collections, and social media influence are reshaping consumer expectations. With a growing child population and aspirational middle-class families across urban and semi-urban areas, both domestic and global brands are actively investing in this expanding segment.

For further details, please refer to chapter titled "Industry Overview" beginning on Page No. 156 of this Draft Red Herring Prospectus.

B. Names of our Promoters

Our Promoters are Mr. Vishal Nahar, Mr. Rishabh Nahar, Mr. Chirag Ahuja, Mr. Narinder Kumar Ahuja and M/s Vishal Nahar (HUF). For further details, please refer to chapter titled "Our Promoter and Promoter Group" beginning on Page No. 245 of this Draft Red Herring Prospectus.

C. Offer size

Offer of Equity Shares[(1)] *Present Offer of Equity Shares by our Company*[(2)]	Upto 42,94,000 Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Fresh Offer	Upto 34,58,000 Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Offer For Sale	Offer for Sale of up to 8,36,000 Equity Shares of Face Value of ₹ 10/- each at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lakhs
The Offer consists of:	
a. Market Maker Reservation Portion	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
b. Net Offer to the Public[(4)]	Not more than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Allocated to Qualified Institutional Buyers[(5)]	Not more than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Net QIB Portion (assuming the Anchor Investor Portion fully subscribed	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB portion)	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Balance QIB portion for all QIBs	Upto [●] Equity Shares having face value of ₹10/- each at an

including Mutual Funds	Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Allocation to Non - Institutional Investors	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
a) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
b) Two-third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Allocation to Individual Investors Portion	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Pre and Post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	1,03,03,293 equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Offer	1,37,61,293 Equity Shares having face value of ₹10/- each
Use of Net Proceeds of the Offer	For details, please refer to the Chapter titled ***"Objects of the Offer"*** beginning on Page No. 122 of this Draft Red Herring Prospectus for information on use of Offer Proceeds.

(1) [(1)] *The Present Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on August 19, 2025 and by our Shareholders pursuant to their Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the Shareholders dated September 10, 2025.*

For further details, please refer to the chapter titled ***"The Offer"*** beginning on page 74 of this Draft Red Herring Prospectus.

D. Objects of the Offer

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

(Amount in ₹. In Lakhs except Percentage)

Sr. No.	Particulars	Amount [(1)]	% of Net Offer Proceeds
1.	Funding Capital Expenditure requirement towards setting up additional manufacturing facility.	1,240.42	[●]
2.		1,903.02	[●]

	Funding the working capital requirements		
3.	Prepayment and repayment of all or a portion of certain secured and unsecured loan	267.77	[●]
4.	General Corporate Purposes*	[●]	[●]
5.	To meet the offer related expenses	[●]	[●]
Total		[●]	[●]

[#] *The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Offer or Rs 1000 lakhs whichever is less in accordance with SEBI ICDR regulations.*

For further details, please refer to the Chapter titled ***"Objects of the Offer"*** beginning on page 122 of this Draft Red Herring Prospectus.

E. Aggregate Pre- Offer Shareholding of our Promoters, and Promoter Group as a percentage of the paid -up share capital of the Company

Particulars	**Pre Offer Shareholding**	
	Number of Shares	**Percentage Holding**
Promoter		
Vishal Nahar	37,93,922	36.82
Vishal Nahar HUF	6,47,500	6.28
Rishabh Nahar	9,33,324	9.06
Narinder Kumar Ahuja	13,64,069	13.24
Chirag Ahuja	13,64,055	13.24
Total Promoter Shareholding (A)	**81,02,870**	**78.64**
Promoter Group		
Neetu Nahar	17,00,000	16.50
Pradeep Kumar Agarwal	39,200	0.38
Encore Events Private Limited	14,000	0.14
Karnika Industries Limited	98,000	0.95
Somnath Modi	98,000	0.95
Neha Modi	98,000	0.95
Asish Purekha	98,000	0.95
Total Promoter Group Shareholding (B)	**21,45,200**	**20.82**
Total Shareholding of the Company (A+B)	**1,02,48,070**	**99.46**

F. Summary of restated financial statements:

Particulars	**31.03.2025**	**31.03.2024**	**31.03.2023**
Total Share Capital (Rs. in lakhs)	140.80	140.60	120.13
Total Net Worth (Rs. in lakhs)	1,044.54	445.43	272.76
Total Revenue (Rs. in lakhs)	6,027.68	2,889.59	2,186.20
EBIDTA (Rs. in lakhs)	1,001.13	168.49	92.57
Profit After Tax (PAT) (Rs. in lakhs)	581.11	47.78	35.68
Face Value per Equity Share (Rs.)	10	10	10
Earnings Per Share (Basic & Diluted) (As per Restated) (Rs.)	41.32	3.40	2.97
Net Asset Value per equity share (As per Restated) (Rs.)	74.19	31.68	22.71
Total Borrowings (Rs. in lakhs)	1,820.91	1,233.42	642.88
Short Term	1,292.52	851.75	477.94
Long Term	528.39	381.67	164.95

[#] *Net Worth = Restated Equity Share Capital plus Reserves and Surplus*

[$] *Total Revenue = Restated Revenue from operations plus Restated Other Income*

@ Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period
***Earning per share (Basic and diluted) of 31st March, 2025.*
**Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average Number of Equity Shares outstanding during the period*
^Total Borrowings = Restated Long-Term Borrowings plus Restated Short-Term Borrowings
For further details, please see Chapter titled **"Restated *Financial Statements"*** *beginning* on page 255 of this Draft Red Herring Prospectus.

G. Qualifications of the Statutory Auditor which have not been given effect to in the Restated Financial Statements:

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

H. Summary of outstanding litigations:

There are certain outstanding litigation pending against the Company, Directors, Promoter, Promoter Group, and Group Companies. 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:

Litigations involving the Company: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	3	0.27
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**3**	**0.27**

Litigations involving our Directors and Promoter: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL

Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	4	4.21
Indirect Tax	NIL	NIL
Other pending material litigation filed by the Promoter /Directors	NIL	NIL
Total	**4**	**4.21**

Litigations involving our Promoter Group: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**NIL**	**NIL**

Litigations involving our Group Company: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL

Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	**NIL**	**NIL**
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**NIL**	**NIL**

** In accordance with the Materiality Policy.*
*** To the extent quantifiable.*
**** As on the date of the Draft Red Herring Prospectus, our Company does not have any Subsidiary and Group Companies*
For further details, please refer chapter titled **"*Outstanding Litigation and Other Material Creditors*"** beginning on page 309 of this Draft Red Herring Prospectus.

I. RISK FACTORS:

For details relating to risk factors, please refer section titled "**Risk Factors**" beginning on page 43 of this Draft Red Herring Prospectus.

J. SUMMARY OF CONTINGENT LIABILITIES:

For further details, please see the section titled ***"Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note*** 30 **– *Contingent Liabilities & Commitments"*** at page 275 of this Draft Red Herring Prospectus.

K. SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:
A summary of related party transactions for the financial year March 31, 2025, 2024 and 2023 as per AS 18 – Related Party Disclosures, derived from our Restated Financial Statements, is detailed below:

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN- : U17299WB2017PTC219383
Notes forming part of the Restated Financial Statements for the period ended 31st March, 2025

28 RELATED PARTY DISCLOSURE

a. Names of related parties (As given and certified by the management)

Description of Relationship	Name of Relationship	FY	Designation
Key Management Personnel	Vishal Nahar	2023-24	Managing Director
		2024-25	
	Anil Singh Nahar	2022-23	Director
		2023-24	
	Neetu Nahar	2022-23	Director
		2023-24	
		upto 15.06.2024	
	Bandana Nahar	2022-23	Director
		2023-24	
	Jishu Chowdhury	2022-23	Director
	Varun Shah	w.e.f 21.04.2025	Director
	Chirag Ahuja	2023-24	Director
		2024-25	
		w.e.f 21.07.2025	WTD Cum CFO
	Anjali Lakhotia	w.e.f 12.08.2025	Independent Director
	Chetna Gupta	w.e.f 21.07.2025	Independent Director
	Ritika Sharma	w.e.f 22.08.2025	Company Secretary
Company in which Key Management Personnel / Relatives of Key Management Personnel can exercise Significant Influence	1. S.R. Creation 2. Raiment Lifestyle Co.		
Relative of Key Management Personnel	1. Narrinder Kumar Ahuja 2. Ranjini Ahuja 3. Rishabh Nahar 4. Bandana nahar 5. Neetu Nahar 6. Anil singh Nahar 7. Mahak Ahuja 8. Khusboo Ahuja		

IPO TREND

b. **Details of Related Party Transactions during the period ended 31st March, 2025, 31st March, 2024, 31st March, 2023 and balance Outstanding as at 31st March, 2025, 31st March, 2024, 31st March, 2023**

Name of the Related Party	Nature of Transaction	FinancialYear	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Narrinder Kumar Ahuja	Salary	2024-25	-	-
		2023-24	6.77	0.75
		2022-23	-	-
Ranjini Ahuja	Salary	2024-25	3.62	0.30
		2023-24	1.21	0.30
		2022-23	-	-
Rishabh Nahar	Salary	2024-25	12.00	8.61
		2023-24	8.17	8.14
		2022-23	-	-
Chirag Ahuja	Director Remuneration	2024-25	9.60	2.40
		2023-24	6.00	2.85
		2022-23	-	-
Jishu chowdhury	Salary	2024-25	2.45	-
	Director Remuneration	2023-24	7.20	-
		2022-23	10.80	0.80
Bandana Nahar	Director Remuneration	2024-25	-	-
		2023-24	5.40	-
		2022-23	6.60	0.36
Mahak Ahuja	Salary	2024-25	2.00	0.49
		2023-24	-	-
		2022-23	-	-
Khusboo Ahuja	Salary	2024-25	2.58	0.15
		2023-24	0.65	0.15
		2022-23	-	-
Neetu Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	1.64	1.64
	Salary	2024-25	3.80	0.40
	Director Remuneration	2024-25	1.00	-
		2023-24	12.60	1.77
		2022-23	9.60	-
Anil singh Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	2.51	2.51
	Salary	2024-25	5.11	0.32
	Director Remuneration	2023-24	7.44	-
		2022-23	10.80	-
Vishal Nahar	Director Remuneration	2024-25	12.00	12.56
		2023-24	9.90	0.98
		2022-23	-	-
Varun Shah	Advance Given	2024-25	1.90	2.65
		2023-24	0.75	0.75
		2022-23	-	-
	Salary	2024-25	1.20	-
		2023-24	4.80	-
		2022-23	4.00	0.40

c.

Name of the Related Party	Nature of Transaction	Financial Year	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Vishal Nahar	Reimbursement	2024-25	53.62	-
		2023-24	-	-
		2022-23	4.05	-
Anil singh Nahar	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	1.04	-
Jishu chowdhury	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	4.65	-

IPO TREND

d.

Name of the Related Party		Financial Year	Opening Balance	Amount Borrowed	Amount Repaid	Interest paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Ranjini Ahuja	Loan Taken	2024-25	49.28	-	12.66	4.32	40.94
		2023-24	-	49.40	1.20	1.08	49.28
		2022-23	-	-	-	-	-
Anil Singh Nahar	Loan Taken	2024-25	20.00	-	-	-	20.00
		2023-24	-	40.00	20.00	-	20.00
		2022-23	-	-	-	-	-
Narinder Kumar Ahuja	Loan Taken	2024-25	70.00	-	33.00	-	37.00
		2023-24	-	75.00	5.00	-	70.00
		2022-23	-	-	-	-	-
Vishal Nahar (HUF)	Loan Taken	2024-25	22.62	74.51	67.51	-	29.62
		2023-24	-	22.62	-	-	22.62
		2022-23	-	-	-	-	-
Jishu chowdhury	Loan Taken	2024-25	-	-	-	-	-
		2023-24	-	-	-	-	-
		2022-23	13.11	-	13.11	-	-

e

Name of the Related Party		Financial Year	Opening Balance	Amount Given	Amount Repaid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Jishu chowdhury	Advance Given	2024-25	-	-	-	-
		2023-24	10.50	-	10.50	-
		2022-23	-	148.50	138.00	10.50
Vishal Nahar	Advance Given	2024-25	-	67.51	67.51	-
		2023-24	5.45	36.46	41.91	-
		2022-23	-	5.45	-	5.45
S.R Creation*	Advance Given	2024-25	-			-
		2023-24	-	-	-	-
		2022-23	16.51	62.00	78.51	-
Raiment Lifestyle Co.*	Advance Given	2024-25	-	-	-	-
		2023-24	-	-	-	-
		2022-23	21.00	79.21	100.21	-

f.

Name of the Related Party		Financial Year	Opening Balance	Transaction during the year	Amount paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
S.R Creation*	Purchase	2024-25	-	-	-	-
		2023-24	251.76	-	251.76	-
		2022-23	-	304.23	52.47	251.76

g.

Name of the Related Party		Financial Year	Opening Balance	Sales during the year	Amount Rece	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Raiment Lifestyle Co.*	Sales	2024-25	-	-	-	-
		2023-24	131.05	81.53	212.58	-
		2022-23	5.15	284.95	159.04	131.05

** Transactions are disclosed only till the date of takeover.*

h.

Takeover Company	Name of the Related Party	Year of Takeover	Issue Price	No. of Shares Issued	Consideration paid during the Year including Premium on account of Takeover (Rs. In lakhs)
Raiment Lifestyle Co.	Rishabh Nahar	2023-24	61	73,332	44.73
	Chirag Ahuja	2023-24	61	73,329	44.73
S R Creation	Chirag Ahuja	2023-24	61	29,036	17.71
	Vishal Nahar	2023-24	61	29,035	17.71

(For further details, please refer section "Restated Financial Statements" beginning from Page No 255 of this Draft Red Herring Prospectus)

L. DETAILS OF FINANCING ARRANGEMENT:

There have been no financing arrangements whereby our promoters, members of the promoter group, our directors 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 during the period of six months immediately

preceding the date of this Draft Red Herring Prospectus.

M. WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS:

1. **The weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is provided in the table below:**

Sl. No.	Name of the Promoters	No. of Equity Shares held	Weighted average price of Equity Shares acquired one year preceding to the date (in ₹.)
1.	Vishal Nahar	36,43,922	2.38
2.	Vishal Nahar HUF	5,55,000	Nil
3.	Rishabh Nahar	1,59,546	Nil
4.	Narinder Kumar Ahuja	11,69,202	Nil
5.	Chirag Ahuja	11,69,190	Nil

2. **The weighted average price at which the Equity Shares were acquired by our Promoters in the last 18 months preceding the date of this Draft Red Herring Prospectus is provided in the table below:**

Sl. No.	Name of the Promoters	No. of Equity Shares held	Weighted average price of Equity Shares acquired eighteen months preceding to the date (in ₹.)
1.	Vishal Nahar	36,14,887	1.60
2.	Vishal Nahar HUF	5,55,000	Nil
3.	Rishabh Nahar	8,59,992	Nil
4.	Narinder Kumar Ahuja	12,71,569	4.91
5.	Chirag Ahuja	12,61,690	1.05

3. **The weighted average price at which the Equity Shares were acquired by our Promoters in the last Three Years preceding the date of this Draft Red Herring Prospectus is provided in the table below:**

Sl. No.	Name of the Promoters	No. of Equity Shares held	Weighted average price of Equity Shares acquired Three Years preceding to the date (in Rs.)
1.	Vishal Nahar	37,93,922	3.15
2.	Vishal Nahar HUF	6,47,500	2.18
3.	Rishabh Nahar	9,33,324	Nil
4.	Narinder Kumar Ahuja	13,64,069	6.02
5.	Chirag Ahuja	13,64,055	6.09

**As certified by the Peer Reviewed Statutory Auditor M/s. Jain Sonu & Associates, Chartered Accountants, Kolkata vide certificate dated September 18, 2025. The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired during the last one year, Eighteen months and two years.*

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	Vishal Nahar	37,93,922	2.75
2	Vishal Nahar HUF	6,47,500	2.05
3	Rishabh Nahar	9,33,324	Nil
4	Narinder Kumar Ahuja	13,64,069	5.55
5	Chirag Ahuja	13,64,055	5.55

** As certified by the Peer Reviewed Statutory Auditor M/s. Jain Sonu & Associates, Chartered Accountants, Kolkata vide certificate dated September 18, 2025*

The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire the Equity Shares, by way of fresh issuance or transfer or bonus issue, etc. less amount received by them on sale of Equity Shares and the net cost of acquisition is divided by total number of shares held as on the date of the Draft Red Herring Prospectus.

For further details of the average cost of acquisition of our Promoters, see chapter titled ***"Capital Structure – Build-up of the shareholding of our Promoters in our Company since incorporation"*** on page 108 of this Draft Red Herring Prospectus.

O. Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus

The details of the price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter and members of the Promoter Group, are disclosed as below:

Sl. No.	Name of the acquirer / shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)
Promoters				
1.	Vishal Nahar	01.01.2024	1,50,000	11.81
		10.09.2024	6,34,846	21.60
		12.08.2025	30,09,076	Nil
2.	Vishal Nahar HUF	01.01.2024	92,500	14.32
		12.08.2025	5,55,000	Nil
3.	Rishabh Nahar	30.08.2024	1,33,332	10
		12.08.2025	7,99,992	Nil
4.	Narinder Kumar Ahuja	01.01.2024	92,500	14.32
		30.08.2024	1,02,367	61
		12.08.2025	11,69,202	Nil
5.	Chirag Ahuja	29.02.2024	1,02,365	61
		30.08.2024	92,500	14.32
		12.08.2025	11,69,190	Nil
Promoter Group				
1.	Pradeep Kumar Agrawal	25-01-2025	5,600	900
		12.08.2025	33,600	Nil
2.	Somnath Modi	09-04-2025	14,000	949
		12-08-2025	84,000	Nil
3	Neha Modi	09-04-2025	14,000	949
		12-08-2025	84,000	Nil
4	Ashish Purekha	09-04-2025	14,000	949
		12-08-2025	84,000	Nil
5		01-04-2025	14,000	888

	Karnika Industries Ltd.	12-08-2025	84,000	Nil
6	Encore Events Pvt. Ltd.	17-02-2025	2,000	900
		12-08-2025	12,000	Nil
7	Neetu Nahar	18-08-2025	17,00,000	Nil (Gift)

Nil represents under the Promoter Group Holding was acquired through Bonus Issue dated 12-08-2025.

Nil(Gift) represents under the Promoter Group Holding was acquired through Transfer by way Of Gift.

P. DETAILS OF PRE-IPO PLACEMENT:

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

Q. DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT RED HERRING PROSPECTUS:

Date of Allotment	Number of Equity Shares	Face Value	Issue Price	Reasons for Allotment	Benefit accrued to our Company	Name of Allottee	No. of Shares Allotted
August 12, 2025	88,31,394	10/-	NIL	Bonus Issue in the ratio of 6:1*	Capitalisation of Reserves & Surplus	Vishal Nahar	47,09,076
						Chirag Ahuja	11,69,190
						Rishabh Nahar	7,99,992
						Vishal Nahar (HUF)	5,55,000
						Narinder Kumar Ahuja	11,69,202
						Pradeep Kumar Agarwal	33,600
						Encore Events Private Limited	12,000
						Karnika Industries Limited	84,000
						Somnath Modi	84,000
						Neha Modi	84,000
						Ashish Purekha	84,000
						Abdur Rahaman	4,980
						Amish Shah	8,466
						Amish Shah (HUF)	7,308
						Chitra Chandak	10,740
						Diwakar Gaggar	5,040
						Samir Patra	10,800

IPO TREND

						Total	**88,31,394**

R. Issuance of equity shares for consideration in cash in the last one year:

The Company has issued the following shares for consideration in cash during the last one year:

Date of Allotment	**Number of Equity Shares**	**Face Value**	**Issue Price**	**Reasons for Allotment**	**Benefits accrued to our Company**	**Name of Allottee**	**No. of Shares Allotted**
February 17, 2025	2,000	10/-	900/-	Right Issue	For better management of working capital	Encore Events Private Limited	2,000
April 01, 2025	14,000	10/-	888/-	Right Issue	For better management of working capital	Karnika Industries Limited	14,000
April 09, 2025	42,000	10/-	949/-	Right Issue	For better management of working capital	Somnath Modi	14,000
						Neha Modi	14,000
						Ashish Purekha	14,000
						Total	**42,000**
July 04, 2025	7,889	10/-	850/-	Right Issue	For better management of working capital	Abdur Rahaman	830
						Amish Shah	1,411
						Amish Shah (HUF)	1,218
						Chitra Chandak	1,790
						Diwakar Gaggar	840
						Samir Patra	1,800
						Total	**7,889**

S. Split or consolidation of Equity Shares in the last one year

Our Company has undertaken a split but not consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Red Herring Prospectus.

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

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

SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we operate or to India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial, may also impair our business, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with *"**Industry Overview**", "**Our Business**", "**Key Industries Regulations and Policies**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**", "**Outstanding Litigation and Material Developments**" and "**Financial Information**"* beginning on page nos. 156,173,200,289 and 309 respectively, "as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business in terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of or deem immaterial, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the Issue, including the merits and risks involved. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

Investors are advised to read the risk factors carefully before taking an investment decision in this Issue Investors should not invest in this Issue unless they are prepared to accept the risk of losing all or part of their investment, and they should consult their tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

To obtain a better understanding of our business, you should read this section in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled "***Our Business**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" "**Industry Overview**" and "**Financial Information**"* on page nos. 173,289,156 and 255 respectively of this Draft Red Herring Prospectus, together with all other financial information contained in this Draft Red Herring Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus

In this section, unless the context otherwise requires, a reference to the "Company", "we", "us" or "our" is a reference to Fascinate Textiles Limited. Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the financial year ended March 31, 2025, March 31,

2024 and March 31, 2023 as included in "***Financial Information***" on page no. 255 of this Draft Red Herring Prospectus.

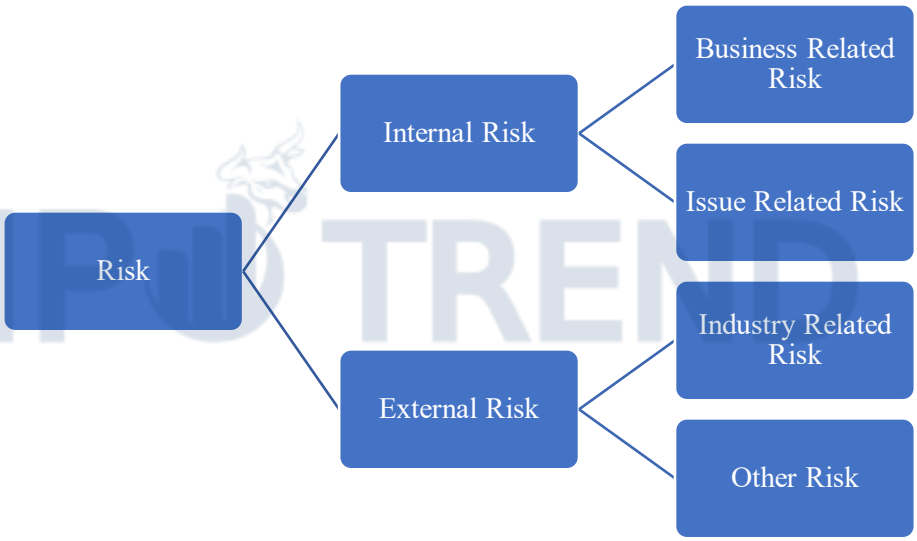
Materiality:

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:
1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material individually but may be found material collectively.
4. Some events may not be material at present but may be having material impact in future

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. The prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

Classification of Risk Factors:

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISK FACTORS:

Business related Risk:

1. **We are dependent on our suppliers for uninterrupted supply of Raw-Materials. Any shortfall in the supply of our raw materials, or an increase in our raw material costs and other input costs, may adversely affect the pricing and supply of our products with subsequently having an adverse effect on the business, results of operations and financial conditions of our company.**

We procure our supply of raw materials from wide range of suppliers depending upon the price and quality of raw materials. However, our Top 10 suppliers contribute significantly to supply of raw materials procurement. Raw materials are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, change in consumer demand, changes in government policies and regulatory sanctions. The contributions of our top 5 and top 10 suppliers are as follows:

(Amount Rs. in Lakhs)

Particulars	For Financial Year ended on March 31, 2025		For Financial Year ended on March 31, 2024		For Financial Year ended on March 31, 2023	
	Amount	% of Purchases	Amount	% of Purchases	Amount	% of Purchases
Top 5	1,448.45	37.48	1,203.51	43.73	743.27	43.17
Top 10	1,822.32	47.15	1,535.74	55.81	951.30	55.25

Additionally, the expansive pool of suppliers within our industry reduces the potential impact of the loss of any individual supplier on our production processes and consequently our overall profitability. This diversified procurement strategy contributes significantly to the operational continuity and uphold the quality standards that define our business

2. **Our business is substantially dependent on certain key customers, from whom we derive a significant portion of our revenues. The loss of any significant customer may have a material and adverse effect on our business and results of operations.**

We derive, a substantial portion of our revenue is derived from a limited number of key customers. Our top ten customers have contributed 93.22%, 99.35% and 99.99% of our total sales for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 on Restated Basis. The customers are concentrated that could expose us to the risk that the loss of, or a significant reduction in orders from, any of these key customers could result in a decline in sales, disrupt cash flow, and hinder our ability to sustain operations effectively. Such a loss may further compound the risk that could arise from factors like changes in customer preferences, price sensitivity, competition or even economic downturns that affect customer budgets. The inability to replace lost business in a timely manner remains uncertain could severely impact our company's profitability, operational stability and long-term growth prospects. In the Financial Year ended March 31, 2025, March 31 2024 and March 31, 2023 as per Restated Financials, the contributions of our top 5 and top 10 customers are as follows:

(Amount Rs in Lakhs)

Particulars	For Financial Year ended on March 31, 2025		For Financial Year ended on March 31, 2024		For Financial Year ended on March 31, 2023	
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
Top 5	4,142.27	68.75	2,528.10	87.54	2,178.93	99.71
Top 10	5,616.41	93.22	2,869.30	99.35	2,185.09	99.99

To sustain and enhance our revenue, our focus is on attracting new customers and tap into untapped market segments. While we strive to ensure prompt and full payment from key contributors to our revenue stream.

3. **Our cost of production is exposed to fluctuations in the prices of our major raw material, especially of fabrics.**

Fabric constitutes a significant portion of our raw material costs and plays a central role in the garment manufacturing process. Any fluctuation in fabric prices whether due to changes in yarn rates, fuel and transportation costs, shifts in demand and supply, or policy changes can have a direct bearing on our cost structure. The fluctuations affecting the price directly or indirectly at which we procure such materials may vary as we do not enter into any fixed supply agreements with our suppliers and our major requirement is met in the domestic market.

The cost of raw material consumed includes Opening Stock, Purchase of Raw Material and Closing Stock amounting to Rs 3,885.73 lakhs, Rs. 2,380.33 lakhs and Rs. 1,905.26 for FY2025, FY2024 and FY2023 respectively. In terms of proportion to total income it represents 64.46%, 82.27% and 87.15% in FY2025, FY2024 and FY2023 respectively. We may at times also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of goods purchased may thereby affect our profit margins and affect our financial performance.

(Amount in Rs Lakhs except percentages)

Particulars	**March 31,2025**	**March 31,2024**	**March 31,2023**
Revenue from Operations	6,024.73	2,888.02	2,185.35
Cost of Production	4844.90	2,716.08	2051.14
Cost of Raw Material	3,885.73	2,380.33	1,905.26
Cost of production as % of Revenue from Operations	80.42%	94.05%	93.86%

Cost of material consumed increased by 24.93% in FY2024 due to higher production and revenue. However, its proportion to total income reduced from 87.15% to 82.27%, reflecting improved efficiency, reduced wastage, and cost savings from automation.

In FY2024-25, cost of material consumed rose by 63.24% to ₹3,885.73 lakhs due to higher production and revenue; however, its proportion to total income dropped from 82.27% to 64.46%, reflecting improved efficiency. Key drivers include increased sale prices (up to 11%), addition of new high-margin segments (menswear, yarn, processed fabric), a shift toward local market sales with higher margins, improved raw material mix reducing per kg cost by 8.2%, and 2% savings from reduced wastage through automation. Further benefits came from a full-year merger impact and relocation to an automated facility, enhancing capacity, lowering costs, and boosting profitability.

The price and availability of raw materials are influenced by factors beyond our control, such as overall economic conditions, supply levels, market demand, competition, transportation costs, duties and taxes, and trade restrictions. We engage in annual planning discussions with our suppliers, and procurement is carried out on a rolling monthly basis.

Although we maintain relationships with multiple suppliers and plan our procurement schedules to minimise price volatility, we are not fully protected from market fluctuations. In many cases, especially when orders are placed under pre-negotiated pricing with buyers, an unexpected rise in fabric cost may not be passed on, thereby impacting our margins.

4. Significant portion of our revenue has been generated from Eastern & Southern part of India, any loss of business from these states may adversely affect our revenues and profitability

Significant portion of our revenue is concentrated in West Bengal and Karnataka. Any factors relating to political and geographical changes, growing competition and any change in the demand for our service by customers of these states may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these states, and loss of business from one or more of them may adversely affect our revenues and profitability.

Particulars	**March 31,2025**	**% of Domestic Revenue**	**March 31,2024**	**% of Domestic Revenue**	**March 31,2023**	**% of Domestic Revenue**
Amount in Rs. Lakhs (except %)						

West Bengal	3,028.11	50.26%	773.47	26.78%	762.04	34.87%
Karnataka	2,304.10	38.24%	1,611.16	55.79%	1,264.57	57.87%
Rest of India	692.52	11.50%	503.39	17.43%	158.74	7.26%
Domestic Revenue Total	6,024.73	100.00%	2,888.03	100.00%	2,185.35	100.00%

Strengthening our distribution network and targeting new customer segments gradually helps in balance revenue streams. Additionally, we are tailoring products to regional needs and proactively monitoring market trends to ensure sustained growth and minimize the impact of regional revenue fluctuations.

5. Our Company operations require significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our Company's business operations require a significant amount of working capital, primarily to finance our inventory, including the purchase of raw materials. In the event, we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our clients in a timely manner or at all. Even if we are able to source the required amount of funds, it would be difficult for us to assure that such funds may or may not be sufficient to meet our cost estimates, which could have adverse effect on our financial conditions and results of operations. There exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital for period ended March 31, 2025, March 31, 2024 and March 31, 2023 are Rs. 2,223.66 Lakhs, Rs 1,067.45 Lakhs and Rs 535.39 Lakhs respectively, which is showing continuous increase.

Particulars	**Restated Audited as on 31.03.2025**	**Restated Audited as on 31.03.2024**	**Restated Audited as on 31.03.2023**
Current Assets			
Inventory	1,546.60	1,270.32	441.49
Trade Receivables	1,733.03	533.79	641.78
Short term Loans and Advances	204.57	18.74	64.90
Other Current Assets	96.70	110.71	48.56
Total (A)	**3,580.90**	**1,933.56**	**1,196.74**
Current Liabilities			
Trade Payables	1,016.08	754.29	603.63
Other Current Liabilities	130.54	97.29	49.27
Short Term Provisions	210.64	14.54	8.45
Total (B)	**1,357.25**	**866.11**	**661.34**
Net Working Capital (A)-(B)	**2,223.66**	**1,067.45**	**535.39**
Funding Pattern			
Borrowings from Bank	1,292.51	851.75	477.94
Internal Sources	931.15	215.70	57.46

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

Our operations are exposed to risks arising from fraud, theft, employee negligence, or similar incidents that could result in financial losses, reputational damage, and operational disruptions. Such events may involve misappropriation of assets, manipulation of financial records, or lapses in adhering to established processes. For further details, please refer to the chapter titled **"Our Business – Insurance"** on page no 198 of this Draft Red Herring Prospectus.

We have availed insurance against the aforesaid incidents in order to safeguard against such loss or such incidence. Meanwhile, we have not encountered any situation like this in the past and implemented comprehensive internal controls and monitoring mechanisms to safeguard our assets and operations against fraud, theft, and employee negligence.

7. **We are dependent on our Promoters, Directors and Key Managerial Personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

Our business is significantly dependent on the expertise and continued involvement of our Promoters, Directors, and Key Managerial Personnel, who possess extensive industry experience and play a vital role in strategic decision-making. The loss of any such individual could adversely impact our ability to manage and grow our business effectively. For further details, refer to "Our Management" on page 217 of this Draft Red Herring Prospectus.

We are focused on professionalizing our operations, implementing succession planning, and developing internal leadership. We maintain strong knowledge management systems and adopt competitive HR practices to attract and retain talent. These efforts aim to ensure management continuity and minimize disruption from potential leadership transitions.

8. **We are dependent on third party transport providers for the delivery of our raw material and Finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for them, as well the extent and reliability of Indian infrastructure may have an adverse effect on our business, financial condition, results of operations and prospects.**

We are dependent on third-party transport service providers for the movement of our raw materials to our manufacturing facilities and the delivery of finished products to our customers. This reliance makes our operations sensitive to external logistics and infrastructure conditions. Any increase in transportation costs whether due to rising fuel prices, regulatory changes, or increased demand can affect our cost structure. Similarly, disruptions in transport availability, such as delays, strikes, shortages of vehicles or labor, or capacity constraints, may lead to supply chain inefficiencies, delays in production schedules, or an inability to fulfill customer orders on time. The extent, quality, and reliability of transportation and logistics infrastructure in India, including roads, ports, and railways, are crucial to our operational performance. Challenges such as traffic congestion, underdeveloped or overburdened infrastructure, or adverse weather conditions can further exacerbate risks related to timely delivery and cost efficiency.

We engage with a diversified network of logistics partners to reduce reliance on any single provider and ensure continuity in transportation services. We maintain backup arrangements and flexible planning to ensure deliveries are not delayed. Our diversified logistics base allows us to negotiate better terms and maintain reliability. These measures help mitigate the transportation related disruptions and contribute to the steady flow of our operations.

9. **We have taken guarantees from Promoters in relation to debt facilities provided to us.**

We have taken guarantees from Promoters in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. In the event of challenges in obtaining satisfactory guarantees, we are

prepared to explore alternative solutions, including the possibility of repaying outstanding amounts under existing facilities or seeking additional sources of capital. This proactive approach positions us to address potential financial hurdles effectively, contributing to the resilience of our financial condition. For more information, please see the chapter titled "**Financial Indebtedness**" beginning on page 308 of this Draft Red Herring Prospectus.

To effectively manage the risks associated with relying on guarantees from promoters for debt facilities, we ensure that these guarantees are documented with clear terms and conditions, outlining the scope and extent of the commitments made by the promoters. Regularly reviewing and assessing the financial health and creditworthiness of the promoters helps to gauge their ability to honor these guarantees should the need arise.

10. Trade Receivables forms a significant part of our current assets. Failure to manage our trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.

Trade receivables constitute a significant portion of our current assets, making their effective management crucial to our operational efficiency and financial stability. Any delay or default in collection may adversely impact our cash flow, liquidity, and profitability. For the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 our trade receivables were respectively. The increase in trade receivables over the years suggests that we have been extending longer credit periods to drive sales and maintain competitive positioning. Failure to manage this effectively may impact our ability to meet our working capital needs and continue smooth operations which in turn could affect our financial performance.

Particulars (In Rs. Lakhs)	**Restated Audited as on 31.03.2025**	**Restated Audited as on 31.03.2024**	**Restated Audited as on 31.03.2023**
Current Assets			
Inventory	1,546.60	1,270.32	441.49
Trade Receivables	1,733.03	533.79	641.78
Short term Loans and Advances	204.57	18.74	64.90
Other Current Assets	96.70	110.71	48.56
Total	**3,580.90**	**1,933.56**	**1,196.74**

11. There are outstanding legal proceedings involving our Company. Any adverse decisions could impact our cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations and financial condition.

There are outstanding legal proceedings involving our Company. For details, see "***Outstanding Litigation and Material Developments***" beginning on page 309 of this Draft Red Herring Prospectus.

Litigations involving the Company: **(₹ in lakhs)**

Nature of Cases	**No. of Outstanding Cases**	**Amount in dispute/demanded to the extent ascertainable**
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation	NIL	NIL

against the company		
Tax proceedings:		
Direct Tax	3	0.27
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**3**	**0.27**

Litigations involving our Directors and Promoter: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	4	4.21
Indirect Tax	NIL	NIL
Other pending material litigation filed by the Promoter /Directors	NIL	NIL
Total	**4**	**4.21**

Litigations involving our Promoter Group: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material	NIL	NIL

litigation against the company		
Tax proceedings:		
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**NIL**	**NIL**

Litigations involving our Group Company: **(₹ in lakhs)**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	NIL	NIL
Criminal proceedings filed by the Company	NIL	NIL
Other pending material litigation against the company	NIL	NIL
Tax proceedings:		
Direct Tax	**NIL**	**NIL**
Indirect Tax	NIL	NIL
Other pending material litigation filed by the company	NIL	NIL
Total	**NIL**	**NIL**

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled "**Outstanding Litigations and Material Developments**" on page 309 of this Draft Red Herring Prospectus.

12. **There are certain delays in some of our corporate records relating to forms filed with the Registrar of Companies and other provision of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future, for delay filing with provisions of corporate and other law could impact the financial position of the Company to that extent.**

Our Company has, in the past, experienced delays in filing certain statutory e-forms within the prescribed timelines as required under applicable laws. However, all such filings were subsequently

made, and necessary compliances have been completed in accordance with the applicable regulatory requirements.

SL NO.	FORM ID	DATE OF EVENT	DUE DATE	DATE OF FILING	PERIOD OF DELAY	REMARKS
1	AOC-4 (2021-2022)	30/09/2022	29/10/2022	05/11/2022	7	Procedural delay
2	ADT-1 (2023-2024)	30/09/2023	14/10/2023	22/07/2025	647	Procedural delay
3	PAS-3(2024-2025)	17/02/2025	18/03/2025	18/04/2025	31	Procedural delay
4	PAS-3(2025-2026)	04/07/2025	02/08/2025	14/08/2025	12	Procedural delay

The Company has strengthened its internal compliance and monitoring mechanisms to ensure timely filing of all statutory forms going forward. A dedicated compliance team has been assigned to oversee regulatory timelines and coordinate with external professionals to mitigate the risk of future delays and ensure adherence to applicable legal and procedural requirements.

13. There have been several instances of delay in filing of EPF and ESIC returns by our Company in the past.

Our Company have experienced occasional delays in filing ESI and EPF Returns in the past, which were promptly addressed by making necessary payments and filing returns with applicable interest and penalties. For the last three fiscal 2025, 2024 and 2023, the delay in making ESI and EPF payments have occurred primarily due to factors such as procedural delay which are as follows:

EPF:-

Sl No.	Financial Year	Month	Due Date	Date of Filing	Period of delay	Remarks
1	2024-25	February	15/03/2025	14/04/2025	30	Procedural delay
2	2024-25	November	15/12/2024	18/12/2024	3	Procedural delay
3	2024-25	December	15/01/2025	23/01/2025	8	Procedural delay

ESI:-

Sl No.	Financial Year	Month	Due Date	Date of Filing	Period of delay	Remarks
1	2024-25	April	15/05/2024	27/05/2024	12	Procedural delay
2	2024-25	July	15/08/2024	15/11/2024	457	Procedural delay

14. Our contingent liabilities as stated in our Restated Financial Statements could adversely affect our financial condition.

Below are the contingent liabilities, as on the for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 as disclosed in our Restated Financial Statements in accordance with applicable accounting standards:

Contingent liabilities and commitments (to the extent not provided for)	31st March 2025 (Rs. in Lakhs)	31st March 2024 (Rs. in Lakhs)	31st March 2023 (Rs. in Lakhs)
Contingent Liabilities			
Bank Guarantee to Customs, EPCG	0.82	0.82	-
	1.10	**0.82**	-

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, please refer to chapter titled "**Financial Information – Restated Financial Statements – Note** 30 **– Contingent liabilities and commitments**" on page 275 of the Draft Red Herring Prospectus. However, our company has been regular in the past payments and there has been no incident of any devolvement or invoke of the Bank Guarantee to the respective authorities.

15. Our labour-intensive operations, along with our reliance on third-party contract labour particularly during peak periods may expose us to operational disruptions and compliance obligations arising from workforce-related issues such as strikes, wage demands, or service dependencies.

Our operations are labour-intensive and require a substantial workforce across production, packaging, logistics, and support functions. In addition to our direct employees, we rely significantly on third-party contract labour to meet operational demands, especially during peak periods.

This dependence introduces risks related to workforce disruptions, such as strikes, absenteeism, or work stoppages, which could affect production schedules and business continuity. Rising wage pressures, changes in labour laws, or non-compliance by contractors with employment and safety regulations may result in increased costs or liabilities. Any significant disruption or regulatory lapse may adversely impact our operations, reputation, and financial performance.

Our company has never gone out of labour and we continuously foster a positive work environment and maintaining strong relationships with both direct employees and third-party contract labor suppliers, ensuring clear communication and alignment of expectations throughout the year.'

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

For Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, we have entered into several related party transactions with our Promoters, Directors, individuals and entities forming a part of our promoter group relating to our operations. However, the related party transactions entered into with Promoters/ Directors/ Promoter Group are in compliance with Section 188 of Companies Act, 2013 and other applicable rules, as may be applicable. A summary of related party transactions in the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 as per AS 18 – Related Party Disclosures, derived from our Restated Financial Statements, is detailed below:

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN- : U17299WB2017PTC219383
Notes forming part of the Restated Financial Statements for the period ended 31st March, 2025

28 RELATED PARTY DISCLOSURE

a. Names of related parties (As given and certified by the management)

Description of Relationship	Name of Relationship	FY	Designation
Key Management Personnel	Vishal Nahar	2023-24	Managing Director
		2024-25	
	Anil Singh Nahar	2022-23	Director
		2023-24	
	Neetu Nahar	2022-23	Director
		2023-24	
		upto 15.06.2024	
	Bandana Nahar	2022-23	Director
		2023-24	
	Jishu Chowdhury	2022-23	Director
	Varun Shah	w.e.f 21.04.2025	Director
	Chirag Ahuja	2023-24	Director
		2024-25	
		w.e.f 21.07.2025	WTD Cum CFO
	Anjali Lakhotia	w.e.f 12.08.2025	Independent Director
	Chetna Gupta	w.e.f 21.07.2025	Independent Director
	Ritika Sharma	w.e.f 22.08.2025	Company Secretary
Company in which Key Management Personnel / Relatives of Key Management Personnel can exercise Significant Influence	1. S.R. Creation 2. Raiment Lifestyle Co.		
Relative of Key Management Personnel	1. Narrinder Kumar Ahuja 2. Ranjini Ahuja 3. Rishabh Nahar 4. Bandana nahar 5. Neetu Nahar 6. Anil singh Nahar 7. Mahak Ahuja 8. Khusboo Ahuja		

IPO TREND

b. Details of Related Party Transactions during the period ended 31st March, 2025, 31st March, 2024, 31st March, 2023 and balance Outstanding as at 31st March, 2025, 31st March, 2024, 31st March, 2023

Name of the Related Party	Nature of Transaction	FinancialYear	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Narrinder Kumar Ahuja	Salary	2024-25	-	-
		2023-24	6.77	0.75
		2022-23	-	-
Ranjini Ahuja	Salary	2024-25	3.62	0.30
		2023-24	1.21	0.30
		2022-23	-	-
Rishabh Nahar	Salary	2024-25	12.00	8.61
		2023-24	8.17	8.14
		2022-23	-	-
Chirag Ahuja	Director Remuneration	2024-25	9.60	2.40
		2023-24	6.00	2.85
		2022-23	-	-
Jishu chowdhury	Salary	2024-25	2.45	-
	Director Remuneration	2023-24	7.20	-
		2022-23	10.80	0.80
Bandana Nahar	Director Remuneration	2024-25	-	-
		2023-24	5.40	-
		2022-23	6.60	0.36
Mahak Ahuja	Salary	2024-25	2.00	0.49
		2023-24	-	-
		2022-23	-	-
Khusboo Ahuja	Salary	2024-25	2.58	0.15
		2023-24	0.65	0.15
		2022-23	-	-
Neetu Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	1.64	1.64
	Salary	2024-25	3.80	0.40
	Director Remuneration	2024-25	1.00	-
		2023-24	12.60	1.77
		2022-23	9.60	-
Anil singh Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	2.51	2.51
	Salary	2024-25	5.11	0.32
	Director Remuneration	2023-24	7.44	-
		2022-23	10.80	-
Vishal Nahar	Director Remuneration	2024-25	12.00	12.56
		2023-24	9.90	0.98
		2022-23	-	-
Varun Shah	Advance Given	2024-25	1.90	2.65
		2023-24	0.75	0.75
		2022-23	-	-
	Salary	2024-25	1.20	-
		2023-24	4.80	-
		2022-23	4.00	0.40

c.

Name of the Related Party	Nature of Transaction	Financial Year	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Vishal Nahar	Reimbursement	2024-25	53.62	-
		2023-24	-	-
		2022-23	4.05	-
Anil singh Nahar	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	1.04	-
Jishu chowdhury	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	4.65	-

IPO TREND

d.

Name of the Related Party		Financial Year	Opening Balance	Amount Borrowed	Amount Repaid	Interest paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Ranjini Ahuja	Loan Taken	2024-25	49.28	-	12.66	4.32	40.94
		2023-24	-	49.40	1.20	1.08	49.28
		2022-23	-	-	-	-	-
Anil Singh Nahar	Loan Taken	2024-25	20.00	-	-	-	20.00
		2023-24	-	40.00	20.00	-	20.00
		2022-23	-	-	-	-	-
Narinder Kumar Ahuja	Loan Taken	2024-25	70.00	-	33.00	-	37.00
		2023-24	-	75.00	5.00	-	70.00
		2022-23	-	-	-	-	-
Vishal Nahar (HUF)	Loan Taken	2024-25	22.62	74.51	67.51	-	29.62
		2023-24	-	22.62	-	-	22.62
		2022-23	-	-	-	-	-
Jishu chowdhury	Loan Taken	2024-25	-	-	-	-	-
		2023-24	-	-	-	-	-
		2022-23	13.11	-	13.11	-	-

e

Name of the Related Party		Financial Year	Opening Balance	Amount Given	Amount Repaid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Jishu chowdhury	Advance Given	2024-25	-	-	-	-
		2023-24	10.50	-	10.50	-
		2022-23	-	148.50	138.00	10.50
Vishal Nahar	Advance Given	2024-25	-	67.51	67.51	-
		2023-24	5.45	36.46	41.91	-
		2022-23	-	5.45	-	5.45
S.R Creation*	Advance Given	2024-25	-			-
		2023-24	-	-	-	-
		2022-23	16.51	62.00	78.51	-
Raiment Lifestyle Co.*	Advance Given	2024-25	-	-	-	-
		2023-24	-	-	-	-
		2022-23	21.00	79.21	100.21	-

f.

Name of the Related Party		Financial Year	Opening Balance	Transaction during the year	Amount paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
S.R Creation*	Purchase	2024-25	-	-	-	-
		2023-24	251.76	-	251.76	-
		2022-23	-	304.23	52.47	251.76

g.

Name of the Related Party		Financial Year	Opening Balance	Sales during the year	Amount Rece	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Raiment Lifestyle Co.*	Sales	2024-25	-	-	-	-
		2023-24	131.05	81.53	212.58	-
		2022-23	5.15	284.95	159.04	131.05

** Transactions are disclosed only till the date of takeover.*

h.

Takeover Company	Name of the Related Party	Year of Takeover	Issue Price	No. of Shares Issued	Consideration paid during the Year including Premium on account of Takeover (Rs. In lakhs)
Raiment Lifestyle Co.	Rishabh Nahar	2023-24	61	73,332	44.73
	Chirag Ahuja	2023-24	61	73,329	44.73
S R Creation	Chirag Ahuja	2023-24	61	29,036	17.71
	Vishal Nahar	2023-24	61	29,035	17.71

While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we may continue to enter into related party transactions in the future.There can be no assurance that such transactions, individually or in aggregate, will not have an

adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "**Related Party Transactions**" in "**Restated Financial Statements**" section beginning on page 272 of the Draft Red Herring Prospectus.

17. The Objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution.

The deployment of Net Proceeds from the Offer is entirely based on internal management estimates, as detailed in the section titled "Objects of the Offer" beginning on page 122 of this Draft Red Herring Prospectus. These estimates have not been appraised by any bank or financial institution. Any variation in cost assumptions may require us to reschedule expenditure and could impact our projected revenues and earnings.

Subject to compliance with Section 27 of the Companies Act, 2013, any change in the Objects of the Offer shall require approval of shareholders through a special resolution. Dissenting shareholders shall be provided an exit opportunity in accordance with SEBI regulations. In case of cost overruns or funding shortfalls, we may utilize internal accruals or raise additional funds through equity or debt. Surplus funds, if any, will be used for future growth opportunities or other existing objects as deemed appropriate by the management.

18. We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available from the online source

We have not commissioned an industry report for the disclosures which need to be made in the chapter titled *"**Industry Overview**"* beginning on page no. 156 of this Draft Red Herring Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. 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. Further, the industry data mentioned in this Draft Red Herring Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Sources of industry taken in the Draft Red Herring Propsectus is given below:-

Serial No	Headings	Source
01	Global Economic Overview	Global growth is slowing due to a substantial rise in trade barriers and the pervasive effects of an uncertain global policy environment - https://openknowledge.worldbank.org/server/api/core/bitstreams/0e685254-776a-40cf-b0ac-f329dd182e9b/content
02	Global Outlook	At the start of the year, WTO economists expected to see continued expansion of world trade in 2025 and 2026- https://www.wto.org/english/res_e/booksp_e/trade_outlook25_e.pdf
03	Economic Outlook 2025-2026: Managing Uncertainty	The US has kicked off a full-fledged trade war: On 2 April, US president Donald Trump announced "reciprocal" tariffs that exceeded expectations - https://www.allianz.com/content/dam/onemarketing/azcom/Allianz_com/economic-

		research/publications/specials/en/2025/april/2025_04_10_Global_Economic_Outlook_Q1_2025_presentation.pdf
04	Indian Economic Overview	India's economic journey over the past few years has been marked by remarkable growth and a steady rise in its position on the global stage - https://www.ibef.org/economy/indian-economy-overview
05	Impact of International Trade Policies & Tariffs	Effective August 27, 2025, the Trump administration imposed an additional ad valorem (meaning based on the value of product) 25% tariff on Indian goods- https://visionias.in/blog/current-affairs/indias-swadeshi-pivot-moment-responding-to-us-additional-25-tariffs#:~:text=economic%20self%2Dreliance.-,Understanding%20the%20Tariff%20Structure,exports%20to%20the%20United%20States.
06	Indian Economic Outlook	Previous years' GDP figures were significantly revised upward, underscoring the inherent strength in India's domestic demand, the nation's biggest growth driver- https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html
07	Global Apparel Market	The global apparel market is now worth $1.84 trillion and accounts for 1.6% of the world's GDP- https://www.uniformmarket.com/statistics/global-apparel-industry-statistics
08	Market Size	The global apparel market size was valued at USD 1.8 trillion in 2024 and is estimated to grow at a CAGR of over 3.3% from 2025 to 2034- https://www.gminsights.com/industry-analysis/apparel-market
09	Kids Apparel Market Globally	The global children's wear market size reached USD 302.1 Billion in 2024. Looking forward, IMARC Group expects the market to reach USD 437.1 Billion by 2033- https://www.imarcgroup.com/children-wear-market#:~:text=The%20global%20children's%20wear%20market,disposable%20incomes%2C%20and%20changing%20lifestyles
10	Indian Apparel Market Overview	The Indian textile and apparel market size was valued at USD 222.08 Billion in 2024. Looking forward, IMARC Group estimates the market to reach USD 646.96 Billion by 2033- https://www.imarcgroup.com/indian-textiles-apparel-market
11	India Clothing Industry Analysis	India Clothing Market Growth Drivers- https://www.kenresearch.com/industry-reports/india-clothing-market
12	India Clothing Market Future Outlook	The India Clothing market is expected to show significant growth driven by increased consumer spending, digital transformation, and enhanced market penetration.- https://www.kenresearch.com/industry-reports/india-clothing-market
13	Kids Apparel Market in India	The India Kids Apparel Market was valued at USD 24.56 Billion in 2024 and is projected to reach USD 29.35 Billion by 2030- https://www.researchandmarkets.com/reports/5900281/india-kids-apparel-market-region-competition#:~:text=The%20India%20Kids%20Apparel%20Market,more%20on%20quality%20children's%20clothing

19. **Our business is both manpower and machine intensive. Our business may be adversely affected by strikes, work stoppages, increased wage demands by our employees, or any other kind of disputes with our employees, and if we are unable to engage new employees at commercially attractive terms.**

Our operations are both manpower and machine intensive, requiring a sizable workforce for activities such as stitching, sampling, packaging, and production. Some employees are on payroll, while a significant portion of labor needs especially during peak seasons is met through third-party contractual workers.

This reliance on both direct and contractual labor exposes us to the risks including strikes, absenteeism, labor shortages, and disputes over wages or working conditions. We have maintained cordial relationships with employees and labor contractors and have not experienced any major disruptions.

Changes in wage laws, labor regulations, or contract terms with labor agencies may increase operational costs. We offer competitive compensation and benefits as part of its current employment practices. These factors have affected the margins, business continuity, and financial results. In the past, we have not come across any such occurences.

For more information, refer to the chapter titled "Our Business" beginning on page 173 of the Draft Red Herring Prospectus.

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

We have issued Equity Shares to our Promoters, and also they have acquired Equity Shares by way of transfers, at a price which could be below the Offer Price. For more details see '**Capital Structure'** on page 96 of the Draft Red Herring Prospectus.
The details of the average cost of acquisition of Equity Shares held by our Promoters as at the date of the Draft Red Herring Prospectus is set out below:

Sl No.	Name of the Promoter	No. of shares held	Average Cost of Acquisition (in ₹ per equity share)
1	Vishal Nahar	37,93,922	2.75
2	Chirag Ahuja	13,64,055	5.55
3	Vishal Nahar HUF	6,47,500	2.05
4	Rishabh Nahar	9,33,324	NIL
5	Narinder Kumar Ahuja	13,64,069	5.55

* As certified by M/s Jain Sonu & Associates, Chartered Accountants by way of their certificate dated September 18, 2025

The aforementioned average cost of acquisition of Equity Shares by our Promoters may be lower than the Offer Price.

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

We maintain insurance policies to mitigate certain operational risks; however, such coverage may not be adequate to cover all potential losses. These policies are subject to exclusions, limitations, deductibles, and conditions, and may not fully protect against events such as natural disasters, cyber incidents, or supply chain disruptions. Claims exceeding coverage limits or falling outside the scope of

our policies could expose us to significant financial liabilities, impacting our operations and financial condition.

Additionally, failure to renew insurance policies on time or obtain adequate coverage may result in uninsured losses. While we regularly review and update our insurance programs and conduct periodic risk assessments to implement preventive measures, limitations in the insurance market and evolving risks may continue to pose challenges to comprehensive risk mitigation.

For further details, kindly refer to chapter titled *"**Our Business**"* beginning on Page 156 of Draft Red Herring Prospectus.

22. Our business is dependent on our manufacturing facilities and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our machineries or failures to repair affect our business, cash flows, financial condition and results of operations.

Our manufacturing activities are carried out from our facility located in Barasat and are supported by various machines including automated printing machines, sequencing units, and stitching equipment. Given the nature of our operations, we depend on the continuous and efficient functioning of these machines to meet production timelines and maintain product quality.

Any unforeseen technical issues, equipment failures, or delays in maintenance or repairs could interrupt our production schedules. This may result in delayed deliveries potentially impacting our business relationships and credibility. Additionally, risks such as theft, fire, natural calamities, or the need to upgrade older equipment could lead to unplanned capital expenditure or extended downtime.

While we regularly service our machinery and have not faced any major disruptions in the past, we cannot rule out such possibilities in the future. Any material interruption in our manufacturing process could adversely affect our operations, cash flows, and overall financial condition.

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

Our revenue model involves extending credit terms to customers, and therefore, our cash flows and liquidity are significantly dependent on the timely collection of receivables. Any delay or default in payment by customers—whether due to financial difficulties, contractual disputes, market volatility, or other unforeseen circumstances—may result in a strain on our working capital, increased reliance on external borrowings, and elevated finance costs.

Persistent or large-scale payment delays could impair our ability to meet our own financial obligations, disrupt operational efficiency, and adversely impact our profitability. Furthermore, in cases of non-recovery, we may be required to make provisions for doubtful debts, which could have a material adverse effect on our financial performance and position. In the past we have not come across any such occurences.

24. Significant failure or disruption of our information technology systems could adversely impact our business, results of operations and financial condition.

We rely on various online systems for production planning, reporting, and data management across key operational areas. Although no significant IT disruptions occurred in recent years, these systems remain vulnerable to cyber-attacks, hardware failures, natural disasters, or unauthorized access. Any major disruption could affect our operational efficiency, delay deliveries, and lead to financial or reputational damage.

Unauthorized access to sensitive business or customer data could also expose us to legal liabilities. Furthermore, the inability to recruit or retain skilled personnel to maintain and service our IT infrastructure may lead to operational inefficiencies or disruptions.

We have implemented robust cybersecurity protocols, disaster recovery plans and data backup systems. However, evolving threats and system dependencies may continue to pose operational and financial risks.

25. Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and the failure to obtain or renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and maintain a number of approvals, licenses, and registrations from central, state, and local government authorities. These may include, among others, factory licenses, environmental clearances, labour law registrations, and other operational permits that are critical to the functioning of our manufacturing facility.

While we believe that we currently possess the key licenses and approvals required to operate our business, many of these are valid for a specific period and are subject to periodic renewal. Any delay or failure in obtaining the necessary approvals, or renewing existing ones on time, may lead to regulatory action, penalties, or even temporary suspension of our operations.

Such events could lead to operational disruptions, increased compliance costs, or reputational impact, any of which may have a material adverse effect on our business, financial condition, and results of operations.

Additionally, following the change in our company's constitution from a Private Company to a Public Company, we are in the process of updating the names on all our permits, licenses, and approvals to reflect this change.

Though, we believe, that we have obtained required permits and licenses which are adequate to run our business, we cannot assure that there are no other statutory/regulatory requirements which we would be required to comply with. Further, some of these approvals are granted for fixed period and need renewal from time to time. We are required to renew such permits, licenses and approvals. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may also have material adverse effect on our business. For details regarding pending approvals, please refer to section titled **"Government and Other Approvals"** beginning on page 314 of the Draft Red Herring Prospectus.

Sl No.	Particulars	Respective Authority	Estimated Timeline (Approximately)
1	Shop and Establishment Registration	Labour Department of State Government	7 Working Days
2	Trade License	License Department State Government	7 Working Days
3	Professional Tax Registration	Professional Tax Department of State Government	7 Working Days
4	MSME Registration	Ministry of Micro, Small and Medium Enterprises (MSME)	7 Working Days

5	GST Registration	Central Board of Indirect Taxes and Customs	7 Working Days
6	Pollution Certificate	State Pollution Control Board / Central Pollution Control Board (CPCB)	1 Month
7	Fire Licence	Local Fire Department / Municipal Corporation	7 Working Days
8	Factory Licence	State Factory Licensing Authority / Directorate of Factories and Boilers (State Govt.)	1 Month
9	EPF, ESIC	Employees' Provident Fund Organisation (EPFO) and Employees' State Insurance Corporation (ESIC)	7 Working Days

26. Our existing manufacturing facilities are concentrated in a single region, i.e. Barasat, West Bengal. Any slowdown or disruption in our manufacturing operations in any of our manufacturing facilities could have a material and adverse impact on our business and operations.

Our manufacturing unit is located at Barasat, West Bengal, which exposes us to risks of concentration. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Although in the past we have not experienced instances of operating risks, however our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

27. Inability to respond to evolving customer preferences may adversely impact our business.

Our business operates in an industry where customer preferences, particularly in the retail and fashion segments, are subject to frequent changes influenced by trends, seasons, and shifting market expectations. The ability to offer relevant designs, prints, and product categories in line with such changes is an important aspect of our operations.

In addition, advancements in textile manufacturing technologies, automation, and design tools require ongoing assessment and, where necessary, investment in updated processes or equipment. Failure to align our offerings with prevailing market preferences or to adopt relevant technological improvements in a timely manner could affect our competitiveness, result in slower inventory movement, or lead to reduced customer demand.

Our continued performance depends, in part, on our capacity to adapt to these changes efficiently. Any delays or limitations in doing so may have a material impact on our business, financial condition, and results of operations.

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

The Indian economy and its securities markets are influenced by economic developments and volatility insecurities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national

debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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.

Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

29. Our operations may be impacted by industrial accidents, physical hazards, or similar risks at our manufacturing premises, which could lead to operational disruption, financial loss, or reputational impact.

Our manufacturing facility in Barasat involves stitching, finishing, and packaging of garments, supported by a large workforce and multiple industrial machines. Although processes such as knitting and dyeing are carried out by third parties, the in-house setup carries its own operational risks, including machinery malfunction, electrical issues, minor fire incidents, or accidents involving personnel.

While we follow established safety protocols and conduct regular maintenance and training, the possibility of workplace incidents cannot be ruled out. Such events may temporarily disrupt production schedules, affect delivery timelines, and lead to unplanned expenses relating to repairs, medical costs, or compliance matters.

We continue to implement precautionary measures and monitor safety practices across our operations. However, any serious disruption at our facility may adversely affect our business performance, cash flows, and customer relationships.

30. Our estimates and forward-looking statements may prove to be inaccurate, which could adversely affect investors' perception and decision-making.

This Draft Red Herring Prospectus contains certain forward-looking statements, including but not limited to, statements regarding our future business strategies, growth prospects, financial performance, industry developments, market conditions, and other projections. These statements are based on current expectations, assumptions, and estimates, which involve inherent risks and uncertainties. Factors such as changes in market dynamics, regulatory developments, competitive pressures, operational challenges, or unforeseen external events may cause actual results to differ materially from those anticipated.

There can be no assurance that the outcomes predicted by these forward-looking statements will be realized. Any significant deviation from our projections could impact our business performance and may adversely affect investor confidence and perception of our Company. Consequently, reliance on such statements for investment decision-making may involve a high degree of uncertainty. Investors are advised to carefully consider this risk when evaluating our Company and its prospects.

31. **Underutilization of capacity of our manufacturing capacities and an ability to effectively utilize our expanded manufacturing capacities may adversely affect our business, future prospects and future financial performance.**

Our operations rely on the efficient use of our manufacturing facilities to meet demand from domestic retailer and distributors. If we are unable to utilize our installed capacities effectively due to lower order volumes, changes in buyer schedules, seasonal fluctuations, or delays in new market expansion it may lead to idle resources and increased per-unit production costs.

Continued underutilization can impact profitability, reduce operating efficiency, and result in suboptimal returns on our manufacturing investments. It may also affect our ability to absorb fixed overheads and limit future investment decisions.

While we aim to align our production planning with confirmed orders and forecasted demand, variations in market conditions may affect capacity utilization from time to time. Any prolonged mismatch between capacity and actual production may have an adverse impact on our financial performance and restrict our ability to scale operations in line with business goals.

32. **Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.**

We have not declared dividend in the past. For further information, see "**Dividend Policy**" on page 254 of this Draft Red Herring Prospectus. Our future capacity to distribute dividends will be influenced by factors such as our earnings, financial health, cash flow, working capital needs, capital expenditures, and the terms of our financing agreements. The Board of Directors will recommend dividend declarations, which will then be subject to shareholder approval, in accordance with our Articles of Association and applicable laws, including the Companies Act. We may choose to reinvest future earnings to support business operations and expansion, which could result in the decision not to declare dividends in the near term. Any future decisions regarding dividend declarations will be made at the discretion of our Board, following our dividend distribution policy and considering factors such as profitability, capital requirements, financial commitments, business expansion plans, legal restrictions, and other financing arrangements. While we cannot guarantee future dividend payments, we are committed to making decisions that support the long-term growth and success of our company

33. **Our manufacturing facility is subject to operating risks, and any disruption or shutdown may adversely impact our business, financial condition, and results of operations.**

Our manufacturing facility plays a central role in our operations, and any unforeseen disruption such as equipment breakdowns, power failures, labour unrest, raw material shortages, accidents, regulatory action, or natural calamities could adversely affect our ability to meet production timelines and fulfill customer orders. Such events may lead to increased operating costs, loss of revenue, delays in delivery, and reputational damage.

While we have not experienced any significant operational disruptions, shutdowns, or accidents at our manufacturing facility to date, there can be no assurance that such events will not occur in the future. Any material disruption could have a significant adverse effect on our business operations, financial condition, and results of operations.

34. **We have not made any alternate arrangements for meeting our regular working capital requirements. If we are unable to manage/arrange funds (including at short notice) to meet our working capital requirements, there may be an adverse effect on our results of operations and financial performance.**

As of the date of this Draft Red Herring Prospectus, we have not established any alternative arrangements to meet our working capital requirements apart from our existing sanctioned credit limits. Our business operations require substantial working capital, primarily to finance the procurement of raw materials in advance of receiving payments from customers.

We cannot assure that our budgeting and planning for working capital requirements will always be accurate or sufficient. Any shortfall or delay in arranging additional working capital may hinder the timely execution of ongoing projects, which could result in delays, loss of customer confidence, reputational damage, imposition of liquidated damages, and adverse impacts on our cash flows.

In the event of insufficient internal cash generation or an inability to secure external funding in a timely manner—or on commercially favorable terms—we may face significant constraints in executing larger-scale or time-sensitive projects. Furthermore, our borrowings are subject to fluctuations in interest rates, and any adverse movement in rates may increase our financing costs. Collectively, these factors could materially and adversely affect our business operations, growth and expansion plans, and future financial performance

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

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for fresh Offer size above Rs. 5,000.00 Lakhs. Since the Fresh Issue Portion of the Issue Size is less than Rs. 5,000.00 Lakhs, our Company has not appointed any monitoring agency for this Offer. Hence, we have not appointed a monitoring agency to monitor the utilization of Offer proceeds. However, Audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

The continued growth and success of our business are dependent on our ability to identify, pursue, and convert new business opportunities in a timely and efficient manner. Any failure to do so whether due to increased competition, limited market visibility, evolving customer requirements, or inefficiencies in our business development efforts could restrict our revenue generation and hamper the optimal utilization of our resources.

An inadequate pipeline of new projects or clients may limit our ability to scale operations, achieve projected financial targets, and maintain our competitive positioning in the market. Such limitations could have a material adverse effect on our business operations, future prospects, and overall financial performance.

37. Hiring unskilled labour from third-party contract labour suppliers exposes us to the risk of operational inefficiencies, reduced product quality, and potential disruptions in business operations.

Unskilled labourers may lack the necessary training, experience, and attention to detail required to maintain high standards of productivity and quality. This can lead to inefficiencies, increased error rates, and delays in production, ultimately affecting our ability to meet deadlines and customer expectations. Managing unskilled labour through third-party suppliers can make it difficult to enforce consistent work practices, monitor performance, or implement corrective actions effectively. The lack of direct control over the workforce may result in higher turnover rates, absenteeism, and potential labor disputes. These

factors can contribute to higher operational costs, reduced profitability, and damage to our brand reputation. In the worst-case scenario, such challenges may disrupt our entire supply chain or production processes, further exacerbating the risk to our business continuity and growth.

We ensure that contract workers, although unskilled, undergo job-specific training under our direct supervision before being deployed to critical operations. Our supervisors closely monitor their performance to ensure adherence to quality standards and process consistency. We also maintain a mix of permanent and contractual staff, allowing us to retain core expertise while managing labour flexibility.

38. We are subject to stringent quality and delivery requirements, and any failure to comply with such standards may lead to order cancellations, reputational harm, and adverse financial consequences.

Given the nature of our products and the sector in which we operate, our customers maintain high expectations regarding both product quality and delivery timelines. Adherence to specific quality benchmarks is integral to our operations. Any deviation from technical specifications, defects in finished garments, or inconsistencies in fabric or stitching quality may result in rejection of goods or cancellation of orders.

Further, delays in delivery or failure to supply the agreed quantity as per buyer requirements may lead to loss of existing business, reputational harm, and strained customer relationships. In certain instances, our clients may seek compensation, demand price reductions, delay payments, or shift their sourcing to alternative suppliers. Such outcomes may adversely affect our revenue, cash flows, and overall financial performance.

39. Our future success depends on our ability to build and promote our brands and protect our reputation. Any failure in these areas may affect our growth prospects.

The perception of our brands by end consumers is a key factor in driving product demand. Our brand identity, built on consistent product quality, timely delivery, and a focus on client requirements, has evolved over time. Regular engagement with our clients provides valuable insights into shifting consumer preferences and regional market dynamics, helping us understand our competitive position.

Our reputation within the industry has been established gradually through operational discipline and client-centric practices. Any disruption that affects the perceived quality or service reliability associated with our brands may impact buyer confidence. This is particularly relevant in segments such as kids wear and infantwear, where product differentiation and brand trust are important to purchasing decisions. Given the multiple factors that influence brand perception ranging from product performance to post-sale experience maintaining consistency and reliability across all aspects of our operations remains central to sustaining market presence.

40. The highly competitive nature of the garment manufacturing industry, particularly due to the presence of numerous unorganized players, may result in pricing pressure, market share loss, and impact our profitability.

The textile and garment manufacturing sector in which we operate is fragmented and marked by intense competition from both organized and unorganized players. Several unorganized manufacturers operate with lower overheads, allowing them to offer products at lower prices. This often results in pricing pressure, especially in price-sensitive markets, and may require us to adjust our pricing strategies to remain competitive.

Such competition may impact our ability to maintain profit margins and could lead to a potential erosion of our market share. Moreover, these unorganized players may not adhere to uniform quality or labor standards, creating challenges in product differentiation based on quality alone.

While we focus on maintaining consistent quality, timely delivery, and strong client relationships, the presence of these informal players in the domestic market, especially at the lower price tiers, poses ongoing risks to our growth trajectory and financial performance.

41. NSE may not grant in- principle approval for listing of equity shares of our Company.

Our company has applied for In-principle approval to NSE for its proposed public issue. There is a risk that the National Stock Exchange of India Limited (NSE) may not grant approval for our proposed public issue. The approval process involves rigorous scrutiny of our company's financials, compliance with regulatory requirements, and overall suitability for listing. Despite our best efforts to meet all regulatory standards and provide comprehensive disclosures, there is no guarantee that the NSE will find our application satisfactory. Non-approval by the NSE would significantly impact our ability to access the capital markets and raise the necessary funds for our planned expansions and operations. This could adversely affect our financial condition and future growth prospects.

External Risk Factors
INDUSTRY RISKS

42. 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 industry are regulated by different laws, rules and regulations framed by the Central and State Government. The regulatory and policy environment in which we operate is evolving and subject to change. These changes may pose challenges to our business, impacting our operational results and future prospects. It's imperative that we remain agile in our response to and compliance with any shifts in applicable laws and policies. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of these laws on a short notice or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST.

43. A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and other prospects.

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.

44. The occurrence of Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and

it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

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

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

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

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

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

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

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

49. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business and the trading price of the Equity Shares.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or financial policy or a decrease in India's foreign exchange reserves. India's foreign exchange reserves have grown consistently in the past. (Source: Reserve Bank of India. However, any decline in foreign exchange reserves could adversely affect the valuation of the Indian Rupee and could result in reduced liquidity and higher interest rates that could adversely affect our future financial performance and the market price of the Equity Shares and could result in a downgrade of India's debt ratings. Any adverse

revisions to India's credit ratings for domestic and international debt by 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 adversely affect our business and future financial performance and our ability to obtain financing to fund our growth, as well as the trading price of the Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("STT") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017.STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the Central Government. However, as on the date of this Prospectus, the Central Government has not issued any such notification. Due to uncertainty in the applicability of this provision, the shareholders may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

51. We derive majority of our income from our customers within India. Therefore, factors that adversely affect the demand for our manufacturing and services in India may adversely affect our business.

We have in the past derived and believe that we will continue to derive, a significant portion of our income from our customers within India. In addition, all of our employees are based in India. Consequently, factors that adversely affect the Indian economy or the demand for our manufacturing and services within India, may adversely affect our business and profitability.

52. 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.

53. We may be affected by competition laws and any adverse application or interpretation of the Competition Act could adversely affect our business and activities.

The Competition Act, 2002, as amended (the "Competition Act"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties.

Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of clients in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the Competition Commission of India ("CCI") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation.

54. 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 Fiscal/period and in the corresponding (restated) Fiscal/period in the comparative Fiscal/period.

55. Financial instability in other countries may cause increased volatility in Indian Financial Markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and

regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

56. Wage pressures and increases in operating costs in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.

Wage and operating expenses increase in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. Wages in India are increasing at a faster rate than in the developed economies, which could result in increased employee benefit expenses. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Further, The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The provisions of this code will be brought into force on a date to be notified by the Central Government. This may impact our wage structure and may lead to increased wage payments to our employees. Additionally, the cost of operating expenses is also increasing as India continues to grow. Compensation increases manifest a hike in operational costs which may result in a material adverse effect on our business and financial condition and result of operations.

Risks Related to the Equity Shares

57. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a fixed price process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the Stock Exchanges, securities markets in other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

58. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

•Volatility in the India and global capital market;

• Company's results of operations and financial performance;

• Performance of Company's competitors;

• Adverse media reports on Company;

• Changes in our estimates of performance or recommendations by financial analysts;

• Significant developments in India's economic and fiscal policies; and

• Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by the shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business prospects, financial condition, results of operations, and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

60. There is no guarantee that the Equity Shares will be listed on stock exchange in a timely manner or at all, and any trading closures at stock exchange may adversely affect the trading price of our Equity Shares.

The listing process is subject to a number of regulatory approvals and market conditions that may cause delays or obstacles. Even if the shares are successfully listed, there is a risk that trading closures, whether temporary or prolonged, at the stock exchange could have a detrimental impact on the liquidity and trading price of our Equity Shares. These closures could result from unforeseen circumstances such as market disruptions, regulatory actions, or other factors beyond our control. Consequently, any such delays or trading interruptions could adversely affect the value and marketability of our shares, potentially diminishing investor confidence and impacting the overall performance of our company in the stock market.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit

the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such preemptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be offered to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

62. We cannot ensure future continuous compliance with all regulatory requirements and listing obligations, which could impact the liquidity and market performance of our Equity Shares.

Compliance with various regulatory frameworks, including those set by the stock exchanges and relevant authorities, is critical for maintaining the status of our shares in the market. Any inadvertent failure to meet these obligations, whether due to changing regulations, internal oversight, or unforeseen circumstances, could result in penalties, suspension, or delisting of our shares. Such events could significantly affect the liquidity, trading volume, and overall market value of our Equity Shares, potentially diminishing investor confidence and harming the long-term prospects of our business in the public market.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited with the Equity Shares within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with 55 depository participants could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarises details of the Offer in terms of this Draft Red Hering Prospectus:

Offer of Equity Shares[(1)] *Present Offer of Equity Shares by our Company*[(2)]	Upto 42,94,000 Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Fresh Offer	Upto 34,58,000 Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Offer For Sale	Offer for Sale of up to 8,36,000 Equity Shares of Face Value of ₹ 10/- each at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lakhs
The Offer consists of:	
a. Market Maker Reservation Portion	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
b. Net Offer to the Public[(4)]	Not more than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Allocated to Qualified Institutional Buyers[(5)]	Not more than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Net QIB Portion (assuming the Anchor Investor Portion fully subscribed	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB portion)	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Balance QIB portion for all QIBs including Mutual Funds	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Allocation to Non - Institutional Investors	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
a) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs

b) Two-third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Allocation to Individual Investors Portion	Not less than [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹ [●] Lacs
Pre and Post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	1,03,03,293 equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Offer	1,37,61,293 Equity Shares having face value of ₹10/- each
Use of Net Proceeds of the Offer	For details, please refer to the Chapter titled ***"Objects of the Offer"*** beginning on Page No. 122 of this Draft Red Herring Prospectus for information on use of Offer Proceeds.

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

(1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our Company in terms of Regulation of 229(1)/(2) and Regulation 253(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-issue paid up equity share capital of our Company are being issued to the public for subscription.

(2) The Present Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on August 19, 2025 and by our Shareholders pursuant to their special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the Shareholders dated September 10, 2025.

(3) Further, our Board has taken on record the approval for the offer for sale by the Selling Shareholder pursuant to its resolution dated August 19, 2025. The Selling Shareholder confirms that the Equity Shares being offered has been held by such Selling Shareholder for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus in accordance with the SEBI (ICDR) Regulations and accordingly, is eligible for being offered for sale pursuant to the Offer in terms of the SEBI (ICDR) Regulations. The Selling Shareholder has confirmed and consented to the participation in the Offer for Sale as set forth below:

Sl. No.	Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Aggregate amount of Offer for Sale (upto) (in ₹ Lacs)	Date of consent letter
1.	Neetu Nahar	8, 36,000	[●]	September 16, 2025

Our Board has taken on record the consent for the offer for sale by the Selling Shareholder to participate in the Offer pursuant to a resolution passed in its meeting held on August 19, 2025. For further details of the authorizations received for the Offer, see ***"Other Regulatory and Statutory Disclosures"*** *on Page No. 320 of this Draft Red Herring Prospectus.*

(4) This Offer is being made in terms of Regulation 253(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, as amended from time to time which permits the issue of securities through the Book Building method which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders.

Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

(5) Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and Selling Shareholder in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

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

(7) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the balance QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see ***"Offer Procedure"*** *on Page No. 356 of the Draft Red Herring Prospectus.*

For further details including in relation to grounds for rejection of Bids, please refer to the Chapters titled ***"Offer Structure"****,* ***"Offer Procedure"*** *and* ***"Terms of the Offer"*** *beginning on Page Nos. 350, 356 and 339, respectively of this Draft Red Herring Prospectus.*

SUMMARY OF FINANCIAL INFORMATION

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Balance Sheet as on 31st March 2025

	Particulars	Notes	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
A	**EQUITY AND LIABILITIES**				
1	**Shareholders' Funds**				
(a)	Share Capital	3	140.80	140.60	120.13
(b)	Reserves and Surplus	4	903.73	304.83	152.63
	Total Shareholders' Funds		**1,044.54**	**445.43**	**272.76**
2	**Non-Current Liabilities**				
(a)	Long Term Borrowings	5	528.39	381.67	164.95
(b)	Deferred Tax Liabilities (net)	6	2.81	-	-
	Total Non-Current Liabilities		**531.20**	**381.67**	**164.95**
3	**Current Liabilities**				
(a)	Short Term Borrowings	7	1,292.52	851.75	477.94
(b)	Trade Payables				
	(i) Dues to Micro & Small Enterprises	8.1	-	-	-
	(ii) Dues to Others	8.2	1,016.08	754.29	603.63
(c)	Other Current Liabilities	9	130.53	97.29	49.27
(d)	Short Term Provision	10	210.64	14.54	8.45
	Total Current Liabilities		**2,649.77**	**1,717.88**	**1,139.28**
	Total Equity & Liabilities		**4,225.50**	**2,544.98**	**1,576.99**
B	**ASSETS**				
1	**Non-Current Assets**				
	a) PropertyPlants & Equipment & Intangible Assets				
	i) PropertyPlants & Equipment	11.1	564.15	273.24	138.86
	ii) Intangible Assets		-	-	-
	iii) Capital Work in Progress	11.2	-	300.94	184.59
	b) Long Term Loans & Advances	12	5.00	-	
	c) Other Non-Current Assets	13	2.55	9.98	22.52
2	**Deferred Tax Asset**	6	-	2.57	1.81
	Total Non-Current Assets		**571.70**	**586.72**	**347.78**
3	**Current Assets**				
(a)	Inventories	14	1,546.60	1,270.32	441.49
(b)	Trade Receivables	15	1,733.03	533.79	641.78
(c)	Cash and Cash Equivalents	16	72.89	24.70	32.47
(d)	Short Term Loans and Advances	17	301.27	129.46	113.46
	Total Current Assets		**3,653.80**	**1,958.26**	**1,229.20**
	Total Assets		**4,225.50**	**2,544.98**	**1,576.99**
Summary of Significant Accounting Policies		**"2"**			

The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.

For and on behalf of Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015
Place : Kolkata
Date : 28.08.2025
UDIN 25060015BMLXEJ2271

Sd/-
Vishal Nahar
(Managing Director)
DIN : 00722516

Sd/-
Chirag Ahuja
(WTD Cum CFO)
DIN : 08123032

Sd/-
Varun Shah
(Director)
DIN : 11064228

Sd/-
Ritika Sharma
(Company Secretary)
Membership No: 40852

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Statement of Profit & Loss Account For the year ended 31st March 2025

	Particulars	Notes	31st March 2025	31st March 2024	31st March 2023
A	INCOME		(Rs. in lakhs)	(Rs. in lakhs)	(Rs. in lakhs)
I	Revenue from Operation	18	6,024.73	2,888.02	2,185.35
II	Other Income	19	2.95	1.57	0.84
III	**TOTAL INCOME (I+II)**		**6,027.68**	**2,889.59**	**2,186.20**
B	EXPENSES				
	Cost of Raw Materials consumed	20	3,885.73	2,380.33	1,905.26
	Purchase of Traded Goods	21	-	-	-
	Change in Inventories of Finished Goods Work-In-Progress & Stock-In-Trade	22	(297.35)	(457.29)	(288.31)
	Employee Benefits Expense	23	310.62	171.10	129.64
	Finance Costs	24	162.88	93.84	52.28
	Depreciation and Amortization Expense	25	51.61	29.98	8.03
	Other Expenses	26	1,105.86	608.09	331.90
IV	**TOTAL EXPENSES**		**5,219.35**	**2,826.05**	**2,138.79**
V	**PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)**		**808.32**	**63.54**	**47.40**
VI	**EXCEPTIONAL ITEMS**		**-**	**-**	**-**
VII	**PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)**		**808.32**	**63.54**	**47.40**
VIII	**EXTRAORDINARY ITEMS**		**-**	**-**	**-**
IX	**PROFIT BEFORE TAX (VII-VIII)**		**808.32**	**63.54**	**47.40**
X	**TAX EXPENSES :**				
	(1) Provision for Income Tax				
	- Current Tax		221.84	16.52	11.72
	(2) Deferred Tax				
	- Deferred Tax Liability created/ (reversed)		5.38	- 0.75	-
	TOTAL OF TAX EXPENSES		**227.22**	**15.76**	**11.72**
	PROFIT/(LOSS) FOR THE YEAR (IX-X)		**581.11**	**47.78**	**35.68**
XI	**Earning per equity share(Nominal value of share Rs. 10)**				
	- Basic	27	41.32	3.40	2.97
	- Diluted		41.32	3.40	2.97
	Summary of Significant Accounting Policies	"2"			
	The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.				

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015

Place : Kolkata
Date : 28.08.2025
UDIN : 25060015BMLXEJ2271

For and on behalf of Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

Sd/-
Vishal Nahar
(Managing Director)
DIN : 00722516

Sd/-
Varun Shah
(Director)
DIN : 11064228

Sd/-
Chirag Ahuja
(WTD Cum CFO)
DIN : 08123032

Sd/-
Ritika Sharma
(Company Secretary)
Membership No: 40852

FASCINATE TEXTILES LIMITED

(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Cash Flow Statement as on 31st March 2025

Particulars	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
Cash Flow From Operating Activities :			
Profit before tax from continuing operations	808.32	63.54	47.40
Profit before tax	**808.32**	**63.54**	**47.40**
Add/ (Less): Non Cash & Non Operating Item			
Depreciation	51.61	29.98	8.03
Interest & Finance Charges	162.88	93.84	52.28
Interest received	(2.27)	(1.16)	(0.31)
Operating Profit Before Working Capital Changes	**1,020.54**	**186.21**	**107.40**
Increase/ (Decrease) in Trade Payables	261.79	150.66	242.59
Increase/ (Decrease) in Other Current Liabilities	33.24	48.03	38.01
(Increase)/ Decrease in Trade Receivables	(1,199.24)	107.99	(235.52)
(Increase)/ Decrease in Inventories	(276.29)	(828.82)	(104.79)
(Increase)/ Decrease in Loan and Advances	(171.82)	(16.00)	(73.90)
Net Profit Before Extraordinary Items & Tax	**(331.78)**	**(351.93)**	**(26.21)**
Direct Taxes (Paid) / Refund	(25.74)	(10.41)	(5.71)
Net Cash Flows From / (Used) In Operating Activities (A)	**(357.52)**	**(362.34)**	**(31.92)**
Cash Flows From Investing Activities :			
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(41.58)	(280.71)	(250.67)
(Increase)/ Decrease in Long Term Loans & Advances	(5.00)	-	-
(Increase)/ Decrease in other Non Current Assets	7.42	12.54	(22.52)
Interest received	2.27	1.16	0.31
Net Cash Flows From / (Used) In Investing Activities (B)	**(36.89)**	**(267.01)**	**(272.89)**
Proceeds from Issuance of Share Capital	0.20	20.47	-
Proceeds from Securities Premium	17.80	104.41	-
Proceeds/ (Repayment) from Long Term Borrowings	146.72	216.72	(97.23)
Increase / (Decrease) in short term borrowing	440.77	373.81	477.94
Interest paid	(162.88)	(93.84)	(52.28)
Net Cash Flows From / (Used) In Financing Activities (C)	**442.61**	**621.58**	**328.43**
Net Increase / (Decrease) In Cash And Cash Equivalent (A+B+C)	**48.20**	**(7.77)**	**23.62**
Cash and Cash Equivalents at the beginning of the year	24.70	32.47	8.85
Cash and Cash Equivalent At The End Of The Year	**72.89**	**24.70**	**32.47**
Component Of Cash and Cash Equivalents			
Cash in Hand	9.11	1.17	9.49
With Banks - In Current Account	31.92	0.00	22.97
Deposits with maturity less than three months	31.86	23.53	-
Total Cash and Cash Equivalents (Note No. 15)	**72.89**	**24.70**	**32.47**

Summary of Significant accounting policies **"2"**

The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.

Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard-3 "Cash Flow Statement" notified under section 133 of the Companies Act, 2013.

As per our Report of even date.
For M/s Jain Sonu & Associates
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015

Place. : Kolkata
Date : 28.08.2025
UDIN: 25060015BMLXEJ2271

For and on behalf of Board of
Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

Sd/-	**Sd/-**
Vishal Nahar	**Varun Shah**
(Managing Director)	**(Director)**
DIN : 00722516	**DIN : 11064228**
Sd/-	**Sd/-**
Chirag Ahuja	**Ritika Sharma**
(WTD Cum CFO)	**(Company Secretary)**
DIN : 08123032	**Membership No: 40852**

GENERAL INFORMATION

Our Company was originally incorporated on February 09, 2017 at Kolkata, West Bengal as a Private Limited Company under the name and style of "Fascinate Textiles Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata dated 1st April, 2017. Later our Company was converted into Public Limited Company pursuant to the Special Resolution passed by the Shareholders of the Company at an Extraordinary General Meeting held on April 25, 2025 and consequently the name of the Company was changed from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited" and a fresh certificate of incorporation dated 21st May, 2025 pursuant to the conversion of Private Limited Company to the Public Limited Company was issued by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U17299WB2017PLC219383.The company was registered with address at 10/4, Dakshin Mondal Para Doltala PO Ganganagar, Madhyamgram, Kolkata, Parganas North, West Bengal, India Kolkata – 700132. The registered office address was changed with effect from September 11, 2023 to 3/A Kutul Sahi Road Barasat, North 24 Parganas Barasat- 1, West Bengal, India, Kolkata - 700124.

For further details in relation to the changes in the name of our Company, registered office and other details, please refer to the chapter titled ***"History and Certain Corporate Matters"*** beginning on page 211 of this Draft Red Herring Prospectus:

BRIEF COMPANY AND OFFER INFORMATION	
Registration Number	219383
Corporate Identification Number	U17299WB2017PLC219383
Address of the registered office	3/A Kutul Sahi Road, Barasat, Barasat North 24 Parganas, Barasat-1 West Bengal India Kolkata – 700124
Address at which the books of account are to be maintained	3/A Kutul Sahi Road Barasat , Barasat North 24 Parganas, Barasat-1 West Bengal India Kolkata – 700124
Address of the Registrar of Companies	Office of the Registrar of Companies, Kolkata, West Bengal Corporate Bhawan, 4th Floor, Plot No. IIIF/16, in AA-lllF Rajarhat, New Town, Akanadakeshari, Kolkata – 700 135, West Bengal, India
Designated Stock Exchange^	SME Platform of National Stock Exchange of India Ltd. **("NSE EMERGE")** **Address:** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Maharashtra, India Tel. No.: 022 2659 8100/2659 8114/6641 8100 Website: www.nseindia.com
Offer Period	Anchor Investor Bid/Issue Period* - [●] Offer Opens on- [●] Offer Closes on- [●]

Chief Financial Officer	Mr. Chirag Ahuja Fascinate Textiles Limited Address: P-193, Bangur Avenue, Block-A, Bangur Avenue, North 24 Parganas, West Bengal-700055 Mobile No: 9830639373 Email: cfo@fascinatetextile.in Website: fascinatetextile.com
Company Secretary and Compliance Officer	Mrs. Ritika Sharma Fascinate Textiles Limited Address: 194, Block-A Lake Town, Near Radha Krishna Temple, Lake Town, North 24 Parganas West Bengal-700089 Tel. No: 8240301827 E-mail – compliance@fascinatetextile.in

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

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

BOARD OF DIRECTORS

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

Name	Age	DIN	Designation	Address
Vishal Nahar	50	00722516	Chairman cum Managing Director	Flat 1201,12th Floor, Block E1, Emami City, 2 Jessore Road, Kolkata South Dumdum, North 24 Parganas, West Bengal- 700028 India.
Chirag Ahuja	30	08123032	Whole Time Director cum Chief Financial Officer	P-193 Bangur Avenue, Block-A, North 24 Parganas West Bengal- 700055, India
Varun Shah	41	11064228	Non- Executive Director	P-294, Scheme - IV M, CIT Road, K.G Bose Sarani Kolkata, West Bengal - 700085
Anjali Lakhotia	33	11238711	Non-Executive & Independent Director	36, Bijay Kumar Mukherjee Road, Haora (M.Corp), Salkia, Howrah India-711106, West Bengal
Chetna Gupta	38	02212440	Non-Executive & Independent Director	25, Chinar Park, Destiny Tower, Flat No. 5B, Rajarhat, Gopalpur(M), North 24 Parganas India-700157, West Bengal

For detailed profile of our Board of Directors, please refer to the chapter titled ***"Our Management – Brief Profile of our Directors"*** on page no 219 of this Draft Red Herring Prospectus.

INVESTOR GRIEVANCES

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

All grievances related to the Issue, other than of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidder using the UPI Mechanism.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April, 20, 2022, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100/- or 15% per annum of the bid amount in the events of delayed or withdrawal of bids, blocking of multiple amounts for the same UPI bid, blocking of more amount than the bid amount, delayed unblocking of amounts for non-allotted / partially-allotted bids for the stipulated period. Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100/- per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER OF OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Affinity Global Capital Market Private Limited Address: 20B, Abdul Hamid Street, East India House, 1st Floor, Room No. 1F, Kolkata – 700069, India Tel No.: +91 33 4004 7188 Email: compliance@affinityglobalcap.in Website: www.affinityglobalcap.in Investor Grievance Email: investor@affinityglobalcap.in Contact Person: Ms. Shruti Bhalotia SEBI Registration No: INM000012838 CIN: U74110WB1995PTC073711	**Cameo Corporate Services Limited** Address: "Subramanian Building" No. 1, Club House Road, Chennai- 600 002 Tamil Nadu Tel: 044 – 4002 0700 Email: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Ms. K. Sreepriya SEBI Registration No.: INR000003753 CIN: U67120TN1998PLC041613
LEGAL COUNSEL TO THE OFFER	**STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY**
M/s. J Mukherjee and Associates **Advocates & Solicitors Address** **Address:** D-1, MMS Chambers, 1st Floor, 4A, Council House Street, Kolkata, 700001 **Tel. No:** +91 98306 40366 **Contact Person:** Mr. Jayabrata Mukherjee **Email:** jmukherjeeandassociates@gmail.com	**M/s. Jain Sonu & Associates** **Address:** 58, Mahatma Gandhi Road, Tower 5, Alcove Tower, Flat-2B, Diamond City South, Tollygunge, Karunamoyee, Kolkata-700041 **Contact Person:** CA Sonu Jain **Tel. No**.: 033-40605306 **Email:** casonujain@gmail.com **Peer Review Certificate Number:** 015686 **Firm Registration Number:** 324386E
BANKERS TO THE OFFER / REFUND BANK AND / SPONSOR BANK/ PUBLIC OFFER BANK	
[●] **Address:** [●] **Tel:** [●] **Email:** [●] **Website:** [●] **Contact Person:** [●]	

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of filing of this Draft Red Herring Prospectus.

Sl. No.	From	Date of Appointment	Date of Change	To	Reason for Change

1.	Soumen And Associates Address: 391/37 Prince Anwar Shah Road, Kolkata -700068 Tel. No.: 9830010889 Email ID: jaydip.tax@gmail.com Firm Registration Number: 323348E Contact Person: CA Jaydip Guharay Membership No.: 302025	10/06/2019	13/09/2023	Ganesh A & Associates Address: 18 Giri Babu Lane Ganesh A & Associates Suite 1A Kolkata, Bowbazar (Kolkata) West Bengal India-700012 Tel. No.:9330191155 E-mail ID : ganesh.agarwal09@gmail.com Firm Registration Number: 332038E Contact Person: CA Ganesh Agarwal Membership No.:065533	Due to Pre-occupation in other assignments.
2	Ganesh A & Associates Address: 18 Giri Babu Lane Ganesh A & Associates Suite 1A Kolkata, Bowbazar (Kolkata) West Bengal India-700012 Tel. No.:9330191155 E-mail ID : ganesh.agarwal09@gmail.com Firm Registration Number: 332038E Contact Person: CA Ganesh Agarwal Membership No.:065533	30/09/2023	18/07/2025	Jain Sonu & Associates Address: 58, Mahatma Gandhi Road, Tower 5, Alcove Tower Flat 2B, Diamond City, South Tollygunge, Karunamoyee, Paschim Putiari Kolkata-700041, West Bengal, India Tel. No.:033 40605306 E-mail ID: casonujain@gmail.com Firm Registration Number: 324386E Contact Person: CA Sonu Jain Membership No.:060015	

Statement of inter se allocation of Responsibilities for the Offer

Affinity Global Capital Market Private Limited is the Sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

FILING OF THIS DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus is being filed with the SME Platform of National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.

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

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

After getting in-principal approval from NSE, a copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

MONITORING AGENCY

Since the proceeds from the Fresh Issue does not exceed ₹ 5,000.00 Lakhs in terms of Regulation 262 (1) of the SEBI (ICDR) Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of this Offer. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would also be monitoring the utilization of the proceeds of the Offer.

APPRAISING ENTITY

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

CREDIT RATING

As on date of the Draft Red Herring Prospectus since outstanding long and short term borrowings is less than 5000 Lakhs credit rating has not been obtained.

IPO GRADING

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

DEBENTURE TRUSTEES

Since this is not a debenture offer, the appointment of Debenture Trustee is not required.

GREEN SHOE OPTION

No green shoe option is contemplated under the Offer.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as

applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov.in at the following path: Home ≫ Intermediaries / Market Infrastructure Institutions ≫ Recognized intermediaries ≫ Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he / she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

Syndicate SCSB Branches

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

SCSBs eligible as Issuer Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications using the UPI handles specified on website of the SEBI. The list of SCSBs through which Applications can be submitted by Retail Individual Applicants using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Applications, is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

SCSBs eligible as Sponsor Banks for UPI Mechanism

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

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

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=30, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

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

Collecting Depository Participants (CDP's)

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

Experts Opinion

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

Our Company has received written consent dated September 25, 2025 from the Statutory Auditors of our Company, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in the Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Statutory Auditor, and in respect of their (i) Examination report dated August 28, 2025 on our Restated Financial Statements; and (ii) their report dated September 18, 2025 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

BOOK BUILDING PROCESS

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Draft Red Herring Prospectus and the Bid cum Application Forms within the Price Band which will be decided by our Company, in consultation with the BRLM and Minimum Bid Lot will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●](a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and in Bengali edition of [●] (a widely circulated [●] daily newspaper, Bengali being the regional language of West Bengal where our Registered Office is situated), at least

two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company and Selling Shareholder, in consultation with the BRLM after the Bid/Offer Closing Date. For details, please see ***"Offer Procedure"*** beginning on page 356

Principal parties involved in the Book Building Process are:

- Our Company along with Selling Shareholder;
- The Book Running Lead Manager;
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank.

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

The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "**Anchor Investor Portion**"), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders in the following manner a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than 2 lots and upto such lots equivalent to not more than ₹ 10 lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs and the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regards in Schedule XIII of SEBI ICDR Regulations and not less than 35% of the Net Offer shall be available for allocation to Individual Investor who applies for minimum application size, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company has appointed the BRLM to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled ***"Offer Procedure"*** beginning on page 356 of this Draft Red Herring Prospectus.

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

Bidders should note the Issue is also subject to obtaining (i) the final approval of the ROC of the Prospectus that will be filed with the ROC and; (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment as prescribed under applicable law.

In terms of Regulations 261(4) of SEBI ICDR Regulations 2018, the Equity Shares being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the Book Running Lead Manager 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 Equity Shares, shall be at least five percent of the Equity Shares proposed to be listed on SME Platform of NSE ("NSE EMERGE").

In terms of Regulations 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 SME Platform of NSE ("NSE EMERGE"). Provided that the Market Maker shall not sell in lots less than the minimum contracts size allowed for trading on the SME Platform of NSE ("NSE EMERGE"). The Market Making Arrangement, Trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/NSE from time to time.

For illustration of the Book Building Process and further details, see the chapters titled ***"Terms of the Offer"***, ***"Offer Structure"*** and ***"Offer Procedure"*** beginning on pages 339, 350 and 356 respectively of this Draft Red Herring Prospectus.

Explanation of Book Building and Price Discovery Process

For an explanation of the Book Building Process and the Price Discovery Process, see Chapter titled ***"Offer Procedure"*** on page 356

WITHDRAWAL OF THE OFFER

Our Company, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue in whole or in part thereof, to the extent of their portion of the Offered Shares at any time before the Offer Opening Date without assigning any reason thereof.

If our Company withdraw the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal

will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. If our Company withdraw the Offer after the Offer Closing Date and subsequently decide to proceed with an Offer of the Equity Shares, our Company will file a fresh Draft Offer Document with the stock exchanges where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final ROC approval of the Red Herring Prospectus and Prospectus.

UNDERWRITING AGREEMENT

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent of the Offer and shall not be restricted upto the minimum subscription level and as per Regulation 260(2), the BRLM to the Offer shall underwrite at least fifteen per cent of the issue size on their own account.

Our Company and BRLM to the Offer hereby confirm that the Offer is 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the BRLM to the Offer has underwritten at least 15% of the total Offer Size.

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the ROC our Company intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued and offered in the Issue. The extent of underwriting obligations and the bids to be underwritten in the Issue shall be as per the Underwriting Agreement. Pursuant to the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Name, Address, Telephone Number, E-mail Address of the Underwriters	**Indicative Number of Equity Shares to be Underwritten** *	**Amount Underwritten (in ₹ lakhs)**	**% of the Total Offer size Underwritten**
[●] [●] Telephone: [●] E-mail ID: [●] Investor Grievance ID: [●] Website: [●] Contact Person: [●] SEBI Registration No.: [●]	[●]	[●]	[●]

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the ROC.)

**Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

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

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective underwriter, in additions to other obligations define in the Underwriting agreement, will also be required to procure subscribers for or subscribe to the equity share to the extent of the defaulted amount in accordance with the underwriting agreement. The underwriting agreement has not been executed as on date of this Draft Red Herring Prospectus and will be executed after determination of issue price and allocation of equity shares, but prior to filing the prospectus with the ROC. The extent of underwriting obligations and the Bids to be underwritten in the issue shall be as per underwriting agreement.

DETAILS OF MARKET MAKING ARRANGEMENT FOR THE OFFER

Our Company and the BRLM to the Offer have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

Name: [●]
Address: [●]
Tel. No.: [●]
E-mail: [●]
Contact Person: [●]
SEBI Registration No.: [●]
Member Code: [●]

Pursuant to NSE Circular no. 54/2023 dated August 31, 2023, the Market Maker shall confirm that it has sufficient net worth to enable them to discharge their respective market making obligations in full.

In accordance with Regulation 261 of the SEBI ICDR Regulations 2018, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares offered in this Offer

[●], registered with SME Platform of NSE **"NSE Emerge"** will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, as amended from time to time and the circulars issued by the NSE and SEBI in this regard 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 NSE 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 NSE Limited*

- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, the following is a summary of the key details pertaining to the Market Making arrangement*

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

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 NSE EMERGE and SEBI from time to time.

3. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

4. After a period of three (3) months from the Market Making Period, the Market Maker would be exempted to provide quote if the Equity Shares of Market Maker in our Company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken into consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE 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 the NSE EMERGE (in this case currently the minimum trading lot size is [●] equity shares, however the same may be changed by the NSE EMERGE from time to time).

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

8. There would not be more than five (5) Market Makers for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors. For this Offer, [●] is the sole Market Maker.

9. The Equity Shares of the Company will be traded in continuous trading session from the time and day the company gets listed on NSE EMERGE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars as amended from time to time.

10. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the Offer price in the normal trading session shall be based on Offer price. The securities of the Company will be placed in special pre-open session and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

11. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.

12. 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 NSE Limited.

13. 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 and/or any other problems. All controllable reasons require prior approval from the NSE EMERGE, while withdrawal on account of force-majeure events will be applicable for non-controllable reasons. The decision of the NSE EMERGE for deciding controllable and non-controllable reasons would be final.

14. 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 the Issuer or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period

15. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of the Issuer shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of the Issuer which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of NSE EMERGE, in the manner specified by SEBI from time to time.

16. The Book Running Lead Manager, if required, has a right to appoint a nominee director on the Board of the Issuer Company during the Compulsory Market Making Period provided it meets the requirements of the SEBI (ICDR) Regulations, 2018.

17. 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 the Issuer via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

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

19. The Market Marker shall be liable for punitive action in case of default. NSE EMERGE 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 NSE EMERGE on the Market Maker; in case he is not able to provide the desired liquidity in the Equity Shares of the Issuer as per the specified guidelines. These penalties / fines will be set by the NSE EMERGE from time to time. The NSE EMERGE will impose a penalty on the Market Maker in case the Market Maker is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the NSE EMRGE would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

20. The Market Maker shall have the right to terminate said arrangement by giving three (3) months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

    In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period

being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five (5) or as specified by the relevant laws and regulations applicable at that particulars point of time.

21. Further in terms of the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, the following shall apply to Market Maker while managing its inventory during the process of market making:

(a) The exemption from threshold as per table below shall not be applicable for the first three months of the Compulsory Market Making Period and the Market Maker shall be required to provide two-way quotes during this period irrespective of the level of holding.

(b) Threshold for market making as per table below will be inclusive of mandatory inventory of 5% of Issue Size at the time of Allotment in the Issue.

(c) Any initial holdings over and above such 5% of the Issue size would not be counted towards the inventory levels prescribed.

(d) Apart from the above mandatory inventory, only those Equity Shares which have been acquired on the platform of the NSE EMERGE during market making process shall be counted towards the Market Maker's threshold.

(e) Threshold limit will take into consideration, the inventory level across market makers.

(f) The Market Maker shall give two-way quotes till it reaches the upper limit threshold, thereafter the Market Maker has the option to give only sell quotes.

(g) Two-way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

(h) In view of the market making obligation, there shall be no exemption/threshold on downside. However, in the event the market maker exhausts its inventory through market making process on the platform of the NSE EMERGE, the NSE EMERGE may intimate the same after due verification

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. 2000.00 Lacs	25%	24%
Rs. 2000.00 Lacs to Rs. 5000.00 Lacs	20%	19%
Rs. 5000.00 Lacs to Rs. 8000.00 Lacs	15%	14%
Above Rs. 8000.00 Lacs	12%	11%

(i) The limits on the upper side for Market Maker during market making process has been made applicable, taken into consideration the Issue size in the following manner appearing hereinbelow:

22. **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 ₹25,000.00 Lacs, 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.

23. Additionally, the trading c first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The following spread (difference between the sell and the buy quote) shall be applicable on NSE EMERGE

Sl. No.	**Market Price Slab (in Rs.)**	**Proposed Spread (in % to sale price)**
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

- In terms of regulation 261(4) of SEBI ICDR Regulations 2018, the Equity Shares being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the Lead Manager 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 Equity Shares, shall be at least five per cent. of the Equity Shares proposed to be listed on NSE EMERGE.

- 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 NSE Limited: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE.

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / NSE EMERGE from time to time.

CAPITAL STRUCTURE

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

(In Lakhs)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price*
A.	**Authorised Share Capital** [(1)]		
	1,50,00,000 Equity Shares of face value of ₹ 10/- each	1500	[●]
B.	**Issued, Subscribed and Paid-Up Share Capital before the Offer**		
	1,03,03,293 Equity Shares of face value of ₹ 10/- each	1030.33	[●]
C.	**Present Offer in terms of this Draft Red Herring Prospectus** [(2)]		
	Offer of up to 42,94,000 Equity Shares of Face Value of ₹ 10 each fully paid-up for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share)	[●]	[●]
	Which comprises:		
	Fresh Offer of up to 34,58,000 Equity Shares of Face Value of ₹ 10 each at a price of ₹ [●] per Equity Share	[●]	[●]
	Offer for Sale of up to 8,36,000 Equity Shares of Face Value of ₹ 10 each at a price of ₹ [●] per Equity Share	[●]	[●]
	Consisting of		
	Reservation for Market Maker - Upto [●] Equity shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●]/- per Equity Share (including premium of ₹[●] per Equity Share) reserved as Market Maker portion.	[●]	[●]
	Net Offer to the Public - Upto [●] Equity shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share).	[●]	[●]
	Of the Net Offer to the Public [(3)]		
	1. Allocation to Qualified Institutional Buyers –	[●]	[●]
	Of which		
	(a) Anchor Investors - Not more than [●] Equity Shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] Equity Share (including premium of ₹ [●] per Equity Share) shall be available for allocation to Anchor Investors	[●]	[●]
	(b) Net QIB (assuming anchor investor portion is fully subscribed) Not more than [●] Equity Shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] Equity Share (including premium of ₹ [●] per Equity Share) shall be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Of which		

	(i) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion) Not more than [●] Equity Shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] Equity Share (including premium	[●]	[●]
	of ₹ [●] per Equity Share) shall be available for allocation to Mutual Funds Only		
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds Not more than [●] Equity Shares of Face Value of ₹ 10/- each fully paid up for cash at a price of ₹ [●] Equity Share (including premium of ₹ [●] per Equity Share) balance remaining of QIB portion shall be available for allocation to all QIBs including Mutual Funds	[●]	[●]
	2. Allocation to Non-Institutional Investors - a) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	[●]	[●]
	b) Two-third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	[●]	[●]
	3. Allocation to Individual Investor Upto [●] Equity Shares of ₹ 10/- each fully paid up of our Company for cash at a price of ₹ [●] per Equity Share (including Premium of ₹ [●] per Equity Share) will be available for allocation to Individual Investor who applies for Minimum Application Size.	[●]	[●]
D	**Issued, Subscribed and Paid-Up Share Capital after the Offer**	[●]	
	1,37,61,293 Equity Shares of Paid-up Value of ₹ 10 each	1376.13	[●]
E	**Securities Premium Account**		
	Before the Offer (as on date of this Draft Red Herring Prospectus)	184.89	
	After the Offer *	[●]	

***To be included upon finalization of the Offer Price*

(1) For details in relation to the changes in the Authorised Share Capital of our Company, please refer to chapter titled "History and Certain Other Corporate Matters - Amendments to our Memorandum of Association" on page 213 of the Draft Red Herring Prospectus

*(2) The present Offer has been authorised by Board of Directors of our Company pursuant to resolutions passed at its meeting held on **Tuesday, the 19th day of August 2025** and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General Meeting held on **Wednesday, the 10th day of September, 2025**.*

*(3) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange **i.e. SME Platform of National Stock Exchange of India Limited (NSE EMERGE)**. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and*

*guidelines. For detailed information on the Net Offer and its allocation various categories, please refer chapter titled **"The Offer"** on page no. 74 of the Draft Red Herring Prospectus.*

Classes of Shares

Our Company has only one class of share capital i.e., Equity Shares of Face Value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up as on the date of the Draft Red Herring Prospectus. There are no partly paid-up equity shares of our Company and there is no share application money pending for allotment as on the date of the Draft Red Herring Prospectus. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. DETAILS OF CHANGES IN AUTHORISED SHARE CAPITAL OF OUR COMPANY

Since Incorporation of our Company, the Authorised Share Capital of our Company has been altered in the manner set forth below:

Sl. No.	Particulars of Change	Cumulative No. of Equity Shares	Face Value of Equity Shares	Cumulative Authorised Share Capital (₹ in lacs)	Date of Shareholders' Meeting	Whether AGM / EGM
1	On Incorporation*	2,00,000	10	20,00,000	N.A.	N.A.
2	Increase in the Authorised Share Capital of the Company from ₹20.00 Lacs (Rupees Twenty Lakhs Only) divided into 2,00,000 (Two Lakhs Only) Equity Shares of ₹10/-(Rupees Ten Only) each to ₹40.00 Lacs (Rupees Forty Lakhs Only) divided into 4,00,000 (Four Lakhs Only) Equity Shares of ₹10/- (Rupees Ten Only) each.	4,00,000	10	40,00,000	February 20, 2017	EGM
3	Increase in the Authorised Share Capital of the Company from ₹40.00 Lacs (Rupees Forty Lakhs Only) divided into 4,00,000 (Four Lakhs Only) Equity Shares of ₹10/-(Rupees Ten Only) each to ₹2.00 Crores (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of ₹10/- (Rupees Ten Only)	20,00,000	10	2,00,00,000	June 22, 2020	EGM

	each.					
4	Increase in the Authorised Share Capital of the Company from ₹2. Crores (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of ₹10/-(Rupees Ten Only) each to ₹15.00 Crores	1,50,00,000	10	15,00,00,000	August 12, 2025	EGM
	(Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crores Fifty Lakhs Only) Equity Shares of ₹10/- (Rupees Ten Only) each.					

The Date of Incorporation of the Company is 9th day of February, 2017.

2. HISTORY OF PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY:

Our existing Paid-Up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including premium, if any) (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (₹)
February 09, 2017	2,00,000	10/-	10/-	Cash	Initial subscription to Memorandum of Association [(i)]	2,00,000	20,00,000/-
February 20, 2017	2,00,000	10/-	10/-	Cash	Right Issue(ii)	4,00,000	40,00,000/-
March 23, 2021	5,50,000	10/-	15/-	Cash	Private Placement(iii)	9,50,000	95,00,000/-
November 25, 2021	2,51,278	10/-	24/-	Other than Cash	Takeover of Proprietorship Business of M/s. RA Fashion from Mr. Anil Singh Nahar, Proprietor(iv)	12,01,278	1,20,12,780/-

February 29, 2024	2,04,732	10/-	61/-	Other than Cash	Takeover of 2 Partnership Businesses namely M/s. Raiment Lifestyle Co. through their Partner namely Mr. Rishabh Nahar and Mr. Chirag Ahuja and M/s. S.R. Creation through their Partner namely Mr. Vishal Nahar and Mr. Chirag Ahuja(v)	14,06,010	1,40,60,100/-
February 17, 2025	2,000	10/-	900/-	Cash	Right Issue(vi)	14,08,010	1,40,80,100/-
April 01, 2025	14,000	10/-	888/-	Cash	Right Issue(vii)	14,22,010	1,42,20,100/-
April 09, 2025	42,000	10/-	949/-	Cash	Right Issue(viii)	14,64,010	1,46,40,100/-
July 04, 2025	7,889	10/-	850/-	Cash	Right Issue(ix)	14,71,899	1,47,18,990/-
August 12, 2025	88,31,394	10/-	Nil	Othe r than Cash	Bonus Issue(ix)	1,03,03,293	10,30,32,930/-

All the above – mentioned shares are fully paid up since the date of allotment.

(i) Initial Subscribers to the Memorandum of Association subscribed 2,00,000 Equity Shares of Face Value of ₹10/- each on February 09, 2017, details of which are given below:

Sl. No.	Name of Subscribers	Number of Equity Shares Subscribed
1	Jishu Chowdhury	66,668
2	Vikash Jain	33,333

3	Neetu Nahar	33,333
4	Bandana Nahar	33,333
5	Kanta Jain	33,333
	Total	**2,00,000**

(ii) Details of the Allotment made under Right Issue on February 20, 2017 of 2,00,000 Equity Shares of Face Value of ₹10/- each are given below:

Sl. No.	Name of Subscribers	Number of Equity Shares Subscribed
1	Vikash Jain	33,335
2	Neetu Nahar	33,334
3	Bandana Nahar	33,333
4	Kanta Jain	33,333
5	Oindrila Chowdhury	66,665
	Total	**2,00,000**

(iii) Details of the Allotment made under Private Placement Issue on March 23, 2021 of 5,50,000 Equity Shares of Face Value of ₹10/- including Share Premium of ₹5/- each are given below:

Sl. No.	Name of Subscribers	Number of Equity Shares Subscribed
1	Jishu Chowdhury	2,94,167
2	Neetu Nahar	1,27,915
3	Bandana Nahar	1,27,918
	Total	**5,50,000**

(iv) Details of the Allotment made pursuant to the Takeover of Business of M/s. RA Fashion under the Proprietory of Mr. Anil Singh Nahar on November 25, 2021 of 2,51,278 Equity Shares of Face Value of ₹10/- each including Share Premium of ₹14/- each are given below:

Sl. No.	Name of Subscribers	Number of Equity Shares Subscribed
1	Anil Singh Nahar	2,51,278
	Total	**2,51,278**

(v) Details of the Allotment made pursuant to the Takeover of Business of M/s. Raiment Lifestyle under the Partnership of Mr. Rishabh Nahar and Mr. Chirag Ahuja and M/s. S R Creation under the Partnership of Mr. Vishal Nahar and Mr. Chirag Ahuja on February 29, 2024 of 2,04,732 Equity Shares of Face Value of ₹10/- each including Share Premium of ₹ 51/- each are given below:

Sl. No.	Name of Subscribers	Number of Equity Shares Subscribed
1	Chirag Ahuja	1,02,365

2	Vishal Nahar	29,035
3	Rishabh Nahar	73,332
	Total	**2,04,732**

(vi) Details of the Allotment made under the Rights Issue on February 17th, 2025 of 2,000 Equity Shares of Face Value of ₹10/- each at Premium of ₹890/- each are given below:

Sl. No.	**Name of Subscribers**	**Number of Equity Shares Subscribed**
1	Encore Events Private Limited	2,000
	Total	**2,000**

(vii) Details of the Allotment made under the Rights Issue made on April 1st, 2025 of 14,000 Equity Shares of Face value of ₹10-/- each at a Premium of ₹878/- each are given below:

SI. No.	**Name of Subscribers**	**No. of Equity Shares Subscribed**
1	Karnika Industries Limited	14,000
	Total	**14,000**

(viii) Details of the Allotment made under the Rights Issue made on April 9th, 2025 of 42,000 Equity Shares of Face value of ₹10-/- each at a Premium of ₹939/- each are given below:

SI. No	**Name of Subscribers**	**No. of Equity Shares Subscribed**
1	Somnath Modi	14,000
2	Neha Modi	14,000
3	Asish Purekha	14,000
	Total	**42,000**

(ix) Details of the Allotment made under the Rights Issue made on 4th July, 2025 of 7,889 Equity Shares of Face Value of ₹10/- each at a Premium of ₹840/- each are given below:

SI. No	**Name of Subscribers**	**No. of Equity Shares Subscribed**
1	Abdur Rahaman	830
2	Amish Shah	1,411
3	Amish Shah (HUF)	1,218
4	Chitra Chandak	1,790
5	Diwakar Gaggar	840
6	Samir Patra	1,800
	Total	**7,889**

(x) Details of the Bonus Allotment made on August 12th, 2025 of 88,31,394 Equity Shares in the

ration of 6:1, i.e. 6 (Six) Bonus Equity Shares for 1 (One) Equity Share held for Paid Up Value of ₹10/- each are given below:

SI. No	Name of Subscribers	No. of Equity Shares Subscribed
1	Vishal Nahar	47,09,076
2	Chirag Ahuja	11,69,190
3	Rishabh Nahar	7,99,992
4	Vishal Nahar (HUF)	5,55,000
5	Narinder Kumar Ahuja	11,69,202
6	Pradeep Kumar Agarwal	33,600
7	Encore Events Private Limited	12,000
8	Karnika Industries Limited	84,000
9	Somnath Modi	84,000
10	Neha Modi	84,000
11	Asish Purekha	84,000
12	Abdur Rahaman	4,980
13	Amish Shah	8,466
14	Amish Shah (HUF)	7,308
15	Chitra Chandak	10,740
16	Diwakar Gaggar	5,040
17	Samir Patra	10,800
	Total	**88,31,394**

All the above-mentioned shares are fully paid up since the date of allotment.

Compliance with the Companies Act, 1956 and Companies Act, 2013

Our Company has made the abovementioned issuances and allotments of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 and the rules framed therein, to the extent applicable.

3. HISTORY OF PREFERENCE SHARE CAPITAL OF OUR COMPANY

Our Company does not have any preference share capital as on the date of filing of this Draft Red Herring Prospectus.

4. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH OR OUT OF REVALUATION RESEERVES AND THROUGH BONUS ISSUE:

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash, at any point of time since incorporation.

Sl. No.	Date of Allotment	Number of Equity Shares	Face Value	Issue Price	Reasons for Allotment	Benefit accrued to our Company	Name of Allottee	No. of Shares Allotted

1	August 12, 2025	88,31,394	10/-	NIL	Bonus Issue in the ratio of 6:1*	Capitalisation of Reserves & Surplus	Vishal Nahar	47,09,076
							Chirag Ahuja	11,69,190
							Rishabh Nahar	7,99,992
							Vishal Nahar (HUF)	5,55,000
							Narinder Kumar Ahuja	11,69,202
							Pradeep Kumar Agarwal	33,600
							Encore Events Private Limited	12,000
							Karnika Industries Limited	84,000
							Somnath Modi	84,000
							Neha Modi	84,000
							Ashish Purekha	84,000
							Abdur Rahaman	4,980
							Amish Shah	8,466
							Amish Shah (HUF)	7,308
							Chitra Chandak	10,740
							Diwakar Gaggar	5,040

IPO TREND

							Samir Patra	10,800
							Total	**88,31,394**

*Above Allotment of Bonus Equity Shares has been made out of the Closing Balance of Reserves & Surplus available for distribution to the Shareholders as on the Financial Year ended 31st March 2025 and no part of Revaluation Reserves has been utilized for the purpose.

5. Except for the Bonus Issue of 88,31,394 Equity Shares of Rs.10/- each fully paid in the ratio of 6:1, i.e.6 (Six) Bonus Equity Shares of Rs.10/- each fully paid up for 1(One) Equity Shares held of Rs.10/- each held by the existing shareholders as on the date of record and allotted on August 12, 2025 the details of which have been provided in Point No. 1 herein above of this Chapter, no Equity Shares have been issued at a price below the Offer Price within last one year from the date of Draft Red Herring Prospectus.

6. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

7. As on the date of the Draft Red Herring Prospectus, no Equity Shares have been allotted in terms of any Scheme of Arrangement approved under Section 391 – 394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

8. As on the date of the Draft Red Herring Prospectus, our Company doesn't have any Employee Stock Option Scheme (hereinafter called as "ESOP")/ Employee Stock Purchase Scheme (hereinafter called as "ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed offer. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2021.

IPO TREND

TABLE I - SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES

Category code	Category of Shareholder	No. of Share-holders	No. of fully paid-up Equity Shares held	No. of partly paid-up Equity Shares held (See note below)	No. of Shares underlying Depository Receipts	Total no. of Equity Shares held	Share-holding as a % of total no. of Shares (calculated as per SCRR, 1957) as a % of A+B+C2]	No. of Voting Rights held in each class of securities*				No. of shares underlying outstanding convertible Securities (including Warrants)	Share-holding as a % assuming full conversion of convertible Securities (as a % of diluted capital i.e., A+B+C2)	No. of locked in Shares		No. of Shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialized form @
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	[VII=IV+V+VI]	(VIII)	(IX)				(X)	[XI=VII+X]	(XII)		(XIII)		(XIV)
(A)	Promoter and Promoter Group	12	1,02,48,070	0	0	1,02,48,070	99.46	1,02,48,070	0	1,02,48,070	1,02,48,070	0	99.46	0	0.00	0	0.00	1,02,48,070
(B)	Public	6	55,223	0	0	55,223	0.54	55,223	0	55,223	55,223	0	0.54	0	0.00	0	0.00	55,223
(C)	Non-Promoter Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying Depository Receipts (DRs)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C2)	Shares held by	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0

	Employee Trusts																	
	Total [A+B+C]	18	1,03,03,293	0	0	1,03,03,293	100.00	1,03,03,293	0	1,03,03,293	1,03,03,293	0	100.00	0	0.00	0	0.00	1,03,03,293

Note:

1) As on the date of this Draft Red Herring Prospectus 1(One) Equity Share holds 1(One) Vote.
2) There are no Equity Shares against which Depository Receipts have been issued.
3) We have only one class of Equity Shares of Face Value of ₹10/- each as on the date of this Draft Red Herring Prospectus.
4) All Pre-IPO Equity Shares of our Company will be locked in prior to Listing of Shares on SME Platfprm of NSE (NSE Emerge).
5) The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
6) In terms of Regulation 230(1)(d) of SEBI (ICDR) Regulations, 2018, all specified securities held by the promoters are dematerialized as on the date of filing of this Draft Red Herring Prospectus.
7) Our Company will file the Shareholding Pattern of our Company, in the form prescribed under the SEBI Listing Regulations as amended from time to time, one day prior to the listing of Equity Shares. The Shareholding Pattern will be uploaded on the website of the designated Stock Exchange before the commencement of trading of such Equity Shares.
8) We have entered into a Tripartite Agreement with NSDL and CDSL.

[@]*In terms of the SEBI Listing Regulations, our Company shall ensure that all the Equity Shares held by our Promoters, members of our Promoter Group and public Shareholders will be dematerialized prior to listing of the Equity Shares*

9. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the Offer as per Regulation 31 of the SEBI (LODR) Regulations, 2015 as on the date of this Draft Red Herring Prospectus is given as below:

Sl. No.	Particulars	Yes / No	Promoter and Promoter Group	Public Shareholder	Non-Promoter Non-Public
1.	Whether the Company has issued any Partly Paid-up Shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any Shares against which Depository Receipts are issued?	No	No	No	No
5.	Whether the Company has any Shares in locked-in?*	No	No	No	No
6.	Whether any Shares held by Promoters are pledge or otherwise encumbered?	No	No	No	No.
7.	Whether Company has Equity Shares with differential voting rights?	No	No	No	No
8.	Whether the Company has any significant beneficial owner?	Yes	Yes	No	No

*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on EMERGE the SME Platform of NSE.

10. Shareholding of our Promoters

As of the issuance of this Draft Red Herring Prospectus, the entirety of our Promoters' equity shares, totaling 88,02,870, are collectively held by Mr. Vishal Nahar, Mr. Vishal Nahar (HUF), Mr. Rishabh Nahar, Mr. Narinder Kumar Ahuja, and Mr. Chirag Ahuja ('the Promoters"). This ownership represents roughly 85.44% of the Company's pre-issued, subscribed, and paid-up Equity Share Capital. None of the Equity Shares held by our Promoters are pledged or otherwise encumbered, and all the shares held by our promoters are held in dematerialized form as on the date of this Draft Red Herring Prospectus.

Set forth below is the ***Build-up of the shareholding of our Promoters in our Company-***

1. Vishal Nahar

Date of Allotment and made fully paid up/Transfer	No. of Equity Shares	Face Value per Share (₹)	Issue/ Acquisition /Transfer Price (₹)*	Consideration	Cumulative number of Equity Shares	Nature of Transaction	% of the Paid – Up Capital	
							Pre – Issue	Post– Issue

January 01, 2024	1,50,000	10/-	10/-	Cash	1,50,000	Transfer from Jishu Chowdhury	1.46	[●]
February 29, 2024	29,035	10/-	61/-	Cash	1,79,035	Acquisition of Shares by virtue of Takeover of Partnership Business	1.74	[●]
August 30, 2024	(29,035)	10/-	61/-	Cash	1,50,000	Transfer to Narinder Kumar Ahuja	1.46	
September 10, 2024	6,40,446	10/-	Nil	Cash	7,90,446	Transfer from Rishabh Nahar	7.67	[●]
January 24, 2025	(5,600)	10/-	900/-	Cash	7,84,846	Transfer to Pradeep Kumar Agrawal	7.61	[●]
August 12, 2025	47,09,076	10/-	-	Other than Cash	54,93,922	Bonus Issue in the ratio 6:1	53.32	[●]
August 18, 2025	(17,00,000)	10/-	-	Gift	37,93,922	Gift to Neetu Nahar	36.82	
Total		**10/-**			**37,93,922**			

*Cost of acquisition excludes Stamp Duty and the Shares were made fully paid on the date of allotment.

2. Vishal Nahar HUF

Date of Allotment and made fully paid up/ Transfer	**No. of Equity Shares**	**Face Value per Share (₹)**	**Issue/ Acquisition/ Transfer Price (₹)***	**Consideration**	**Cumulative number of Equity Shares**	**Nature of Transactions**	**% of the Paid – Up Capital**	
							Pre – Issue	**Post – Issue**
January 01, 2024	92,500	10/-	10/-	Cash	92,500	Transfer from Jishu Chowdhury	0.90	[●]
August 12, 2025	5,55,000	10/-	-	Other than Cash	6,47,500	Bonus Issue in the ratio 6:1	6.28	[●]
Total-		**10/-**			**6,47,500**			

*Cost of acquisition excludes Stamp Duty and the Shares were made fully paid on the date of allotment.

3. Rishabh Nahar

Date of Allotment and made fully paid up/Transfer	No. of Equity Shares	Face Value per Share (₹)	Issue/ Acquisition / Transfer Price (₹)*	Consideration	Cumulative number of Equity Shares	Nature of Transactions	% of the Paid – Up Capital	
							Pre – Issue	Post– Issu e
February 29, 2024	73,332	10/-	61/-	Cash	73,332	Acquisition of Shares by virtue of Takeover of Partnership Business	0.71	[●]
August 30, 2024	66,668	10/-	10/-	Cash	1,40,000	Transfer from Vikash Jain	1.36	[●]
August 30, 2024	1,94,582	10/-	Nil	Gift	3,34,582	Gift from Neetu Nahar	3.25	[●]
August 30, 2024	1,94,584	10/-	Nil	Gift	5,29,166	Gift from Bandana Nahar	5.14	[●]
August 30, 2024	66,666	10/-	10/-	Cash	5,95,832	Transfer from Kanta Jain	5.78	[●]
August 30, 2024	2,51,278	10/-	Nil	Gift	8,47,110	Gift from Anil Singh Nahar	8.22	[●]
August 30, 2024	(73,332)	10/-	61/-	Cash	7,73,778	Transfer to Narinder Kumar Ahuja	7.51	[●]
September 10, 2024	(6,40,446)	10/-	10/-	Cash	1,33,332	Transfer to Vishal Nahar	1.29	[●]
August 12, 2025	7,99,992	10/-	Nil	Other than Cash	9,33,324	Bonus Issue in the ratio 6:1	9.06	[●]
Total-		**10/-**			**9,33,324**			

*Cost of acquisition excludes Stamp Duty and the Shares were made fully paid on the date of allotment.

4. Chirag Ahuja

Date of Allotment and made fully paid up/Transfer	No. of Equity Shares	Face Value per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)*	Consideration	Cumulative number of Equity Shares	Nature of Transactions	% of the Paid–Up Capital	
							Pre – Issue	Post – Issu e
February 29, 2024	1,02,365	10/-	61/-	Cash	1,02,365	Acquisition of Shares by virtue of Takeover of Partnership Business	0.99	[●]

August 30, 2024	92,500	10/-	-	Cash	1,94,865	Transfer from Ranjini Ahuja	1.89	[●]
August 12, 2025	11,69,190	10/-	-	Other than Cash	13,64,055	Bonus Issue in the ratio 6:1	13.24	[●]
Total-		**10/-**			**13,64,055**			

*Cost of acquisition excludes Stamp Duty and the Shares were made fully paid on the date of allotment.

5. Narinder Kumar Ahuja

Date of Allotment and made fully paid up/ Transfer	**No. of Equity Shares**	**Face Value per Share (₹)**	**Issue/ Acquisition/ Transfer Price (₹)***	**Consideration**	**Cumulative number of Equity Shares**	**Nature of Transactions**	**% of the Paid – Up Capital**	
							Pre – Issue	**Post – Issu e**
January 01, 2024	92,500	10/-	10/-	Cash	92,500	Transfer from Jishu Chowdhury	0.99	[●]
August 30, 2024	29,035	10/-	61/-	Cash	1,21,535	Transfer from Vishal Nahar	0.99	[●]
August 30, 2024	73,332	10/-	61/-	Cash	1,94,867	Transfer from Rishabh Nahar		
August 12, 2025	11,69,202	10/-	-	Other than Cash	13,64,069	Bonus Issue in the ratio 6:1	13.24	[●]
Total-		**10/-**			**13,64,069**			

*Cost of acquisition excludes Stamp Duty and the Shares were made fully paid on the date of allotment.

11. Details of Promoters' Contribution and Others Locked In:

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted Post-Issue Capital of our Company held by the Promoters shall be locked in for a period of three years from the date of allotment (**"Minimum Promoters Contribution"**) and the Promoters' Shareholding in excess of Minimum Promoters' Contribution shall be locked in for a period of two years from the date of allotment in the Initial Public Offer and (ii) remaining 50% of Promoters' Contribution shall be locked in for a period of one year from the date of Allotment in the Initial Public Offer.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock Exchange before the listing of the Equity Shares.

Following are the details of Promoters' Locked-in:

Date of Allotment/ Transfer and made fully	**No. of Equity Shares locked in**	**Face Value Per Share (in '₹')**	**Issue/ Acquisition /Transfer Price (in '₹')**	**Consideration (Cash / Other than Cash)**	**Nature of Allotment / Source of Promoters' Contribution**	**Post-Issue Shareholding (%)**	**Lock-in Period**

paid up							
Mr. Vishal Nahar							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]						
Vishal Nahar HUF							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]						
Mr. Rishabh Nahar							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]						
Mr. Chirag Ahuja							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]						
Mr. Narinder Kumar Ahuja							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]						

The above table will be updated in the Red Herring Prospectus proposed to be filed with the Registrar of Companies ("ROC") by the Company.

For details on the build-up of the Equity Shares Capital held by our Promoters, see **"Capital Structure"** on Page 96 of the Draft Red Herring Prospectus.

The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as 'Promoter' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked in are not, and will not be, ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares which are being locked-in do not and shall not, consist of:

a) The Minimum Promoters' Contribution do not include Equity Shares acquired during the three years immediately preceding the date of this Draft Red Herring Prospectus (i) for consideration other than cash and revaluation of assets or capitalization of intangible assets; or (ii) resulting from a bonus issue of Equity Shares by utilization of revaluation reserves or unrealized profits of our Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of Minimum Promoters' Contribution;

b) The Minimum Promoters' Contribution do not include any Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Issue.

c) Our Company has not been formed by the conversion of a partnership firm or limited liability

partnership into a Company during one year preceding the date of this Draft Red Herring Prospectus and hence, no Equity Shares have been issued to our Promoters in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or limited liability partnership;

d) The Equity Shares held by the Promoters and offered for Minimum Promoters' Contribution are not subject to any pledge or any other form of encumbrance with any creditor;

e) All the Equity Shares of our Company held by the Promoter are in dematerialized form; and

f) The Equity Shares offered for Minimum Promoters' Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoters' contribution subject to lock-in.

We further confirm that our Promoters' Contribution of 20% of post-Offer Equity Share Capital does not include any contribution from alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India.

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

Fifty Percent of the Equity Shares allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the Date of Allotment and the Remaining 50%(Fifty Percent) of the Equity Shares Allotted to such Anchor Investors shall be locked in for a period of 30 days from the date of Allotment or as provided by the SEBI ICDR Regulations.

13. Other requirements in respect of "lock-in"

Equity Shares locked-in for one year other than Promoters' Contribution:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, the entire pre-issue Equity Share Capital held by persons other than promoters shall be locked in for a period of one year from the date of allotment of Equity Shares in the Offer.

Inscription or recording of non-transferability:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription **'non-transferable'** along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Pledge of locked – in Equity Shares:

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

a) In case of Promoters' Contribution, the loan has been granted for the purpose of financing one or more of the objects of the Offer and pledge of Equity Shares is one of the terms of sanction of the loan;

b) In case of Equity Shares held by promoters in excess of Promoters' Contribution, the pledge of Equity Shares is one of the terms of sanction of the loan.

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

Transferability of locked-in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations and subject to the provisions of Takeover Regulations, as applicable:

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

b) The Equity Shares held by our Promoters and locked-in as per Regulations 239 of the SEBI (ICDR) Regulations may be transferred to any other person (including promoter or promoter 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 the transferee and such transferee shall not be eligible to transfer them till the lock-in period as stipulated has expired.

14. Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group":

Sr. No.	Name of the Shareholder	Pre-Issue		Post-Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
	Promoter				
1.	Vishal Nahar	37,93,922	36.82	[●]	[●]
2.	Vishal Nahar HUF	6,47,500	6.28	[●]	[●]
3.	Rishabh Nahar	9,33,324	9.06	[●]	[●]
4.	Narinder Kumar Ahuja	13,64,069	13.24	[●]	[●]
5.	Chirag Ahuja	13,64,055	13.24	[●]	[●]
	Sub- Total (A)	**81,02,870**	**78.64**	**[●]**	**[●]**
	Promoter Group				
1.	Neetu Nahar	17,00,000	16.50	**[●]**	**[●]**
2.	Pradeep Kumar Agarwal	39,200	0.38	**[●]**	**[●]**
3.	Encore Events Private Limited	14,000	0.14	**[●]**	**[●]**
4.	Karnika Industries Limited	98,000	0.95	**[●]**	**[●]**
5.	Somnath Modi	98,000	0.95	**[●]**	**[●]**
6.	Neha Modi	98,000	0.95	**[●]**	**[●]**
7.	Asish Purekha	98,000	0.95	**[●]**	**[●]**
	Sub- Total (B)	**21,45,200**	**20.82**	**[●]**	**[●]**

	Total (A+B)	**1,02,48,070**	**99.46**	**[●]**	**[●]**

15. The Average Cost of Acquisition of or Subscription to Equity Shares by our Promoter is set forth in the table below:

Name of Promoter	No. of Shares Held	Average Cost of Acquisition (in ₹)*
Vishal Nahar	37,93,922	2.75
Vishal Nahar HUF	6,47,500	2.05
Rishabh Nahar	9,33,324	Nil
Narinder Kumar Ahuja	13,64,069	5.55
Chirag Ahuja	13,64,055	5.55

**The Average Cost of Acquisition of Equity Shares by our Promoter has been calculating by taking into account paid by them, by way of Fresh Issuance or Acquisition of the Equity Shares 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 the Date of Draft Red Herring Prospectus.*

**As certified by the Peer Reviewed Statutory Auditor. M/s Jain Sonu & Associates, Chartered Accountants, Kolkata vide certificate dated September 18, 2025*

16. The Weighted Average Price at which the Equity Shares were acquired by our Promoters in the last one year preceding the Date of this Draft Red Herring Prospectus is provided in the table below:

Name of Promoter	No. of Shares Acquired	Average Cost of Acquisition (in ₹)*
Vishal Nahar	37,43,922	2.00
Vishal Nahar HUF	5,55,000	Nil
Rishabh Nahar	1,59,546	Nil
Narinder Kumar Ahuja	11,69,202	Nil
Chirag Ahuja	11,69,190	Nil

17. The Weighted Average Price at which the Equity Shares were acquired by our Promoters in the last 18 months preceding the Date of this Draft Red Herring Prospectus is provided in the table below:

Name of Promoter	No. of Shares Held	Average Cost of Acquisition (in ₹)*
Vishal Nahar	43,14,887	1.60
Vishal Nahar HUF	5,55,000	Nil
Rishabh Nahar	8,59,992	Nil
Narinder Kumar Ahuja	12,71,569	4.91
Chirag Ahuja	12,61,690	1.05

18. The Weighted Average Price at which the Equity Shares were acquired by our Promoters in the last 3 years preceding the Date of this Draft Red Herring Prospectus is provided in the table below:

Name of Promoter	No. of Shares Held	Average Cost of Acquisition (in ₹)*
Vishal Nahar	44,93,922	2.60

Vishal Nahar HUF	6,47,500	2.18
Rishabh Nahar	9,33,324	Nil
Narinder Kumar Ahuja	13,64,069	6.02
Chirag Ahuja	13,64,055	6.09

19. Set forth below is the list of major shareholders holding 1% or more of the Paid-Up Share Capital of our Company, on a fully diluted basis, aggregating to at least 80 % of capital of our Company:

(a) As on date of the filling of the Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares held (Face Value of ₹10/- each)	% of Total Paid Up Capital#
1	Vishal Nahar	37,93,922	36.82
2	Vishal Nahar HUF	6,47,500	6.28
3	Rishabh Nahar	9,33,324	9.06
4	Narinder Kumar Ahuja	13,64,069	13.24
5	Chirag Ahuja	13,64,055	13.24
6	Neetu Nahar	17,00,000	16.50

#The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no convertible instruments as on the Date of Draft Red Herring Prospectus.

#The % has been calculated based on existing (Pre Issue) Paid Up Capital of the Company.

(b) As on a date 10 days prior to the Date of Filing of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares held (Face Value of ₹10/- each)	% of Total Paid Up Capital#
1	Vishal Nahar	37,93,922	36.82
2	Vishal Nahar HUF	6,47,500	6.28
3	Rishabh Nahar	9,33,324	9.06
4	Narinder Kumar Ahuja	13,64,069	13.24
5	Chirag Ahuja	13,64,055	13.24
6	Neetu Nahar	17,00,000	16.50

#The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no convertible instruments as on the Date of Draft Red Herring Prospectus.

#The % has been calculated based on existing (Pre Issue) Paid Up Capital of the Company.

(c) As on a date 1 year (One Year) prior to the Date of Filing of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares held (Face Value of ₹10/- each)*	% of Total Paid Up Capital#
1	Neetu Nahar	2,61,250	18.58
2	Bandana Nahar	2,61,250	18.58
3	Anil Singh Nahar	2,51,278	17.87
4	Vishal Nahar	1,79,035	12.73
5	Vishal Nahar HUF	92,500	6.58
6	Rishabh Nahar	73,332	5.22
7	Narinder Kumar Ahuja	92,500	6.58
8	Chirag Ahuja	1,02,365	7.28
9	Ranjini Ahuja	92,500	6.58

*Details of shares held on March 31, 2024 and percentage held has been calculated based on the paid- up capital of our company as on March 31, 2024.

#The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no convertible instruments as on the Date of Draft Red Herring Prospectus.

#The % has been calculated based on existing (Pre- Issue) Paid Up Capital of the Company.

(d) As on a date 2 year (Two Year) prior to the Date of Filing of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares held (Face Value of ₹10/- each)*	% of Total Paid Up Capital#
1	Jishu Chowdhury	4,27,500	35.58
2	Neetu Nahar	2,61,250	21.75
3	Bandana Nahar	2,61,250	21.75
4	Anil Singh Nahar	2,51,278	20.92

*Details of shares held on March 31, 2023 and percentage held has been calculated based on the paid-up capital of our company as on March 31, 2023.

#The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no convertible instruments as on the Date of Draft Red Herring Prospectus.

#The % has been calculated based on existing (Pre Issue) Paid Up Capital of the Company.

Other Confirmations-

20. Neither the Book Running Lead Manager viz, Affinity Global Capital Market Private Limited, nor its associates (as defined under SEBI Merchant Bankers Regulations, 1992 as amended from time to time) hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus. The BRLM and its affiliates may engage in transactions with and perform services for

our Company and their respective affiliates or associates in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and their respective affiliates or associates for which they may in the future receive customary compensation.

21. Under subscription in the net offer, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager to the Issue and the Designated Stock Exchange i.e., NSE EMERGE. Such inter-se spill over, if any, would be affected in accordance with the applicable laws, rules, regulations and guidelines.

22. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

23. 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.

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

25. There will be no further issue of capital, whether by way of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Offer.

26. Further, our Company does not have any proposal or intention and is not under negotiations and considerations to alter its capital structure within a period of six months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly, with Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

27. Except as mentioned below, none of the Promoters, members of the Promoter Group, Directors and their immediate relatives, as per the relevant provisions of SEBI (ICDR) Regulations, as amended, have purchased or sold any Equity Shares of our Company during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus:

Date of Transfer	Name of Transferor	Name of Transferee	Nature of Transfer	No. of Equity Shares
18.08.2025	Vishal Nahar	Neetu Nahar	By way of Gift	17,00,000

28. Our Company, our Directors and the Book Running Lead Manager to the Issue have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Offer.

29. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares of our Company

held by Promoters / Promoter Group are subject to any pledge.

30. As on the date of this Draft Red Herring Prospectus, none of the shareholding of the Promoters & Promoter Group is subject to lock-in.

31. There are no financing arrangements whereby the promoters, promoter group, the directors of the Company which is a promoter of our Company, the directors of our Company and their relatives have financed the purchase by any other person of the Equity Shares of our Company, other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

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

33. An over subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment subject to, minimum allotment which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Net Offer, as a result of which, the post- offer 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 our Promoters and subject to three (3) years lock-in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.

34. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled ***"Offer Procedure"*** beginning on Page No 356 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be in accordance with the requirements of Regulation 253(1) of SEBI (ICDR) Regulations, as amended from time to time.

35. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

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

37. All Equity Shares offered and to be transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no existing partly paid-up Equity Shares and all the Equity Shares of our Company are fully paid up as on the date of the Draft Red Herring Prospectus. Further, since the entire Offer Price in respect of the Offer is payable on application, all the successful applicant will be issued fully paid-up equity shares and thus all shares offered through this Offer shall be fully paid-up.

38. Other than the Equity Shares, there is no other class of securities issued by our Company.

39. As per RBI Regulations, OCBs are not allowed to participate in this Issue.

40. This Offer is being made through Book Building Method.

41. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds

of the Offer.

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

43. Our Company shall comply with such accounting and disclosure norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

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

45. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension fund registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 sponsored by entities which are associate of the BRLMs); nor (ii) any person related to the Promoter or Promoter Group can apply under the Anchor Investor Portion.

46. In terms of Rule 19(2)(b)(i) of the SCRR, as amended the Issue is being made at least 25% of the post-Offer paid-up Equity Share Capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time.

47. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission and allowance or otherwise, whether in cash, kind or services or otherwise, to any applicant for making a Bid, except for fees or commission for services rendered in relation to the Issue.

48. Our Company has not made any public issue or rights issue or offered for subscription to the public of any kind or class of securities since its incorporation.

49. No payment, direct or indirect, in the nature of discount, commission, and allowance or otherwise shall be made either by our Company, Directors, Promoters or members of our Promoter Group to the persons who receive allotments, if any, in this Offer.

50. Our Company has 17 (Seventeen) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

51. Our Promoters and the member of our Promoter Group will not participate in this Offer, as applicable, except to the extent of their participation as Promoter Selling Shareholders in the Offer for Sale.

52. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Promoter Selling Shareholders in the Offer for Sale.

53. Our Company has not revalued its assets and we do not have any revaluation reserves till date.

54. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the

Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transactions.

55. For the details of transactions by our Company with our Promoter Group during financial years ended March 31, 2025, 2024 and 2023 please refer to Chapter titled ***"Restated Financial Statements – Note 28 – Related Party Transactions"*** on Page 272 of the Draft Red Herring Prospectus.

56. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this Chapter and also in the Chapter titled ***"Our Management –Shareholding of Directors in our Company"*** and ***"Our Management – Shareholding of the Key Managerial Personnel"*** on page 226 and 243 respectively of the Draft Red Herring Prospectus.

IPO TREND

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of 34,58,000 Equity Shares of our company at an offer price of ₹ [●] per Equity share, aggregating up to ₹[●] Lakhs and Offer for Sale of up to 8,36,000 Equity Shares aggregating up to [●] by the Selling Shareholders. For details, please refer to the section entitled "***The Offer***" beginning on page 74 of this Draft Red Herring Prospectus.

The Offer for Sale

The object of the Offer for Sale is to allow the Selling Shareholder to sell up to 8,36,000 Equity Shares held by them/him aggregating up to [●] Lakhs. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholder will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting his respective portion of the Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Other than the listing fees payable to the Stock Exchanges, all cost, fees and expenses in respect of the Offer will be borne by our Company and Selling Shareholder on a pro rata basis, in proportion to the number of Equity Shares issued and allotted by the Company through the Fresh Issue and sold by the Selling Shareholder for sale through the Offer.

Upon commencement of listing and trading of the Equity Shares on the Stock Exchange pursuant to the Offer, or at the time the Offer is withdrawn or not completed for any reason whatsoever, the Selling Shareholder shall bear all expenses in relation to the Offer, other than the listing fees, to the extent of the Offered Shares. All such expenses shall be directly deducted from the Public Offer Account and to the extent any expenses attributable to the Selling Shareholder have been paid by our Company, they will be reimbursed to our Company directly from the Public Offer Account.

Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Issue proceeds of fresh issue to meet the following objects:

1. Funding Capital Expenditure requirement towards setting up additional manufacturing facility.
2. Funding the working capital requirements
3. Prepayment and repayment of all or a portion of certain secured and unsecured loan
4. General Corporate Purpose; and
5. To meet the Offer expenses

(Collectively, herein referred as the **"Objects"**)

Our Company proposes to utilize the offer proceeds from the fresh issue towards funding the following objects and achieve the benefits of listing the equity shares on the NSE Emerge platform. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our Memorandum of Associationenable our Company to undertake our existing business activities and to undertake the activities for which the funds are being raised in the Fresh Offer.

Net Offer Proceeds:

The details of the Net Offer Proceeds of the Fresh Offer are summarised below:

(Amount in ₹. In Lakhs)

Sl No.	Particulars	Estimated Amount
1.	Gross Proceeds	Up to [●]
2.	Less: Offer Related Expense*	Up to [●]
3.	Net Offer Proceeds**	Up to [●]

**Check "-Offer Related Expenses" as mention below.*

***To be finalised upon determination of the Offer Price and updated in the Draft Red Herring Prospectus prior to filing with the RoC and Stock Exchange.*
See "– Offer Related Expenses" below on page 135 of the Draft Red Herring Prospectus.

Requirement of Funds and Utilization of Net Fresh Offer Proceeds:

The Net Fresh Offer Proceeds are proposed to be utilized towards the following objects:

(Amount in ₹. In Lakhs except Percentage)

Sr. No.	Particulars	Amount [(1)]	% of Net Offer Proceeds
1.	Funding Capital Expenditure requirement towards setting up additional manufacturing facility.	1,240.42	[●]
2.	Funding the working capital requirements	1,903.02	[●]
3.	Prepayment and repayment of all or a portion of certain secured and unsecured loan	267.77	[●]
4.	General Corporate Purposes*	[●]	[●]
5.	To meet the offer related expenses	[●]	[●]
Total		[●]	[●]

**The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Offer or Rs 1000 lakhs whichever is less in accordance with SEBI ICDR regulations.*

Proposed schedule of Implementation

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

(Amount in ₹ in Lakhs)

S. No.	Particulars	Total Estimated cost	Amount to be Funded from the Net Issue Proceeds (₹ in Lakhs)	Amount to be funded from Internal Accruals & Borrowings	Amount already deployed (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) (Up to Financial year 2025-26)	Estimated Utilization of Net Proceeds (₹ in Lakhs) (Up to Financial year 2026-27)
1.	Funding Capital Expenditure requirement towards setting up additional manufacturing facility.	1,240.42	1,240.42	-	-	136.66	1,103.76
2.	Funding incremental working capital	3,955.72	1,903.02	2,052.70	-	400.00	1,503.02

	requirements of our Company^						
3.	Prepayment and repayment of all or a portion of certain secured and unsecured loan	267.77	267.77	-	-	267.77	-
4.	General Corporate Purposes*	[●]	[●]	[●]	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]	[●]	[●]	[●]

#As certified by M/s Jayanta Dutta, Chartered Engineers by way of their certificate dated September 24, 2025.

^As certified by M/s Jain Sonu & Associates, Chartered Accountants by way of their certificate dated September 18, 2025.

** The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Offer or Rs 1000 lakhs whichever is less in accordance with SEBI ICDR regulations.*

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment such balancewill be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the gross proceeds from the Fresh Offer or Rs. 1,000 lakhs in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals, general corporate purposes and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Fresh Offer. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduledof deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details of factors that may affect these estimates, see "***Risk Factors***" on page 43 of the Draft Red Herring Prospectus.

Means of Finance:

The fund requirements for the Objects above are proposed to be funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and

Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals.

Details of Utilization of Offer Proceeds:

1. Funding incremental working capital requirements of our Company

Our business is working capital intensive. Our Company requires working capital for funding its Trade receivable, inventories and payment to trade payables and funding day to day operations. The company will need incremental working capital in Fiscal 2026 and Fiscal 2027. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our profitability and achieving the proposed targets as per our business plan.

Basis of estimation of incremental working capital requirement

On the basis of our existing and estimated working capital requirements, our Board, pursuant to their resolution dated September 15, 2025 has approved the estimated working capital requirements for Fiscal 2026 and Fiscal 2027 and the proposed funding of such working capital requirements as stated below:

(Amount in ₹. In Lakhs)

Particulars	**Restated Audited as on 31.03.2023**	**Restated Audited as on 31.03.2024**	**Restated Audited as on 31.03.2025**	**Fiscal 2026**	**Fiscal 2027**
	Audited			**Projected**	**Projected**
Current Assets					
Inventory	441.49	1,270.32	1,546.60	2,627.92	2,775.89
Trade Receivables	641.78	533.79	1,733.03	2,194.00	2,742.51
Short term Loans and Advances	64.90	18.74	204.57	357.96	375.85
Other Current Assets	48.56	110.71	96.70	120.88	151.09
Total (A)	**1,196.74**	**1,933.56**	**3,580.90**	**5,300.75**	**6,045.35**
Current Liabilities					
Trade Payables	603.63	754.29	1,016.08	1,907.12	1,457.54
Other Current Liabilities	49.27	97.29	130.54	131.82	135.58
Short Term Provisions	8.45	14.54	210.64	393.86	496.51
Total (B)	**661.34**	**866.11**	**1,357.25**	**2,432.80**	**2,089.63**
Net Working Capital (A)-(B)	**535.39**	**1,067.45**	**2,223.66**	**2,867.96**	**3,955.72**
Funding Pattern					
Borrowings from Bank	477.94	851.75	1,292.51	1,120.05	338.27
Internal Sources	57.46	215.70	931.15	1,347.90	2,114.43
Working Capital Gap to be funded by IPO				**400.00**	**1,503.02**

**As certified by M/s Jain Sonu & Associates, Chartered Accountants pursuant to their certificate dated September 18*, 2025*. Working Capital have been determined without short term borrowings and cash and cash equivalents.*

Particular	**FY2023**	**FY2024**	**FY2025**
Total Revenue (Rs. in lakhs)	2,186.20	2,889.59	6,027.68
Working capital requirement (Rs. in lakhs)	535.39	1,067.45	2,223.66
Working capital to Revenue	24.49%	36.94%	36.89%

For further details, please refer to "Financial Statement" on page 255 of this Draft Red Herring Prospectus, respectively.

Justification for "Holding Period" levels:

The justifications for the holding levels mentioned in the table above are provided below:

The table below contains the details of the holding levels (in number of days or relevant matrix as applicable) considered and is derived from the Restated Financial Statements for the financial year ended 31st 2023, March 31st 2024 and March 31st 2025, the projections for the financial year ended March 31st 2026 and financial year ended March 31st 2027 and the assumptions based on which the working plan projections has been made and approved by our Board of Directors:

Approximate holding period in days

Particulars	**31/03/2023**	**31/03/2024**	**31/03/2025**	**31/03/2026**	**31/03/2027**
Sundry Debtors Holding period (Days)	**88**	**74**	**69**	**63**	**63**
Inventory Holding Period (Days):	**73**	**124**	**107**	**84**	**84**
- Raw Material	10	42	35	29	30
- WIP	20	49	45	38	37
- Finished Goods	44	32	27	17	17
Sundry Creditor Holding Period (Days)	**102**	**90**	**84**	**67**	**67**
Working capital cycle	**59**	**108**	**92**	**80**	**80**

As certified by M/s Jain Sonu & Associates pursuant to their certificate dated **September 18, 2025**
(365 days in a year have been considered)

The justifications for the holding levels mentioned in the table above are provided below:

Working capital cycle of our company ranged from 59 days to 108 days over past three years. It stood at 59 days in FY2023, 108 days in FY2024 and 92 days in FY2025. We projected the working capital cycle to be stabilize at 80 days in FY2026 and FY2027. Justification for decrease in working capital cycle are as below:

Asset-Current Assets	
Trade Receivables	Our trade receivables have historically ranged between 69 days to 88 days over the last three financial year. Our company generally sold goods on credit to our customers for a credit period of 88 days, 74 days and 69 days in the FY2022-23, 2023-24 and 2024-25 which is as per the acceptable business practice in the similar trade. The debtors' days are projected to reduce to 63 days for the FY 2025-26 and FY 2026-27 respectively. Our company strategically improved debtor's collection by placing early payment discount to our loyal customers, the result of which are visible in the downward trend of trade receivable days. Additionally, our trade receivables days depends on the occurrence of festivals too. As the festive season is early during the FY2026, debtors will be realized sooner and it will influence the trade receivable days. Conservatively, spreading the impact in FY2026 and FY2027 trade receivable anticipated to remain stable at 63 days in FY2026 and FY2027.
Inventories	The nature of our company's business requires us to bulk purchase inventory and store the same for use in production. In the FY2022-23, 2023- 24 and 2024-25 our Company had maintained raw material inventory levels for 73 days, 124 days and 107 days respectively which is expected to reduce to 84 days in FY 2026 and FY2027. The inventory holding of our company stood at Rs. 441.49 lakhs in FY2023 Rs. 1,270.32 lakhs in FY2024 and Rs. 1,546.60 lakhs in 2025 which is expected to grow in line with revenue and stand at Rs. 2,627.92 lakhs in FY2026 and Rs. 2,775.89 lakhs in FY2027. **Raw Material:** Raw material holding days ranged from 10 days to 35 days over the last three financial years. In FY2022-23, 2023- 24 and 2024-25 our raw material holding days were 10 days, 42 days and 35 days respectively which is expected to reduce to 29 and 30 days in FY2026 and FY2027 respectively.

	Raw materials are majorly comprising of ready to use Fabrics, Cotton yarn, Dyes and Chemicals and other auxiliary materials such as Lubricants, detergents, binders etc. The raw material days are expected to decrease and remain stable at 30 days as our company established their local networks for cotton yarn supply which will be converted into fabric in house. This process will improve the margin and reduce the raw material of ready to use fabric to a significant level and ultimately it will help us to reduce the raw material holding days to 29 and 30 days in FY 2026 and FY2027
	WIP: For FY2022-23, 2023- 24 and 2024-25, WIP inventory days of our company were 20 days, 49 days and 45 days respectively. Our WIP holding levels is estimated to decrease to 38 days and 37 days in the FY 2025-26 and FY 2026-27 respectively. Our company is moving from manual production to automated process gradually through installation of automated machines. This helps us to reduce the production time and improve the efficiency. This allows us to maintain a lower WIP stock as per the orders from customers. Our WIP consist of knitted fabrics, semi stitched products which do not take much time to convert into finished products. Considering these factors, we anticipate our WIP days to reduce to 38 and 37 days in FY2026 and FY2027 respectively.
	Finished Goods: In the FY2022-23, 2023- 24 and 2024-25 our Company maintained finished goods inventory levels for 44 days, 32 days and 27 days respectively. It is anticipated to reduce and remain 17 days in FY2026 and FY2027. Majorly the products manufactured by our Company are based on orders from B2B customers and the finished goods are dispatched as and when they are ready for dispatch with all the formalities completed. With the growing trust and relationship with our customers we are strategically reducing the finished product holding to unblock the funds involved. Additionally, we are exploring the local markets for our finished product which will help us to clear our finished product faster. Based on these factors taken together we anticipate our finished goods days to reduce to 17 days in FY2026 and FY2027.
Liabilities-Current Liabilities	
Trade Payables	Company's trade payables predominantly comprise of payables towards purchase of raw materials and consumables. The trade payable days were approximately 102 days, 90 days and 84 days for FY 2022-23, 2023-24 and 2024-25 respectively. The trade payable outstanding has been estimated to reduce to 67 days in FY 2025-26 and FY2026-27. Our company reported trade payables of Rs. 603.63 lakhs in FY2023 Rs. 754.29 lakhs in FY2024 and Rs. 1,016.08 lakhs in FY2025 in line with the growth in revenue. We strategically paying our creditors early to avail the early payment discount and maintain a healthy relation to procure materials on time and priority basis. Being the price of our input material volatile, our company proposes to negotiate on terms of earlier payment, in order to avail materials at favorable rates from our trade payables. Based on the above factors we anticipated our trade payable days to reduce to 67 days in FY2026 and FY2027.

As certified by M/s Jain Sonu & Associates pursuant to their certificate dated* **September 18, 2025

Apart from above there is working capital requirements for other factors such as Other Current Assets, Short term loans and advances, Short term provisions and other current liabilities. Details of which are given below.

Short Term Loans and Advances: Short term loans and Advances includes Advance payment of taxes advances, advance to related parties and staff advance, our company's loans and advances stood at Rs. 64.90 in FY2023 Rs.18.74 lakhs in FY2024 and Rs. 204.57 lakhs, which are expected to increase to Rs. 357.96 lakhs in FY2026 and Rs. 375.85 lakhs in FY 2027. The increase is projected due to increase in advance taxes in line with revenue growth.

Other Current Assets: Other current assets include Advances to suppliers, Prepaid Expenses, Balance with Govt Authorities etc. During the last three financial years, it stood at Rs. 48.56 Lakhs in Fiscal 2023 Rs. 110.71 in Fiscal 2024 and Rs. 96.70 in Fiscal 2025. For the projected years, other current assets, stand at Rs. 120.88 lakhs & Rs. 151.09 Lakhs for Fiscal 2026 & Fiscal 2027. The company expects that the amount with govt authority will increase in line with the growth in revenue and increasing the advances made to supplier we will help to get the better pricing and timely procurement

of material. This would ultimately help the company to enhance its profit margin.

Other Current Liabilities: Other current liabilities include Statutory liability payable, Salary Payable, Professional Charges Payables and other expenses payable etc. During the last three financial years, the amount has increased from Rs. 49.27 Lakhs in FY2023 to Rs. 97.29 Lakhs in FY2024 and further to Rs. 130.54 Lakhs in FY2025. For the projected years, other current liabilities, stand at Rs. 131.82 lakhs and Rs. 135.58 Lakhs, for FY2026 & FY2027. The increase in Other current assets is on account of Statutory liability payable, Salary Payable, Professional Charges Payables and other expense payable which is in line with growth of the company.

Short Term Provision: Short Term Provision includes provision for taxation. During the last three financial years it stood at Rs. 8.45 Lakhs in FY 2023 Rs. 14.54 lakhs in FY2024 and Rs. 210.64 Lakhs in FY 2025. For the projected years, short term provision, stand at Rs. 393.86 Lakhs & Rs. 496.51 Lakhs for FY2026 & FY2027 due to increase in profits which results into increase in provision for taxation.

Justification for increased working capital:

Our company as a manufacturer of readymade garments, relies heavily on working capital to facilitate the investments in Trade receivable, Inventories, payment of trade payables and meeting daily operations and sustain growth. The garment manufacturing industry requires significant inventory levels, including raw materials such as ready to use Fabrics, Cotton yarn, Dyes and Chemicals and other auxiliary materials such as Lubricants, detergents, binders etc to ensure uninterrupted production and timely delivery to customers. By maintaining a robust working capital position, we can swiftly procure these essential materials, minimizing lead times and preventing production downtimes. In many occasions company has to fulfill on demand orders in a limited time span specially during wedding seasons and festivals in different parts of India, for which we have to maintain a sufficient inventory of raw material. This proactive approach is crucial, given that any delay in sourcing raw materials can result in missed opportunities and potential losses in sales and customer satisfaction.

Moreover, the management of accounts receivable and payable is integral to our working capital requirements. As we supply readymade garments in numerous variety to various clients, timely collection of payments from debtors directly impacts our cash flow. Ensuring effective credit controls allows us to maintain healthy relationships with our clients while securing the necessary funds for our operational activities. At the same time, we must also honor our commitments to creditors by meeting payment obligations for raw materials and operational expenses in a timely manner. Adequate working capital provides the financial flexibility to manage these obligations competently, ensuring that we uphold our reputation as a reliable supplier within the industry.

In addition to covering routine operational expenses, having sufficient working capital empowers us to seize strategic growth opportunities. With our ongoing investments in automated environment and additional set up of manufacturing facility, we require liquidity not only to support these initiatives but also to sail smoothly with the working capital needs. This financial stability enables us to plan for the future, drive innovation, and foster long-term relationships with customers and suppliers alike.

Justification for increase in working capital requirement in FY 2026 and FY 2027

The working capital requirement of our company stood at Rs 535.39 lakhs in FY2023, Rs. 1,067.45 lakhs in FY2024 and Rs. 2,223.66 lakhs in FY2025, while the same is projected to Rs. 2,867.96 lakhs in FY2026 and Rs. 3,955.72 lakhs in FY2027.

Here are the reasons for the rise in the working capital requirement in FY2026 compared to FY2025

Working capital requirement of our company increased from Rs. 2,223.66 lakhs in FY2025 to Rs. 2,867.96 lakhs in FY2026. Major reasons for increase in working capital requirement are as below:

1. **Trade Receivables:** Trade receivables are projected to increase from ₹ 1,733.03 lakhs in Fiscal 2025 to ₹ 2,194.00 lakhs in Fiscal 2026. The Company is actively working towards strengthening its collection mechanism by introducing early payment discount, as reflected in the reduction of the trade receivables holding period from 88 days to 69 days over the last three financial year and it is further anticipated to decrease to 63 days in Fiscal in Fiscal 2026. Reasons for increase in absolute terms in trade receivables:

a. **Credit Sale to boost revenue:** Our company is entering the local markets as one of its strategies to increase the revenue. To boost the revenue company strategically extending a better credit terms to its customer, improving relationship, attracting bulk orders and grab the local market. As a result, revenue will grow and profit margin improve.

b**. Festive impact:** As the nature of our business is to get influenced by wedding seasons and festive seasons which are normally fall during 3rd and 4th quarter of the financial year accumulated debtors stand in the financial statement. This results in increase in trade receivables in line with increase in revenue.

2**. Inventory:** Our inventory rose from ₹ 1,546.60 lakhs in FY2025 to ₹ 2,627.92 lakhs in FY2026. The absolute increase reflects the company's strategic approach to scaling operations. In terms of days, it represents 107 days in FY2025 which is expected to reduce to 84 days in FY2026. Major reasons for increase in inventory

a. **Local market expansion:** As the company expands its presence into local markets, maintaining a higher inventory becomes essential. This expansion requires an uninterrupted supply chain and the ability to fulfil orders on time.

b**. Bulk Orders:** Our company has B2B customer base from them company receives bulk orders and expecting similar orders from new clients and local markets which requires us scaling up purchases. In the garment industry our main inputs are Cotton yarn and ready to use fabrics, to avoid frequent transportation and considering discount and favorable price bulk order is necessary.

c. Auxiliary Accessories: Auxiliary accessories such as Zippers, Buttons, hooks, Sewing clips or pins, Needle threader, Bobbin winders, Fabric markers, Sewing clips, Lubricants etc are consumables which forms part of inventories having longer life than average inventory days which we purchase in bulks and they remain in inventory until consumed. These consumables also contribute to increase in inventory in line with revenue.

3. Trade payables: Our company is paying its creditors early which is also reflecting in our creditors holding period, it is in down trend from 102 days in FY2023, 90 days in FY2024 and 84 days in FY2025 and the same is expected to reduce 67 days in FY2026.

Strategic Payments to Raw Material Suppliers: The company's trade payables primarily consist of dues to cotton yarn and ready to use fabric suppliers. To ensure timely delivery and better bargain. This proactive approach helps secure a stable and cost-effective supply of inputs, supporting operational continuity and margin stability.

As a result, although working capital increased significantly in absolute terms, it remains aligned with revenue growth and in terms of days the working cycle is dropped from 93 days in FY2025 to 80 days in FY2026. All these above-mentioned factors have led to an increase in the working capital requirement of our Company for FY2026.

Here are the reasons for the rise in the working capital requirement in FY2027 compared to FY2026

Our working capital requirement projected to increase from Rs. 2,867.96 lakhs in FY2026 to Rs. 3,955.72 lakhs in FY2027. This absolute increase is in line with growth in revenue however in terms of days the working capital cycle anticipated to remain same at 80 days.

Reasons for absolute increase in working capital requirements:

Increase in Inventory: Our company projected a jump in inventory of from Rs. 2,627.92 lakhs in FY2026 to Rs. 2,775.89 lakhs in FY2027. In terms of days inventory holding is anticipated to remain same as FY2026 which is at 84 days in FY2027. In terms of days, it is projected to 84 days in FY2026 which is expected to remain same in FY2027.The primary reason for increase in inventory in absolute terms is anticipated growth in revenue through the local market expansion and bulk orders from B2B customers. Additionally, company has proposed to negotiate on bulk orders which will help in avoiding price volatility and availing better discount.

Increase in trade receivable: Trade receivables are expected to increase in line with the company's revenue growth. However, the trade receivable holding period is projected to improve, reducing to 63 days in FY2026, and is planned to be maintained at the same level in FY2027. Currently, local sales account for 17% of total revenue and are expected to grow to 30–35% by FY2027. Local sales typically allow faster collections due to the early payment discounts offered, which will support timely realization of receivables and help maintain the 63 trade receivable days.

Decrease in Trade Payables: Trade payables of our company decreased from Rs. 1,907.12 lakhs in FY2026 to Rs. 1,457.54 lakhs in FY2027. In terms of days, we are expecting to maintain the creditors days at 17 days same as FY2026. By infusion of IPO proceeds company will use it to pay off its creditors early to avail the early payment discount and better bargain on pricing and priority delivery of materials.

2. Prepayment or repayment of all or a portion of certain secured loans availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, inter alia secured loans, term loans and working capital facilities and unsecured loans term loans. For further details, please refer Chapter titled **"Financial Indebtedness"** on page no 308 of the Draft Red Herring Prospectus. As at March 31, 2025, our total outstanding secured borrowings amounted to Rs. 1,820.91 lakhs- in the form of fund-based facility. Our Company proposes to utilise an estimated amount of up to Rs. 300.00 lakhs from the Net Proceeds towards pre- payment or scheduled repayment of all or a portion of certain secured loans availed by our Company. We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favorable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. The following table provides details of loans and facilities as at March 31, 2025 which are proposed to be pre-paid or fully repaid by our Company from the Net Proceeds:

Sl No.	Name of the lender	Details of loans availed	Amount Sanctioned (Rs. in lakhs)	Date of Sanction	Outstanding loans as on March 31, 2025 (Rs. in lakhs)	Net Proceeds proposed to be utilized (Rs. in lakhs)	Purpose of availing loans	Interest rate (%) p.a.	Tenure/ Repayment Schedule	Prepayment penalties, if any
	Bajaj Finserve Ltd	Term loan	35.94	31/03/2024	31.40	31.40	Working capital	17%	60 months	NA
	Cholamandalam Inv. & Finance	Term loan	10.42	04/01/2023	7.03	7.03	Working	18.50 %	60 months	NA

	Company Ltd						capital			
	Hero Fincorp Ltd	Term loan	40.49	26/03/2025	40.49	40.49	Working capital	16%	36 months	NA
	L & T Finance Ltd	Term loan	75.00	28/02/2025	75.00	75.00	Working capital	17%	48 months	NA
	Poonawalla Fincorp Ltd	Term loan	30.00	31/03/2024	22.81	22.81	Working capital	17%	36 months	NA
	SMFG India Credit Company Ltd	Term loan	40.42	28/03/2025	40.42	40.42	Working capital	16%	37 months	NA
	TaTa Capital Ltd	Term loan	50.62	07/03/2025	50.62	50.62	Working capital	15%	36 months	NA
	Total		**282.89**		**267.77**	**267.77**				

As certified by M/s Jain Sonu & Associates pursuant to their certificate dated* **September 18, 2025

3. Funding capital expenditure requirements towards setting up additional manufacturing facility

As of the date of this Draft Red Herring Prospectus, our manufacturing infrastructure facility is located in Barasat, West Bengal wherein we manufacture product range spans menswear, womenswear, and childrenswear, with a significant portion of our output focused on garments for children. For further information about this manufacturing facility, see "***Our Business - Manufacturing infrastructure***" on page 109 of this Draft Red Herring Prospectus. We want to expand our manufacturing facility to meet anticipated rise in demand for our products in market. This strategic investment aims to maximize production efficiency and capitalize on economies of scale. The civil and structural work at this site will be completed using the company's internal funds and IPO proceeds. Additionally, we will purchase the necessary machinery to commence commercial operations from the improved facility by July 2027. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds.

The following table sets forth further information relating capital expenditure towards new set up of manufacturing facility at:

Particulars	**Total Estimated cost (Rs. in lakhs)**	**Amount deployed as of the date of DRHP.**	**Balance to be funded from Net Proceeds (Rs. in Lakhs)**
Land	41.86	5.00	36.86
Civil work	632.00	-	632.00
Plant and Machinery	566.56	-	566.56
Total estimated cost	1,240.42	5.00	1,235.42

- As certified by our Statutory Auditors, M/s Jain Sonu & Associates Chartered Accountants, by way of their certificate dated September 18, 2025.

- The company may be required to incur some or all of the expenses relating to the land and site mobilization before the receipt of the IPO proceeds. These expenses, if incurred, from company's internal accruals, will be subsequently recouped out of the net proceeds.

Means of Finance for the proposed Capital Expenditure:

Our Company proposes to utilize ₹ 1,240.42 lakhs from the Net Proceeds towards funding capital expenditure requirement towards setting up the new manufacturing facility and purchase and installation of machinery and equipment including development of site, civil and Structural work to be installed at our new manufacturing facility. The total cost has been estimated by our management in accordance with our business plan, current and valid estimate report and quotations received from the expert and suppliers and contractors.

Schedule of Implementation

The capital expenditure is expected to complete and commence production by August 2027. The expected schedule of Implementation of project is as provided below:

Sl. No.	Particulars	Status/Expected Commencement date	Expected* Completion date
1.	Land acquisition	December, 2025	January, 2026
2.	Design and Planning	January, 2026	January, 2026
3.	Site Mobilization and work completion up to Plinth Level	January, 2026	April, 2026
4.	Beam and slab work till (Ground Floor to Roof)	April, 2026	December, 2026
5.	Flooring, plaster and Remaining Work completion	January, 2027	June, 2027
6.	Planning & placement of orders for machinery	May, 2027	June, 2027
7.	Procurement/Delivery of machinery	June, 2027	July, 2027
8.	Erection and installation of machinery	July, 2027	July,2027
9.	Trail Run and Commencement of Commercial production	July, 2027	August, 2027

**Subject to realization of IPO proceeds.*

IPO TREND

Detailed break up of Capital Expenditure towards Civil and Structural work

A. Estimated cost of land

Sl No.	*Address of the land*	*Area*	*Estimated cost*
01.	Kutulsahi J.L.No.42 Holding No.3/A, Kutalsahi Road, under Jurusdiction Of Barasat Municipality, Ward-No.29, District-North (24-Parganas) Barasat-700124, West-Bengal.	*25920 Square Foot*	*41.86*

 # Memorandum of Understanding signed between Fascinate textiles Ltd and Sk Khabiruddin, Sk Ebrahim, Salema Bibi, Feroza Bibi, Amibiya Bibi, Akleema Bibi, Gyasuddin Islam, Md Aatura Rehman and Jasmira Bibi on December 30, 2024. The property is located at Kutulsahi J.L.No.42 Holding No.3/A, Kutalsahi Road, under Jurisdiction Of Barasat Municipality, Ward-No.29, District-North (24-Parganas) Barasat-700124, West-Bengal.

Licenses and registrations needed for setting up new manufacturing unit

Sl No.	Particulars	Respective Authority	Estimated Timeline (Approximately)
1	Shop and Establishment Registration	Labour Department of State Government	7 Working Days

2	Trade License	License Department State Government	7 Working Days
3	Professional Tax Registration	Professional Tax Department of State Government	7 Working Days
4	MSME Registration	Ministry of Micro, Small and Medium Enterprises (MSME)	7 Working Days
5	GST Registration	Central Board of Indirect Taxes and Customs	7 Working Days
6	Pollution Certificate	State Pollution Control Board / Central Pollution Control Board (CPCB)	1 Month
7	Fire Licence	Local Fire Department / Municipal Corporation	7 Working Days
8	Factory Licence	State Factory Licensing Authority / Directorate of Factories and Boilers (State Govt.)	1 Month
9	EPF, ESIC	Employees' Provident Fund Organisation (EPFO) and Employees' State Insurance Corporation (ESIC)	7 Working Days

B. Estimated cost towards civil construction work

S. No	Description	Unit*	Qty	Rate (Rs.)	Total Amt. (Rs. in Lakhs)
1A	Earthwork in excavation for column (depth ≤ 1500mm)	Cum	200.00	176.00	0.35
1B	Earth consolidation with silver sand	Cum	160.00	L.S.	0.60
1C	Earth back filling	Cum	167.23	L.S.	0.50
2	Bored Cast-in-situ RCC Pile (550mm dia)	Rm	2500.00	2668.00	66.70
3	Site clearance & rubbish removal	Cum	250.00	245.00	0.61
4	Brickwork (1:6) in foundation/plinth	Cum	65.00	7852.00	5.10
5	25mm Damp proof course	Sq.m	96.60	275.00	0.26
6	Sand filling in plinth/foundation	Cum	552.00	1385.00	7.64
7	Cement concrete (1:3:6) Pakur variety	Cum	61.33	7681.00	4.71
8A	Brickwork (1:6) in superstructure	Cum	165.62	8182.00	13.55
8B	Brickwork in 1st floor incl. extra	Cum	536.62	8347.20	44.79
9A	Controlled cement concrete M25	Cum	500.10	7278.64	36.40
9B	Wooden shuttering (25–30mm thick)	Sq.m	2800.00	139.12	3.89
9C	Reinforcement (Tor/Mild Steel)	MT	65.00	86208.52	56.03
10	125mm Brickwork in cement mortar (1:3)	Sq.m	206.70	1114.44	2.30
11	Vitrified tile flooring (600x600mm)	Sq.m	2409.00	1888.48	45.49
12	Ceramic wall/floor tiles	Sq.m	600.90	1104.08	9.81
13	Woodwork in door frame (Sal: Local)	Cum	3.50	114953.00	4.02
14	M.S. Ornamental grill	Qntl	5.00	10428.00	0.52
15	15mm Wall plaster (1:4)	Sq.m	3000.00	214.60	6.43
16	10mm Ceiling plaster (1:4)	Sq.m	2400.00	190.92	4.58
17	20mm Outside wall plaster (1:6)	Sq.m	750.00	222.00	1.66
18	Glazed aluminium windows	Sq.m	455.00	1392.68	6.33
19	PVC Door Frame	Rm	8.70	412.92	0.03
20	Solid flush doors (35mm)	Sq.m	60.00	3935.32	2.36
21	Factory-made PVC door shutter	Item	L.S.	L.S.	1.00

22	Painting with PoP + distemper	Item	L.S.	L.S.	5.00
23	False ceiling (PVC + wood)	Sq.m	1520.00	7500.00	114.00
24	8-Passenger Lift	Nos.	1.00	L.S.	25.00
25	Misc. works (pavement, etc.)	Item	L.S.	L.S.	1.50
26	Generator (Caterpillar make)	Item	L.S.	L.S.	10.00
Sub Total A					**481.16**
Service Charges					
	Internal Electrification @ 12.50% of Subtotal A				60.14
	Sanitary & Plumbing @ 12% of Subtotal A				57.73
	External Electrical @ 3.75% of Subtotal A				18.04
	External Civil @ 1.50% of Subtotal A				7.21
	Fire Fighting (Approx estimate)				7.50
Sub Total B					**150.62**
Grand Total (Rounded)					**632.00**

**Units used - Cubic Metre (cum), Running Metre (Rm), Metric Tonne (MT), Quintal (Qntl), Lump Sum (L.S.)*
Note - The estimate is subject to applicable taxes.

C. Detailed break up of capital expenditure towards Plant and Machinery:

Our Company has identified the type of plant and machinery to be purchased and installed at the said unit, for setting up new manufacturing facility. The details of costing of such machinery are set forth below:

Sl. No.	Expense Category & Purpose	Price Per Unit in Lakhs	Quantity	Total Amount in Lakhs	Quotation Received From, Date and Reference Number	Validity of Quotation	Estimated Time of Completion
Plant and Machinery							
1	Juki model DDL 7000AS7NB Single needle lockstitch machine With thread trimmer	0.38	300	114.00	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
2	Juki Model MS 1190MF/VO46R Two needle feed of arm with puller device	4.25	25.00	106.25	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
3	Juki Model LBH 1790AS Electronic Button hole machine	3.75	25.00	93.75	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
4	Juki Model LK 1903C Electronic Button stitch machine	3.63	25.00	90.75	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds

5	Kansai special DFB 1404PSF Four needle chainstitch machine For front placket attaching	1.75	28.00	49.00	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
6	Hashima model HP450MS Fusing press compact type	2.35	15.00	35.25	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
7	Juki MO 6816S Five thread overlock machine	0.63	15.00	9.45	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
8	Eastman Model 629x8" Straight knife cloth cutting Machine	1.05	30.00	31.50	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
9	"Eastman Model EC3-NLEastman Model EC3-NL End cutter Manual"	0.39	25.00	9.63	Blueberry International Dated: September 15, 2025	6 months, i.e. March 14, 2025	May, 2027 Subject to realization of funds from IPO Proceeds
Total Cost of Machinery (Excluding GST and other Charges)				**539.58**			
GST @5%				26.98			
Total Cost of Machinery (Including GST and other Charges) (A)				**566.56**			

Note: *Our Promoters, Directors and Key Managerial Personnel (KMP) or Senior Management Personnel (SMP) do not have any interest in purchase of plant and machinery as above and all the machinery to be purchased is new and not second hand. The company shall obtain all the necessary licenses to execute the Capex. None of the vendors are related to the KMP or SMP of our company. The Company shall use the machinery to install in a new manufacturing facility.*

4. General Corporate Purposes

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Offer proceeds aggregating ₹ [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, the following:

a. strategic initiatives;
b. funding growth opportunities;
c. strengthening marketing capabilities and brand building exercises;
d. meeting ongoing general corporate contingencies;
e. meeting fund requirements of our Company, in the ordinary course of its business;
f. meeting expenses incurred in the ordinary course of business; and
g. any other purpose, as may be approved by the Board, subject to applicable law.

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 Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Offer.

5. Offer Related Expenses

The estimated Offer related expenses include Offer Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee.

All Offer expenses will be shared, upon successful completion of the Offer, between our Company and the SellingShareholders on a pro-rata basis (except any corporate advertisements (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), listing fees, the audit fees of the statutory auditors that will be paid by the Company), in proportion to the Equity Shares issued and allotted by our Companyin the Fresh Offer and the Offered Shares sold by the Selling Shareholder in the Offer for Sale, respectively, subject to applicable law including Companies Act, 2013 and irrespective of the success of the Offer. Any expenses paid by our Company on behalf of the Selling Shareholder in the first instance will be reimbursed to our Company, by the Selling Shareholder to the extent of its respective proportion of Offer related expenses, directly from the Public Issue Account.

The total expenses for this Offer are estimated to be approximately ₹ [●] Lakhs which is [●] % of the Offer Size. All the Offer related expenses shall be met out of the proceeds of the Offer and the break-up of the same is as follows:

Activity	**Expenses***	**Expenses (%) of total offer expenses)***	**Expenses (%) of Gross Offer Proceeds***
Book Running Lead Manager Fees	[●]	[●]	[●]
Underwriting Fees	[●]	[●]	[●]
Fees Payable to the Market Maker to the Issue	[●]	[●]	[●]
Fees Payable to the Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing expenses	[●]	[●]	[●]
Fees payable to Regulators including Stock Exchange and Depositories	[●]	[●]	[●]
Payment fees for Printing & Stationery, Postages, etc	[●]	[●]	[●]
Fees payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Concurrent Auditor	[●]	[●]	[●]
Others	[●]	[●]	[●]
Total Estimated Offer Expenses	[●]	[●]	[●]

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

1) *SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.*
2) *Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount*
3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
4) *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*
5) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*
6) *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price*

Appraisal by Appraising Fund

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization and the fund requirements for the Objects are based on the internal 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 secured/unsecured Loans.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any banks or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the size of the Fresh Issue is less than ₹ 5,000.00 Lakhs. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds, including interim use, under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will also indicate investments, if any, of the unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee, the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement will be certified by the statutory auditors of our Company.

Further, in accordance with the Listing Regulations, our Company shall furnish to the Stock Exchange, a statement indicating (i) material deviations, if any, in the utilisation of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee. In the event of any deviation in the use of Net Proceeds from the Objects, as stated above, our Company shall intimate the same to the Stock Exchange without delay.

Interim Use of Net Proceeds

The Proceeds of the Offer pending utilisation for the purposes stated in this section shall be deposited only in scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard. For further details see, ***"Risk Factors - Within the parameters as mentioned in the chapter titled 'Objects of this Offer'…."*** beginning on page **57** of this Draft Red Herring Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

Other confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Company or our Key Managerial Personnel, in relation to the utilization of the Net Proceeds and in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Company in relation to the utilization of the Net Proceeds.

BASIS OF OFFER PRICE

*Investors should read the following summary with the section titled "**Risk Factors**", the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on Page Nos. 43, 173 and 255 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Offer Price will be determined by our Company and the Selling Shareholder, in consultation with the Book Running Lead Manager on the basis of assessment of market demand for the Equity Shares offered in the Offer through Book Building Issue Process and on the basis of the Competitive Strength and quantitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is *[●]* times the face value at the lower end of the Price Band and *[●]* times the face value at the higher end of the Price Band.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Organizational stability along with management expertise;
- Established reputation and customer relationships;
- Focus on consistently meeting quality standards;
- Well Established Manufacturing Facility designed for wide range of products; and
- Experienced Management Team and a motivated and efficient workforce.

For a detailed discussion on the qualitative factors which form the basis for computing the price, see "***Our Business"*** on Page No. *173*of this Draft Red Herring Prospectus.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements. For details, see **"*Financial Information – Restated Financial Statements*"** and **"*Other Financial Information*"** beginning on Page Nos. *255* and Page No. *286* of this Draft Red Herring Prospectus.

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

1. Basic and Diluted Earnings Per Share ("EPS") (Face Value of Rs. 10 each), as per Restated Financial Statements:

Period	Basic EPS (in ₹)[2]	Diluted EPS (in ₹)[3]	Weights[4]
For the Financial Year ended March 31, 2025	41.32	41.32	3
For the Financial Year ended March 31, 2024	3.40	3.40	2
For the Financial Year ended March 31, 2023	2.97	2.97	1
Weighted Average[1]	**22.29**	**22.29**	**-**

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /Total of weights*
2. *Basic earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of equity shares outstanding during the year*
3. *Diluted earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of diluted equity shares outstanding during the year*
4. *Weighted Average Number of Shares is the number of Shares, outstanding at the beginning of the period adjusted by the number of shares issued during the period, multiplied by the time weighting*

factor. The time weighting Factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period

5. *Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules,2014.*
6. *The figures disclosed above are based on the Restated Financial Statements*
7. *The face value of each Equity Share is ₹10.00.*
8. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements*

2. Price Earning ("P/E") Ratio in relation to the Price band of ₹ [●] to ₹ [●] per Equity Share of Face value of ₹ 10 /- each fully paid up

(Amount in ₹)

Particulars	P/E Ratio at the Floor Price (number of times)	P/E Ratio at the Cap Price (number of times)
P/E Ratio based on Basic & Diluted EPS for the financial year ended March 31, 2025	**[●]**	**[●]**
P/E Ratio based on Basic & Diluted EPS for the financial year ended March 31, 2024	**[●]**	**[●]**
P/E Ratio based on Basic & Diluted EPS for the financial year ended March 31, 2023	**[●]**	**[●]**

Notes:

Price/ Earnings (P/E) ratio is computed by dividing the price per share by earnings per share

Industry Peer Group P/E ratio

(Amount in ₹)

Particulars	P/E ratio (number of times)
Highest	77.0
Lowest	21.4
Average	44.9

Source: from NSE & BSE

*For the purpose of industry, we believe the companies engaged in the same sector or engaged in the similar line of business segment, however, they may not be exactly comparable in terms of size or business portfolio on a whole with that of our Business. Average PE have been calculated based on the average of the PE of the Peer company i.e. Karnika Industries Ltd.

Notes:

i. The Industry PE has been calculated taking the Earning Per Share (EPS) as on 31.03.2025.

3. Weighted Average Return on Net Worth ("RoNW")

As derived from the Restated Financial Statements of our Company:

(Amount in ₹)

Period	RoNW (%) [ii]	Weight
Financial Year ended March 31, 2025	55.63%	3
Financial Year ended March 31, 2024	10.73%	2

Financial Year ended March 31, 2023	13.08%	1
Weighted Average	**33.56%**	-

Notes:

i. Weighted average = Aggregate of year wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight for each year / Total of weights.

ii. Return on Net Worth (%) = Profit for the period / year divided by Net worth at the end of the year/ period.

iii. 'Net worth': Sum of equity share and other equity less capital reserves as per Regulation 2(1)(hh) of SEBI (ICDR) Regulations, 2018.

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

(Amount in ₹.)

Period	**Net Asset Value per Equity Share**
As on March 31, 2025	74.19
As on March 31, 2024	31.68
As on March 31, 2023	22.71
NAV per Equity Share after the Issue	
i) At Floor Price	[●]
ii) At Cap Price	[●]
Price	[●]

Notes:

a. *Net Asset Value (NAV) Per Equity Share is calculated as Net Worth attributable to Equity Shareholders (Equity Share capital together with other equity as per Restated Financial Information) as at the end of period/ year divided by the number of Equity Shares outstanding at the end of the period/year.*

5. Comparison of Accounting Ratios with Listed Industry Peers

Sl. No.	**Name of the company**	**Face Value (Per share)**	**CMP As on September 8, 2025**	**EPS (Rs)**	**P/E Ratio**	**RONW (%)**	**NAV (Rs. Per share)**	**PAT (Rs. In Lakhs)**
1	Fascinate Textiles Limited	10	[●]	41.32	[●]	55.63%	74.19	581.11
Peer Group								
2	Karnika Industries Ltd	10	185.00	14.18	13.05	24.76%	57.27	1,758.03

Note: Industry Peer may be modified for finalization of Issue Price before filing Prospectus with ROC

* *Sourced from Annual Reports, Audited Financial taken from, BSE and NSE.*

Notes:

- Considering the nature and turnover of business of the Company, the peers are not strictly comparable. However, the same have been included for broader comparison.
- The figures for Fascinate Textiles Limited are based on the restated results for the financial year ended as on March 31, 2025.
- The figures for the peer group, are based on the standalone

- audited results for the financial year ended as on March 31, 2025.
- Current Market Price (CMP) is the price of respective scrip as on September 8, 2025.

For further details see financials of the Company including profitability and return ratios, as set out in the section titled "**Restated Financial Information**" of our Company beginning on Page No. 255 of this Draft Red Herring Prospectus for a more informed view.

6. Key Performance indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

Our Company confirm that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Offer as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and Size of our business.
Total Income (₹ in Lakhs)	Total Income is used to track the total revenue generated by the business including other income.
Operating EBITDA (₹ in Lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax for the year (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
Net Profit Ratio/PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Return on Equity (ROE) (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Return on Capital Employed (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It shows management how business can maximize the current assets on its balancesheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.
Price Earning Ratio	The Price-to-Earnings (P/E) Ratio is a financial metric used to evaluate the valuation of a company's stock. It's calculated by dividing the current share price by the company's earnings per share (EPS).

Earning Per Share	Earnings Per Share (EPS) is a financial metric used to gauge a company's profitability on a per-share basis. It tells investors how much profit a company has earned for each share of its common stock.
Net Worth	Net worth is a measure of an individual's or organization's financial health, calculated by subtracting total liabilities from total assets.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 15, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by Jain Sonu & Associates, Chartered Accounts, by their certificate dated September 18, 2025 who hold a valid certificate issued by the Peer Review Board of the ICAI. The Statutory Auditors certificate dated September 18, 2025 has been included in the section 'Material Contracts and Documents for Inspection' of this Draft Red Herring Prospectus.

The KPIs disclosed below have been used historically by our Company to understand and analyze the operational and the financial performance, which in result, helps it in analyzing the growth of various verticals in comparison to its listed peers, and other relevant and material KPIs of the business of our Company that have a bearing on arriving at the Basis for Offer Price have been disclosed below.

The Applicants can refer to the below-mentioned Key Performance Indicators, being a combination of financial and operational Key Performance Indicators, to make an assessment of our Company's performances and make an informed decision.

Financial KPI of our Company-

(₹. In Lakhs except Percentages)

Sr. No.	Metrix	As of and for the Fiscal		
		2025	2024	2023
1	Revenue From Operation (₹ in Lakhs)	6024.73	2888.02	2185.35
2	Total Income (₹ in Lakhs)	6,027.68	2,889.59	2,186.20
3	Growth (%) in Total Income	108.32%	32.17%	
4	Operating EBITDA (₹ in Lakhs)	998.18	163.06	91.72
5	Year on Year growth in Operating EBITDA (%)	512.15%	77.79%	
6	Operating EBITDA Margin (%)	16.57%	5.65%	4.20%
7	Profit/(loss) after tax for the year (₹ in Lakhs)	581.11	47.78	35.68
8	Growth (%) in PAT	1116.17%	33.91%	
9	Net profit Ratio / PAT Margin (%)	9.65%	1.65%	1.63%
10	Return on Assets (ROA) (%)	102.10%	10.65%	16.77%
11	Return on Equity (ROE) (%)	78.00%	13.31%	14.00%
12	Debt To Equity Ratio	1.74	2.77	2.36
13	ROCE (%)	42.41%	11.66%	13.29%
14	Current Ratio	1.38	1.14	1.08
15	Net Capital Turnover Ratio	9.64	17.49	8.63
16	P/E Ratio	[*]	[*]	[*]

17	EPS	41.32	3.40	2.97
18	Networth	1,044.54	445.43	272.76

Notes:

a) *As certified by M/s Jain Sonu & Associates., Chartered Accountants pursuant to their certificate dated September 18, 2025 the Audit committee in its resolution dated September 15, 2025 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of thisDraft Red Herring Prospectus other than as disclosed in this section.*

b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
c) *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.*
d) *Operating EBITDA Margin refers to operating EBITDA during a given period as a percentage of revenue from operations during that period.*
e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
f) *Return on Assets (ROA) is equal to profit for the year divided by the average tangible assets at the end of the period and is expressed as a percentage.*
g) *Return on equity (ROE) is equal to profit for the year divided by the total average equity during that period and is expressed as a percentage.*
h) *Debt to equity ratio is calculated by dividing the Total debt (i.e., Total borrowings) by total equity (Shareholders' Fund).*
i) *RoCE (Return on Capital Employed) (%) is calculated as Earnings Before Interest and Tax divided by total average equity plus non-current liabilities (i.e. Tangible Net worth + Total Debt+ Deferred Tax Liabilities).*
j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
k) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our Average working capital (i.e., current assets less current liabilities)*
l) *P/E ratio is a useful tool for evaluating stock prices, it should be considered alongside other financial metrics and qualitative factors for a comprehensive analysis P/E is calculated by dividing the current share price of the stock by the company's earnings per share (EPS).*
m) *Investors and analysts often look at EPS in conjunction with other metrics, like the Price-to-Earnings (P/E) ratio, to get a fuller picture of a company's financial health and valuation. It's calculated by dividing a company's net income (after taxes and preferred dividends) by the number of outstanding shares of its common stock*
n) *EPS is calculated as PAT of relevant year divided by Average number of Equity Share*
o) *Net worth is a snapshot of financial stability at a given point in time and is useful for assessing financial progress and making informed financial decisions. The formula is Net worth = Total Assets – Total Liabilities*

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

For evaluation our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use

our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

7. Comparison of key performance indicators with Peer Group Companies

Particular	Fascinate Textiles Limited			Karnika Industries Ltd		
	Mar-25	Mar-24	Mar-23	Mar-25	Mar-24	Mar-23
Revenue from Operations	6,024.73	2,888.02	2,185.35	17,254.85	12727.26	12,459.24
Growth in Revenue from Operations (in %)	108.61%	32.15%		35.57%	2.15%	
Total Income	6,027.68	2,889.59	2,186.20	17,627.97	12845.65	12,605.62
Growth in Total Income (%)	108.60%	32.17%		37.23%	1.90%	
EBITDA (In Lakhs)	1,001.13	168.49	92.57	2,976.35	1,912.39	1,651.69
EBITDA Margin (In %)	16.62%	5.83%	4.24%	17.25%	15.03%	13.26%
PAT (In Lakhs)	581.11	47.78	35.68	1,758.03	1,010.49	818.21
Growth (%)	1116.17%	33.91%		73.98%	23.50%	
PAT Margin(%)	9.65%	1.65%	1.63%	10.19%	7.94%	6.57%
EPS	41.32	3.40	2.97	14.18	8.15	8.99
PE Ratio	[*]	[*]	[*]	13.05	22.70	20.58
Debt Equity Ratio	1.74	2.77	2.36	0.85	0.98	2.92
Net Worth (In Lakhs)	1,044.54	445.43	272.76	7,101.42	5,310.78	1,792.90

**All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report taken from BSE/ NSE and Company Website.

Notes:

(1) Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected companies.
(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period
(3) Total Income includes Revenue from Operations + Other Income
(4) Growth in Total Income (%) is calculated as Total Income of the relevant period minus total Income of the preceding period, divided by Total Income of the preceding period
(5) EBITDA is calculated as Profit before tax + Depreciation + Interest
(6) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
(7) PAT is the profit for the period from continuing operations.
(8) Growth in PAT (%) is calculated as PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period
(9) PAT Margin' is calculated as PAT for the period/year divided by Revenue from Operations
(10) EPS is calculated by dividing Net Profit by Weightage number of Equity Shares
(11) P/E is calculated by dividing Market price per share by Earning per share
(12) Debt Equity stands for Total Debt by Shareholders Funds
(13) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.

Weighted Average cost of acquisition

(a) The price per share of our Company based on the primary/ new issue of shares

Following is the primary/ new issue of Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this Draft Red Herring Prospectus where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days;

Date of allotment	No. of equity shares allotted	Face Value	Issue Price	Nature allotment	Nature consideration	Total Consideration
[●]	[●]	10/-	[●]	[●]	[●]	[●]

(b) The price per share of our Company based on the secondary sale/ acquisition of shares:

There are no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) The weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) respectively as disclosed in terms of above clause (a) and (b), is disclosed in the following manner:

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Floor Price (in times)	Cap Price (in times)
Weighted average cost of primary / new issue acquisition	[●]	[●]	
Weighted average cost of secondary acquisition	[●]	[●]	[●]

*Calculated for last 18 months

(d) Explanation for the Issue Price:

(i) The following provides an explanation to the floor Price being [●] ***times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the Financial Years 2025, 2024 and 2023***

The floor Price of ₹ [●] ***has been determined by our Company in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.***

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Financial Information – Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 43, 173, 255 ***and*** 289, ***respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" beginning on page*** 43 ***and you may lose all or part of your investments.***

(ii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary

transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our financial ratios for the Financial Years 2025, 2024 and 2023

The cap Price of ₹[●] has been determined by our Company in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Financial Information – Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 43, 173, 255 and 289 ***respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" beginning on page 43 and you may lose all or part of your investments.***

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLM, and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***", "***Financial Information – Restated Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 43, 173***,*** 255 ***and*** 289 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "***Risk Factors***" beginning on page 43 and you may lose all or part of your investments.

IPO TREND

STATEMENT ON SPECIAL TAX BENEFITS

Independent Auditor's Report on Statement of Special Tax Benefits

To,
The Board of Directors,
Fascinate Textiles Limited
3/A Kutul Sahi Road, Barasat, 24 Pgs North Barasat-I, West Bengal, India, 700124

Dear Sir,

Sub: Statement of possible Special tax benefit ('the Statement') available to Fascinate Textiles 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')

Ref: ***Initial Public Offer of Equity Shares by Fascinate Textiles Limited***

We hereby confirm that the enclosed Annexure, prepared by Fascinate Textiles Limited ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 ('the Act'), as amended, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26 and presently in force in India (referred as "Direct Tax Laws") ("Annexure 1") and the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with Rules, Circulars and Notifications prescribed thereunder ("GST Law"), the Customs Act, 1962, the Customs Tariff Act, 1975 read with Rules, Circulars, and Notifications prescribed thereunder ("Customs law") and the Foreign Trade (Development and Regulation) Act,1992, Foreign Trade Policy 2015-2020, Foreign Trade Policy 2023 read with Procedures, Public/ Trade Notices, and Notifications prescribed thereunder ("FTP"), as amended, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26 and presently in force in India (collectively referred as "Indirect Tax Laws") ("Annexure 2"). The Direct Tax Laws and the Indirect Tax Laws, as defined above, are collectively referred to as the "Tax Laws". Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offer of the equity shares of the Company (the "Proposed IPO").

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

i) the Company or its shareholders will continue to obtain these benefits in future;
ii) the conditions prescribed for availing the benefits have been / would be met with; and
iii) the revenue authorities/courts will concur with the views expressed herein.

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

This Statement is issued solely in connection with the Proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose.

Signed in terms of our separate report of even date. For and on behalf of Jain Sonu & Associates
Chartered Accountants
Firm Registration Number: 324386E

CA Sonu Jain
Chartered Accountants Partner
Membership No.: 060015

UDIN: 25060015BMLXEN1029
Place: Kolkata
Date: September 18, 2025

IPO TREND

Annexure-I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND TO THE SHAREHOLDERS OF THE COMPANY UNDER THE DIRECT TAX LAWS

Outlined below are the special tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act (No.2) 2024, i.e., applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, as amended and presently in force in India (together, the "Direct Tax Laws").

A. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

1. Lower corporate tax rate under section 115BAA of the Income Tax Act, 1961

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 (A.Y. 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/ incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has evaluated and opted for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from Assessment Year 2019-20.

2. Deduction in respect of inter-corporate dividends - Section 80M of the Income Tax Act, 1961

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax under section 10(34) of the Act. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished, and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any). With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

3. Buyback of shares - Section 115QA of the Income Tax Act, 1961

Any amount distributed by the Company pursuant to buyback of shares undertaken prior to October 1, 2024, from its shareholders shall be liable to buyback tax at 23.296% in the hands of the Company on distributed income (buyback price less issue price). Further, such transaction shall be exempt in the hands of the shareholders under section 10(34A) of the Act.

Pursuant to amendment in Finance Act (No.2) 2024, the provisions of section 115QA shall not apply for buy back of shares which takes place on or after October 01, 2024. Thus, there would be no tax on buy back for the Company effective from October 01, 2024.

Further, the Company is required to withhold tax at 10% provided the aggregate amount of dividend to the resident shareholders exceeds ₹ 5,000 during the financial year. Further, for non- resident shareholders tax shall be withheld at 20 %, subject to benefit under Double Taxation Avoidance Agreement.

B. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates for resident shareholders. Further, as per Section 115A of the Act, a non-resident (not being a company) or of a foreign company, includes any income by way of Dividend, the amount of income-tax calculated on the amount of income by way of dividends shall be at the rate of 20% subject to fulfilment of prescribed conditions under the Act.

2. In case of domestic corporate shareholders, deduction from dividend income would be available under Section 80M of the Act on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not, surcharge would be restricted to 15% (instead of peak surcharge rate of 37%), irrespective of the amount of dividend.

3. In case of dividend income earned by domestic shareholders, reported under the head "Income from other sources", shall be computed after making deduction of a sum paid by way of interest on the capital borrowed for the purpose of investment. However, no deduction shall be allowed from the dividend income, other than deduction on account of interest expense, and in any previous year such deduction shall not exceed 20% of the dividend income under section 57 of the Act. Further, no deduction shall be available against dividend income resulting from buy-back of shares.

4. As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust, which takes place before July 23, 2024, shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act and Notification No. 60/2018/F.O.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed ₹ 1,00,000. Pursuant to amendment in Finance Act (No.2) 2024, long term capital gains arising from the transfer of above securities, which takes place on or after July 23, 2024 will be taxable at 12.5% (without indexation). Further, tax shall be levied where such capital gains exceed ₹ 1,25,000.

5. Section 112 of the Act provides for taxation of long-term capital gains. In case of a domestic company/ resident, amount of income-tax on long-term capital gains arising from the transfer of a capital asset which takes place before July 23, 2024 shall be computed at the rate of 20%

In case of non-resident (not being a company) or a foreign company, the amount of income-tax on long-

term capital gains arising from the transfer of a capital asset (being unlisted securities or shares of a company not being a company in which the public are substantially interested), which takes place before July 23, 2024 shall be calculated at the rate of 10% without giving effect to the first and second proviso to section 48.

Further, where the tax payable is payable in respect of any income arising from the transfer of a long-term capital asset, being listed securities or zero-coupon bond, which takes place before July 23, 2024 then such income will be subject to tax at the rate of 10% of the amount of capital gains before giving effect to the provisions of the second proviso to section 48.

Pursuant to amendment in Finance Act (No.2) 2024, long term capital gains arising from the transfer of above securities, which takes place on or after July 23, 2024 will be taxable at 12.5% (without indexation). Further, in case of non-resident, capital gain shall be computed without giving effect to first and second proviso to section 48, except in case listed securities or zero- coupon bond, where first proviso of section 48 is available.

Further, post enactment of Finance Act (No.2) 2024, capital gains arising from transfer of capital assets held for more than 12 months shall be considered as Long-Term Capital gain, else short term capital gain.

6. As per Section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust which takes place before July 23, 2024 shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.

   Pursuant to amendment in Finance Act (No.2) 2024, short term capital gains arising from the transfer of above securities, which takes place on or after July 23, 2024 will be taxable at 20%.

7. Any payment received by the shareholders from the Company pursuant to buyback of shares undertaken prior to October 1, 2024 shall be exempt under section 10(34A) of the Act. Pursuant to amendment in Finance Act (No.2) 2024, any payment received by the shareholders from the Company on or after October 1, 2024 on account of buy back of shares shall be taxable as dividend as per newly introduced section 2(22)(f). Also, no deduction from such dividend income shall be allowed.

8. Further, section 46A deems full value of sale consideration of shares bought back as nil and consequently, cost of acquisition of shares bought back would be allowed as capital loss unless such shares are held as stock-in-trade. In case, such shares are held as stock-in-trade, cost of acquisition of shares bought back shall be allowed as business loss. In addition, such loss shall be allowed to be carried forward and set off, subject to provisions of section 74 and section 72 of the Act, as the case may be.

9. In respect of non-resident shareholders, the tax rates, and the consequent taxation (in relation to capital gains, dividends etc.) shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non- resident has fiscal domicile.

Notes:

1. The above statement of direct tax benefits ("Annexure 1") sets out the special tax benefits available to the Company and to its shareholders under the Direct Tax Laws.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding income-tax consequences that apply to them.

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

4. This statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.

5. These special tax benefits are dependent on the Company/shareholders fulfilling the prescribed conditions under the relevant provisions of the above-mentioned tax laws. Hence the ability of the Company/shareholders to derive the said tax benefits is dependent upon fulfilling such conditions.

6. The special tax benefits discussed in this Statement are not exhaustive and is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/ her investment in the shares of the Company.

7. This Statement are based on the facts and assumptions as indicated in this Statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. This statement is based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

IPO TREND

ANNEXURE II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND TO THE SHAREHOLDERS OF THE COMPANY UNDER THE INDIRECT TAX LAWS

Outlined below are the special tax benefits available to the Company and to its shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications prescribed thereunder ("GST laws"), the Customs Act, 1962, the Customs Tariff Act, 1975 read with Rules, Circulars, and Notifications prescribed thereunder ("Customs law") and the Foreign Trade (Development and Regulation) Act,1992, Foreign Trade Policy 2015-2020, Foreign Trade Policy 2023 read with Procedures, Public/ Trade Notices, and Notifications prescribed thereunder ("FTP") (collectively referred as "Indirect Tax Laws").

A. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

1. Benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications prescribed thereunder

Under Section 16 of the Integrated Goods and Services Tax Act, 2017, the Company's export of goods and services qualifies as zero-rated supplies, allowing full input tax credit (ITC) on inputs and input services used in such supplies. The Company may be eligible to claim a refund of GST either by exporting with payment of IGST and claiming a refund thereof or by exporting under a Letter of Undertaking (LUT)/bond without payment of IGST and claiming a refund of unutilized ITC. Further, as per Section 54 of the Central Goods and Services Tax Act, 2017, the Company can claim refunds of tax, interest, or other amounts, subject to prescribed timelines and conditions. These provisions enable the Company to operate in a tax-efficient manner for its export activities.

2. Benefits under the Foreign Trade (Development and Regulation) Act,1992, Foreign Trade Policy 2015-2020, Foreign Trade Policy 2023 read with Procedures, Public/ Trade Notices, and Notifications prescribed thereunder

The Company may be eligible MEIS (Merchandise Export Incentive Scheme) and RoDTEP (Remission of Duties and Taxes on Exported Products) as per the prescribed rates under the Foreign Trade (Development and Regulation) Act,1992, Foreign Trade Policy 2015-2020, Foreign Trade Policy 2023 read with Procedures, Public/ Trade Notices, and Notifications prescribed thereunder.

3. Benefits under the Customs Act, 1962, the Customs Tariff Act, 1975 read with Rules, Circulars, and Notifications prescribed thereunder

The Company may be eligible for duty drawback benefits under the Customs law on its exported products.

B. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The Shareholders of the Company (in such capacity) are not entitled to any special tax benefits under the Indirect Tax Laws.

Notes:

1. The above statement of indirect tax benefits ("Annexure 2") sets out the special tax benefits available to the Company and to its shareholders under the Indirect Tax Laws.

2. This statement covers only above-mentioned tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.

3. These special tax benefits are dependent on the Company/shareholders fulfilling the prescribed conditions under the relevant provisions of the above-mentioned tax laws. Hence the ability of the Company/shareholders to derive the said tax benefits is dependent upon fulfilling such conditions.

4. The special tax benefits discussed in this Statement are not exhaustive and is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/ her investment in the shares of the Company.

5. This Statement are based on the facts and assumptions as indicated in this Statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. This statement is based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

IPO TREND

SECTION V- ABOUT THE COMPANY
INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and reports publicly available documents and information from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. You should read the entire this Draft Red Herring Prospectus, including the information contained in the sections titled "**Risk Factors**" "**Our Business**" and "**Financial Statements**" and related notes beginning on page 43,173 and 255 respectively before deciding to invest in our Equity Shares.

GLOBAL ECONOMIC OVERVIEW

Global growth is slowing due to a substantial rise in trade barriers and the pervasive effects of an uncertain global policy environment. Growth is expected to weaken to 2.3 percent in 2025, with deceleration in most economies relative to last year. This would mark the slowest rate of global growth since 2008, aside from outright global recessions. In 2026-27, a tepid recovery is expected, leaving global output materially below January projections. Progress by emerging market and developing economies (EMDEs) in closing per capita income gaps with advanced economies and reducing extreme poverty is anticipated to remain insufficient. The outlook largely hinges on the evolution of trade policy globally. Growth could turn out to be lower if trade restrictions escalate or if policy uncertainty persists, which could also result in a build-up of financial stress. Other downside risks include weaker-than-expected growth in major economies with adverse global spillovers, worsening conflicts, and extreme weather events. On the upside, uncertainty and trade barriers could diminish if major economies reach lasting agreements that address trade tensions. The ongoing global headwinds underscore the need for determined multilateral policy efforts to foster a more predictable and transparent environment for resolving trade tensions, some of which stem from macroeconomic imbalances. Global policy efforts are also needed to confront the deteriorating circumstances of vulnerable EMDEs amid prevalent conflict and debt distress, while addressing long-standing challenges, including the effects of climate change. National policy makers need to contain risks related to inflation as well as strengthen their fiscal positions by raising additional domestic revenues and re-prioritizing spending. To facilitate job creation and boost long-term growth prospects in EMDEs, reforms are essential to enhance institutional quality, stimulate private investment growth, develop human capital, and improve labor market functioning.

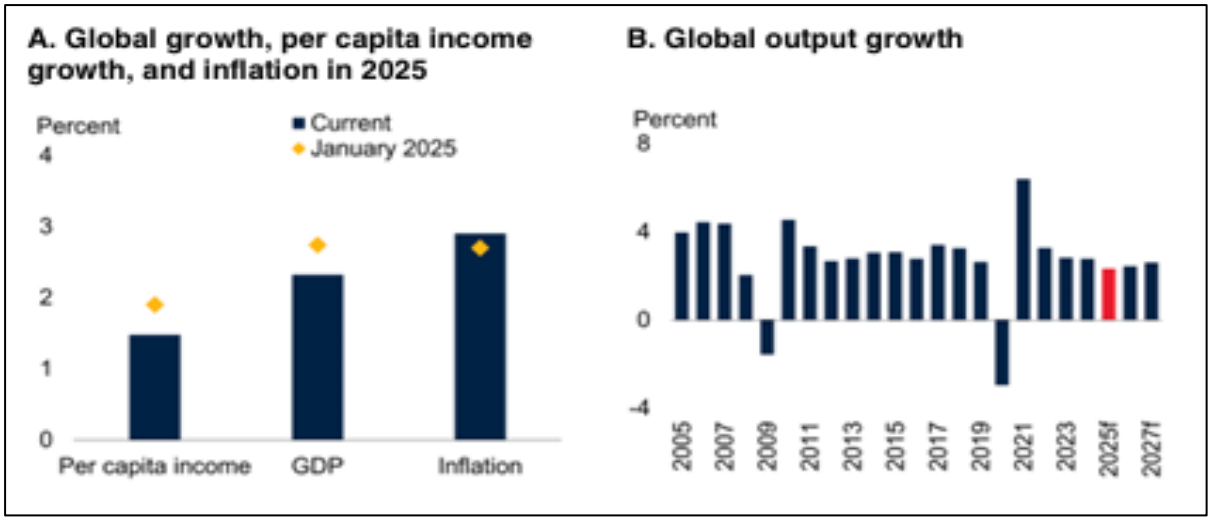
TABLE 1.1 Real GDP[1]

(Percent change from previous year unless indicated otherwise)

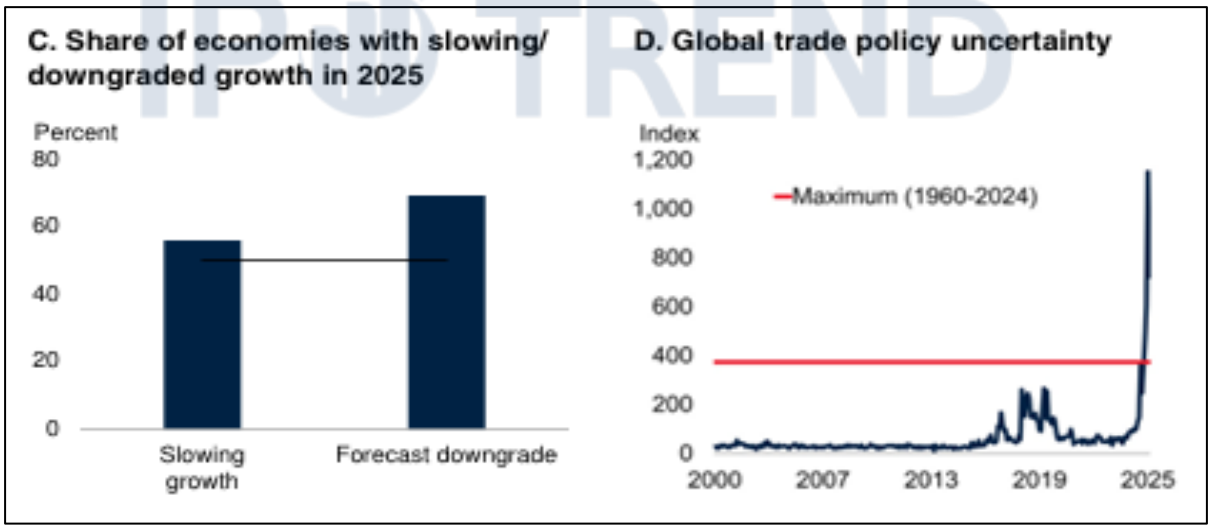
	2022	2023	2024e	2025f	2026f	2027f	Percentage-point differences from January 2025 projections 2025f	2026f
World	**3.3**	**2.8**	**2.8**	**2.3**	**2.4**	**2.6**	**-0.4**	**-0.3**
Advanced economies	**2.9**	**1.7**	**1.7**	**1.2**	**1.4**	**1.5**	**-0.5**	**-0.4**
United States	2.5	2.9	2.8	1.4	1.6	1.9	-0.9	-0.4
Euro area	3.5	0.4	0.9	0.7	0.8	1.0	-0.3	-0.4
Japan	0.9	1.4	0.2	0.7	0.6	0.8	-0.5	-0.1
Emerging market and developing economies	**3.8**	**4.4**	**4.2**	**3.8**	**3.8**	**3.9**	**-0.3**	**-0.2**
East Asia and Pacific	3.6	5.2	5.0	4.5	4.0	4.0	-0.1	-0.1
China	3.1	5.4	5.0	4.5	4.0	3.9	0.0	0.0
Indonesia	5.3	5.0	5.0	4.7	4.8	5.0	-0.4	-0.3
Thailand	2.6	2.0	2.5	1.8	1.7	2.3	-1.1	-1.0
Europe and Central Asia	1.5	3.6	3.6	2.4	2.5	2.7	-0.1	-0.2
Russian Federation	-1.4	4.1	4.3	1.4	1.2	1.2	-0.2	0.1
Türkiye	5.5	5.1	3.2	3.1	3.6	4.2	0.5	-0.2
Poland	5.3	0.2	2.9	3.2	3.0	2.9	-0.2	-0.2
Latin America and the Caribbean	4.0	2.4	2.3	2.3	2.4	2.6	-0.2	-0.2
Brazil	3.0	3.2	3.4	2.4	2.2	2.3	0.2	-0.1
Mexico	3.7	3.3	1.5	0.2	1.1	1.8	-1.3	-0.5
Argentina	5.3	-1.6	-1.8	5.5	4.5	4.0	0.5	-0.2
Middle East and North Africa	5.4	1.8	1.9	2.7	3.7	4.1	-0.7	-0.4
Saudi Arabia	7.5	-0.8	1.3	2.8	4.5	4.6	-0.6	-0.9
Iran, Islamic Rep.[2]	3.8	5.0	3.0	-0.5	0.3	1.8	-3.2	-1.9
Egypt, Arab Rep.[2]	6.6	3.8	2.4	3.8	4.2	4.6	0.3	0.0
South Asia	6.0	7.4	6.0	5.8	6.1	6.2	-0.4	-0.1
India[2]	7.6	9.2	6.5	6.3	6.5	6.7	-0.4	-0.2
Bangladesh[2]	7.1	5.8	4.2	3.3	4.9	5.7	-0.8	-0.5
Pakistan[2]	6.2	-0.2	2.5	2.7	3.1	3.4	-0.1	-0.1
Sub-Saharan Africa	3.9	2.9	3.5	3.7	4.1	4.3	-0.4	-0.2
Nigeria	3.3	2.9	3.4	3.6	3.7	3.8	0.1	0.0
South Africa	2.1	0.8	0.5	0.7	1.1	1.3	-1.1	-0.8
Angola	3.0	1.0	4.4	2.7	2.6	3.2	-0.2	-0.3
Memorandum items:								
Real GDP[3]								
High-income countries	2.9	1.7	1.9	1.3	1.5	1.7	-0.5	-0.4
Middle-income countries	3.9	4.8	4.4	4.1	4.0	4.0	-0.2	-0.1
Low-income countries	4.4	2.8	4.6	5.3	6.1	6.0	-0.4	0.2
EMDEs excluding China	4.2	3.7	3.6	3.4	3.7	4.0	-0.4	-0.2
Commodity-exporting EMDEs	3.3	2.7	3.1	2.9	3.2	3.4	-0.3	-0.2
Commodity-importing EMDEs	4.0	5.2	4.7	4.3	4.1	4.2	-0.2	-0.1
Commodity-importing EMDEs excluding China	5.4	4.9	4.2	3.9	4.4	4.6	-0.5	-0.2
EM7	3.5	5.4	4.8	4.1	3.9	3.9	-0.1	0.0
World (PPP weights)[4]	3.5	3.4	3.3	2.9	3.0	3.1	-0.3	-0.2
World trade volume[5]	**5.9**	**0.8**	**3.4**	**1.8**	**2.4**	**2.7**	**-1.3**	**-0.8**
							Level differences from January 2025 projections	
Commodity prices[6]								
WBG commodity price index	142.5	108.0	105.1	94.2	89.0	91.9	-4.3	-7.7
Energy index	152.6	106.9	101.5	86.2	80.2	84.4	-7.4	-11.5
Oil (US$ per barrel)	99.8	82.6	80.7	66.0	61.0	65.0	-6.0	-10.0
Non-energy index	122.1	110.2	112.5	110.3	106.8	107.1	1.8	-0.2

Source: World Bank.

After being buffeted by a series of adverse shocks over 2020-24, the global economy is facing another significant headwind this year, with increased trade barriers and heightened policy uncertainty leading to a notable deterioration of the outlook relative to January (figure 1.1.A). In particular, global output is expected to grow at its weakest pace since 2008, aside from outright global recessions (figure 1.1.B). The sharp increase in tariffs and the ensuing uncertainty are contributing to a broad-based growth slowdown and deteriorating prospects in most of the world's economies (figure 1.1.C). Subdued global growth prospects are unlikely to improve materially without policy actions to address increasing trade restrictions, geopolitical tensions, heightened uncertainty, and limited fiscal space.



The global outlook is predicated on tariff rates close to those of late May prevailing throughout the forecast horizon. Accordingly, pauses to previously announced tariff hikes between the Note: This chapter was prepared by Carlos Arteta, Phil Kenworthy, Nikita Perevalov, Peter Selcuk, Garima Vasishtha, and Collette Wheeler, with contributions from Mirco Balatti, Jongrim Ha, Samuel Hill, Gitanjali Kumar, Dawit Mekonnen, Alen Mulabdic, Edoardo Palombo, Shijie Shi, Naotaka Sugawara, and Takuma Tanaka. United States and its trading partners are assumed to persist. This baseline nonetheless entails the highest U.S. average effective tariff rate in nearly a century. In addition, in view of recent rapid shifts in trade policies and the potential for a return to even higher tariffs, consumers and businesses continue to grapple with unusually elevated uncertainty (figure 1.1.D). In this context, a prospective recovery in global trade and investment—two important drivers of long-term development that have been relatively subdued in recent years—has been disrupted.



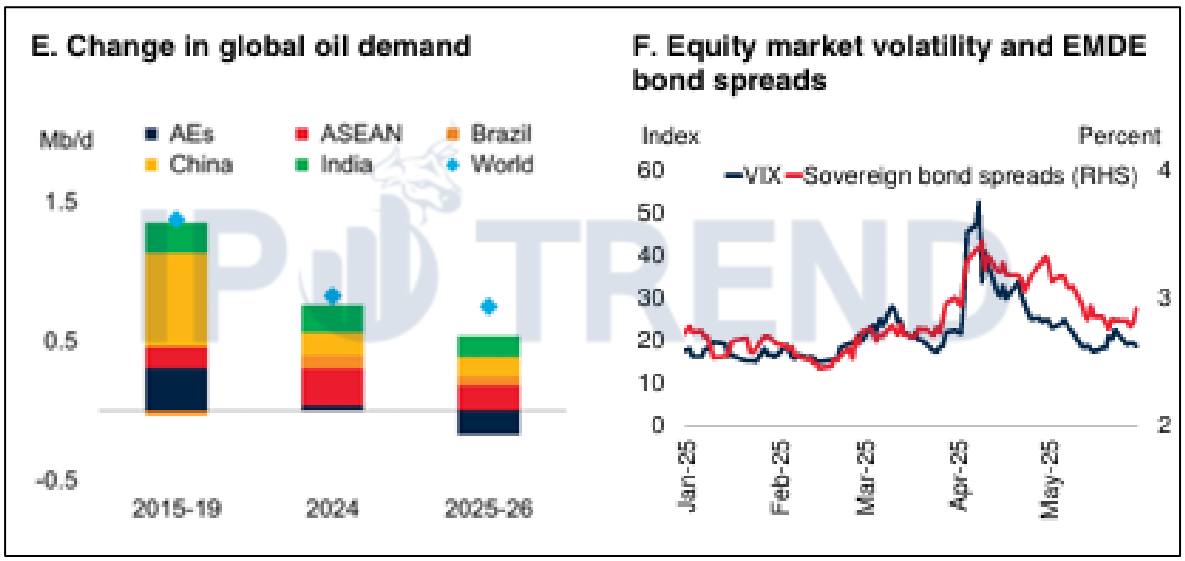
Commodity prices plunged in early April in response to deteriorating growth prospects. Oil prices posted an especially large decline, with the effects of a notable hike in oil production by OPEC+ nations compounded by a muted outlook for oil demand growth (figure 1.1.E). Base metal prices also dropped as markets priced in substantial headwinds to global manufacturing and industrial activity but have since partially recovered. Overall commodity prices are forecast to decline by 10 percent in 2025, softening further in 2026—mainly due to falling oil prices.

Global headline inflation generally remains elevated relative to central bank targets and pre-pandemic averages and has even risen in some advanced economies since late last year. Slower disinflation globally over the last six months has largely reflected continuing inflationary pressures from services prices. The recent rise in consumer inflation expectations has been influenced by the implementation of

trade restrictions. In addition, core inflation in some economies is expected to remain high due to persistent services price increases. In all, GDP-weighted global inflation is projected to average 2.9 percent in 2025 and 2026—still a little above the average inflation target—but with notable heterogeneity across economies.

Global financial conditions have been tighter this year, on average, relative to late 2024, principally reflecting trade policy uncertainty. Volatility in financial markets spiked and equity markets plunged globally as trade tensions escalated in early April; however, asset prices largely recovered after an initial 90-day tariff pause was announced and following the rollback in U.S.-China tariffs in May (figure 1.1.F). Long-term government bond yields in major advanced economies have increased since late last year, albeit with pronounced volatility. EMDE financial conditions are also somewhat tighter, on average, relative to late last year. In early April, many EMDEs saw sharp declines in equity markets amid a surge in capital outflows. Sovereign spreads rose, albeit to differing degrees based on economies' exposure to announced trade barriers. Nevertheless, EMDE equity markets regained ground and spreads narrowed again following the partial de-escalation in trade tensions.

Against this backdrop, global growth is set to slow this year, to 2.3 percent—substantially weaker than previously projected amid the impact of higher trade barriers, elevated uncertainty, increased financial volatility, and weakened confidence. Thereafter, growth is forecast to firm to about 2.5 percent over 2026-27, as trade flows continue adjusting to higher tariffs such that global trade edges up, while policy uncertainty moderates from record-high levels.



(Source-https://openknowledge.worldbank.org/server/api/core/bitstreams/0e685254-776a-40cf-b0ac-f329dd182e9b/content)

GLOBAL OUTLOOK

At the start of the year, WTO economists expected to see continued expansion of world trade in 2025 and 2026, with merchandise trade volume growth picking up gradually over time in line with GDP, and commercial services trade volume growing even faster. A profusion of new tariff measures announced and implemented since January prompted WTO economists to re-examine the trade landscape, resulting in a significant downgrade to the outlook for merchandise trade, and a smaller reduction in the outlook for services trade.

After adjusting baseline projections to account for the impact of recently announced tariffs and heightened trade policy uncertainty, WTO economists now foresee a -0.2% contraction in merchandise trade in 2025 – down from +2.9% in 2024 – followed by a 2.5% increase in 2026 reflecting weaker global demand. Meanwhile, growth in commercial services trade is expected to slow to 4.0% this year from 6.8% last year before ticking up to 4.1% next year.

Baseline projections suggest that merchandise trade growth could have been as high as 2.7% in 2025 and 2.9% in 2026 had tariffs and uncertainty remained low. Meanwhile, services trade growth could have reached 5.1% this year and 4.8% next year.

Risks to the forecast include the possible reinstatement of the currently suspended "reciprocal tariffs" proposed by the United States, as well as the spread of trade policy uncertainty to non-US trade relationships. If enacted, reciprocal tariffs would reduce global merchandise trade volume growth by 0.6 percentage points in 2025 while spreading trade policy uncertainty could shave off another 0.8 percentage points, posing particular risks for least developed countries (LDCs). Together, reciprocal tariffs and spreading trade policy uncertainty would lead to a 1.5% decline in world merchandise trade in 2025.These scenarios are explored in detail in the Analytical Chapter below.

The recent tariff disturbances follow a strong year for world trade in 2024 where merchandise trade grew 2.9% and commercial services trade rose 6.8%. Meanwhile, market-weighted world GDP grew 2.8%, making 2024 the first year since 2017 (excluding the rebound from the COVID-19 pandemic) where merchandise trade grew faster than output.

The US$ dollar value of world merchandise exports in 2024 increased by 2% to US$ 24.43 trillion, including trade within the European Union. China was the largest exporter (US$ 3.58 trillion) while the United States remained the largest importer (US$ 3.36 trillion). The European Union was the second largest trader on both the export side (US$ 2.80 trillion) and the import side (US$ 2.63 trillion).

The value of world commercial services exports in 2024 rose 9% to US$ 8.69 trillion. The United States was both the largest exporter (US$ 1.08 trillion) and the largest importer (US$ 787 billion). However, if the European Union is counted as a single entity, its trade with the rest of the world was larger (US$ 1.64 trillion for exports, US$ 1.44 for imports).

(Source-https://www.wto.org/english/res_e/booksp_e/trade_outlook25_e.pdf)

ECONOMIC OUTLOOK 2025-26: Managing Uncertainty

1. **The US has kicked off a full-fledged trade war: On 2 April, US president Donald Trump announced "reciprocal" tariffs that exceeded expectations, with products imported from China set to be taxed at a staggering 130% from 10 April.** The Liberation Day announcements included a universal minimum tariff of 10%, taking effect on 5 April at 12:01 a.m. President Trump also originally decided to impose individualized reciprocal higher tariffs on over 50 countries with which the US has the largest trade deficits, but ultimately announced a 90-day pause for all these countries except China. They are thus subject to only +10pps tariff hikes, while China is facing +125pps. Accounting for sectoral exclusions that were listed in the Executive Order (e.g. semiconductors, pharmaceuticals, copper, minerals), the US effective tariff rate on China now stands at 130%, while the EU faces 9%. All the tariff hikes bring the US global import tariff rate to 25.5%, the highest level since the 1890s. We assume bilateral deals could lower the US import tariff rate to 10.2% by Q4 2025.
2. **In 2025, global GDP growth will slump to a mere +2.3%, the lowest level since the pandemic.** Global economic growth is set to decelerate by -0.6pp from +2.9% in 2024 due to the US trade war. The current level of global uncertainty is as high as it was during the Covid-19 pandemic. The US will enter a mild recession (cumulative decline of -0.5% Q1-Q3), with a weak +0.8% in 2025, due to ongoing policy disruptions, import tariff hikes and retaliation tariffs from China. Europe will not escape lower growth due to higher trade restrictions and a weaker US economy, despite the German fiscal stimulus and higher defense spending. We have cut forecasts to +0.8% in 2025 and +1.5% in 2026. Increasingly worried households are likely to increase precautionary savings, dampening consumer demand.
3. **Reflation risks make central banks cautious**. Inflationary pressures, particularly in the US, are resurfacing, with headline inflation expected to peak at 4.3% by summer, driven by tariffs. Consequently, the Federal Reserve is expected to adopt a cautious approach, holding rates in place until October and then cutting them to 4% by end-2025 and 2.75% by mid-2026. Persistent stagflationary risks will reinforce the Fed's focus on combating inflation above promoting growth. Europe's continued disinflation contrasts sharply, suggesting divergent monetary policy responses between the two regions. The ECB is likely to bring rates down to 1.5%, -50bps more than expected.

4. **Emerging markets are dealing with the (tariff) stick and gaining from the (diversification) carrot.** Emerging markets are responding strategically by adjusting tariffs on American goods and diversifying imports. Israel, Vietnam, India and Thailand, to name a few, have opted for (resp.) cutting tariffs, seeking a trade agreement or increasing imports. Overall, countries which have the highest export dependency on the US and that are subject to the highest tariff hikes are likely to negotiate first, by committing to buy more US products, lowering import tariffs to close to 0 and increasing investments in the US when possible. Many nations in Asia (e.g. Cambodia, Vietnam, Taiwan and Thailand and South Korea) and a few in Latin America (e.g. Mexico, Colombia) are likely to do so. Like a fog of war, it is unclear what the final tariff landscape will look like, but the cost of uncertainty is high as tariff arbitrage is now off the table for most companies – until the dust settles. China has taken a harsher tone, announcing retaliation of +84pps tariffs on all US imports, effective on 10 April, and potentially more to come. China demonstrated signs of economic recovery in Q1 and is proactively promoting consumption-focused reforms. Fiscal stimulus and monetary easing are expected to support GDP growth to reach +4.5% in 2025 and +4.2% in 2026, despite lingering downside risks.
5. **Companies are adopting short-term strategies such as frontloading imports, diversifying supply chains and adjusting prices to mitigate tariff impacts, while policy uncertainty hampers investments, especially outside the US.** US companies are expected to manage over the next few months with solid balance sheets and stockpiling covering six months of demand (especially retailers and consumer electronics). However, two-thirds may pass tariff costs to consumers, varying by sector. Meanwhile, production is shifting from China to Southeast Asia, Mexico and even the US to avoid tariffs. Companies have announced nearly USD1trn in investments in the US despite higher labor costs, which could affect profitability. Strong brands like luxury and tech can absorb costs without losing market share, while low-margin sectors like retail have fewer options. Overall, global uncertainty will suppress capital expenditures, particularly in Europe. Negotiating price cuts and selectively lowering selling prices are additional tactics. Global insolvencies are projected to rise by +7% in 2025 due to the slump in global demand and geopolitical issues, with the US seeing an +16% increase and Western Europe a +5% rise.

(Source-https://www.allianz.com/content/dam/onemarketing/azcom/Allianz_com/economic-research/publications/specials/en/2025/april/2025_04_10_Global_Economic_Outlook_Q1_2025_presentation.pdf)

INDIAN ECONOMIC OVERVIEW

India's economic journey over the past few years has been marked by remarkable growth and a steady rise in its position on the global stage. After overtaking the United Kingdom (UK) to become the fifth largest economy in Q1 FY23, India has continued this upward trajectory to surpass Japan in June 2025 to become the fourth largest economy in the world. With a nominal Gross Domestic Product (GDP) of Rs. 3,31,03,000 crore (US$ 3.78 trillion), India's growth reflects a combination of strong domestic demand and policy reforms positioning the country as a key destination for global capital.

Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

MARKET SIZE

India's economy shows robust expansion, with real GDP for FY25 estimated at Rs. 1,87,97,000 crore (US$ 2.20 trillion), from Rs. 1,76,51,000 crore (US$ 2.06 trillion) in FY24 with a growth rate of 6.5%. This growth is driven by rising employment and stronger private consumption, supported by improving consumer sentiment, which is expected to keep the momentum going in the near future.

Trade remains a critical pillar of India's growth story with exports reaching Rs. 37,31,000 crore (US$ 436.6 billion) in FY25, led by Engineering Goods (26.88%), Petroleum Products (13.86%) and Electronic Goods (8.89%). These exports helped the economy stay resilient during the pandemic when other sectors slowed. Union Minister of Commerce and Industry, Mr. Piyush Goyal projects exports to reach Rs. 85,44,000 crore (US$ 1 trillion) by 2030.

India’s ability to attract Foreign Direct Investment (FDI) has also strengthened. The country received record FDI inflows amounting to Rs. 4,21,929 crore (US$ 49.3 billion) in FY25 a 15% increase over FY24, supported by a stable policy environment, a large domestic market and steady economic growth positioning the country as a key destination for global capital. This capital inflow also complements government plans for increased investment in infrastructure and asset-building projects to further boost economic growth.

India’s external economic position is improving. The current account deficit narrowed to Rs. 1,98,726 crore (US$ 23.30 billion), or 0.6% of GDP, in FY25 from Rs. 2,21,754 crore (US$ 26.00 billion), or 0.7% of GDP, in FY24. This improvement was due to higher net receipts from services and secondary income, according to the Reserve Bank of India (RBI).

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, several of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On July 5, 2025, the Union Cabinet approved the Rs. 1,00,000 crore (US$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long term, low or zero interest funding via a special purpose fund under the ANRF to jump start India’s R&D ecosystem and support deep tech and startup innovation.
- On March 27, 2025, the Reserve Bank of India proposed doubling the investment cap for individual foreign investors in listed firms from 5% to 10%, with a combined foreign individual limit increasing to 24%, to counter Foreign Portfolio Investment (FPI) outflows.
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ROAD AHEAD

India’s economy grew by 6.5% in FY25. With a 7.4% growth rate in Q4 FY25, with RBI projecting a growth rate of 6.5% in FY26 as well. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. In 2024, India rose to 15th place globally in FDI rankings and retained its position as South Asia’s top recipient.

In H1 FY25, India’s growth-focused approach was underscored by the government’s capital expenditure outlay of Rs. 15,02,000 crore (US$ 176 billion), reinforcing its commitment to infrastructure-led development.

In the Union Budget of FY26, capital expenditure took lead by steeply increasing the capital expenditure outlay by 10% to Rs. 11,21,000 crore (US$ 131 billion) over Rs. 10,18,000 crore (US$ 119 billion) in FY25. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

India’s total goods and service exports surged by 76% over the past decade, touching Rs. 70,36,425 crore (US$ 825 billion) in FY25, driven by strong performance in engineering goods, electronics, and pharmaceuticals. With a reduction in port congestion, supply networks are being restored.

With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

IMPACT OF INTERNATIONAL TRADE POLICIES AND TARIFFS

Effective August 27, 2025, the Trump administration imposed an additional ad valorem (meaning based on the value of product) 25% tariff on Indian goods, citing India's purchase of Russian oil. This measure, combined with existing tariffs, has created a cumulative US tariff burden of 50% on most affected Indian exports, altering the landscape of foreign trade between the nations.

The decision represents more than an economic policy dynamic; it signals an era of geoeconomic friction that is compelling India to reassess its trade strategies and accelerate domestic reform initiatives. While the impact appears severe, this external pressure is catalyzing India's vision of Aatmanirbhar bharat and economic self-reliance.

Understanding the tariff structure

The current tariff regime consists of a structure that has escalated duties to levels of 50%. The 25% additional tariff supplements a pre-existing 25% "reciprocal" tariff implemented in August 2025, creating a total burden of 50% on most Indian exports to the United States.

These measures apply across sectors, though certain industries including pharmaceuticals, electronics, and petroleum products have received exemptions. The tariffs target India's labor-intensive export sectors, which form the backbone of regional economies and employ millions of workers across the country.

Economic Implication for India

India's export sectors face significant challenges as new U.S. tariffs will impact 66% of the country's total exports to the US valued at $86.5 billion. A flagship report from the Global Trade Research Initiative (GTRI) shows that this includes $60.2 billion worth of goods that will be subject to the additional tariffs starting August 27.

This is expected to cause an overall drop in merchandise exports to the US by 40-45% in fiscal year 2025-26, with severely affected sectors potentially experiencing volume collapses of up to 70%. According to Global Trade Research Initiative (GTRI) analysis, the sectors to be majorly impacted are textiles and apparel Industry, Gems and jewellery, marine products and aquaculture, agriculture, organic chemicals among others.

Micro, Small, and Medium Enterprises (MSMEs), which account for roughly 45% of India's total exports and dominate affected labor-intensive sectors with a 70% share, face disproportionate impact. These enterprises operate on thin margins and lack the financial flexibility to absorb increased costs, making them particularly vulnerable to the US tariff shock.

The broader economic impact could result in a reduction of 0.9 percentage points from India's nominal GDP growth, representing a potential economic contraction of $7-25 billion. However, these short-term challenges must be viewed against India's robust domestic fundamentals, with over 60% of GDP driven by internal consumption

Conclusion

The implementation of the US tariff on India marks a defining moment in bilateral trade relations, presenting short-term challenges particularly for labor-intensive sectors and MSMEs. However, in the long-term, this external pressure is catalyzing India's transformation towards greater self-reliance and economic resilience.

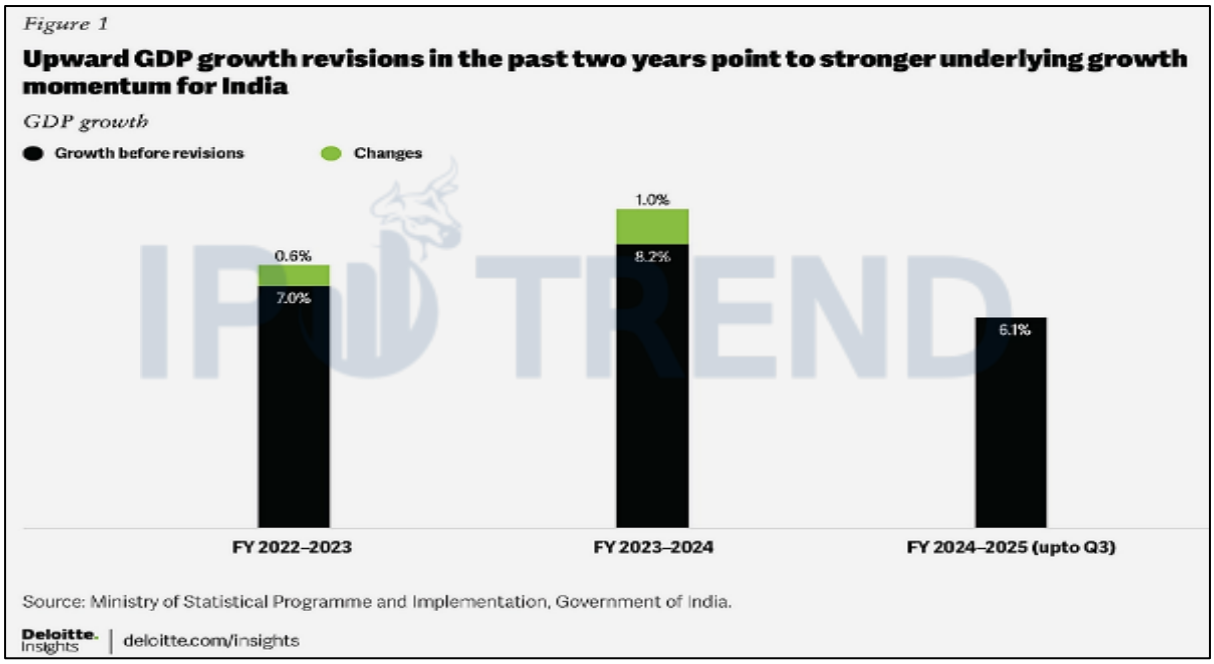
The government's measured response, focusing on domestic reform acceleration rather than retaliation, reflects a mature approach to economic statecraft. The renewed emphasis on Aatmanirbhar Bharat, the swadeshi movement, and Make in India initiatives demonstrates how external challenges can become catalysts for internal strengthening.

While the tariffs represent a setback to US-India trade relations, the transformation of this crisis into an opportunity for structural reform exemplifies India's capacity for adaptive resilience in an increasingly complex global economic environment.

(Source- https://visionias.in/blog/current-affairs/indias-swadeshi-pivot-moment-responding-to-us-additional-25-tariffs#:~:text=economic%20self%2Dreliance.-,Understanding%20the%20Tariff%20Structure,exports%20to%20the%20United%20States.)

INDIAN ECONOMIC OUTLOOK

Previous years' GDP figures were significantly revised upward, underscoring the inherent strength in India's domestic demand, the nation's biggest growth driver. Particularly, the growth rate for fiscal 2023 to 2024 was revised upward by 1 percentage point, and it is now pegged at an impressive 9.2%—the highest in 12 years (excluding the post-pandemic rebound; figure 1).



Besides, the apparent "slowdown" in fiscal 2024 to 2025 has partly been a consequence of election-driven uncertainty (with both India and the United States going to the polls), disruptions driven by more-than-anticipated rainfall till the third quarter, and volatility in global trade networks in the last two quarters. Not to mention, the growth over the year is being compared against a significantly elevated economic base driven by revised figures for the past year.

Deloitte's forecast for India has been optimistic, compared to market consensus, and GDP data revisions in the past years reinforce confidence in the Indian economy's inherent strength, which has surpassed optimistic Deloitte projections in the past. This optimism is carried forward, as we see a good jump in high-frequency indicators such as goods and services tax, auto sales, and sales of fast-moving consumer goods in recent months. Deloitte forecasts annual growth of 6.3% to 6.5% in fiscal 2024 to 2025.

Two opposing forces are set to define India's economic trajectory in fiscal 2025 to 2026:

- **The potential positive impact of tax incentives:** The Union Budget's tax stimulus could raise GDP at least by 0.6% to 0.7% this fiscal. Besides, lower inflation, range-bound global oil prices, lower

borrowing rates, and more liquidity (due to the easier monetary policy), and a more certain global environment by the end of the year will help boost sentiment. All of these factors will considerably push domestic consumer spending and investments forward.

- **The potential negative impact of uncertainty in global trade networks:** At the time of writing, India faces an ad valorem baseline tariff rate of 10% on its goods exports to the United States. Since this rate is applicable over and above the 2023 trade-weighted average most-favored nation (MFN) tariff rate of 2.2%, the effective trade-weighted average MFN tariff rate stands at 12.2%.[5] The remaining potential differential tariff rate imposed on India, of 16% (for a total reciprocal tariff rate of 26%, which varies across countries and is currently paused for three months), could take the effective trade-weighted average MFN tariff rate to 28.2% on India's exports to the United States by the end of the fiscal year. This may potentially shave 0.1% to 0.3% off India's growth.

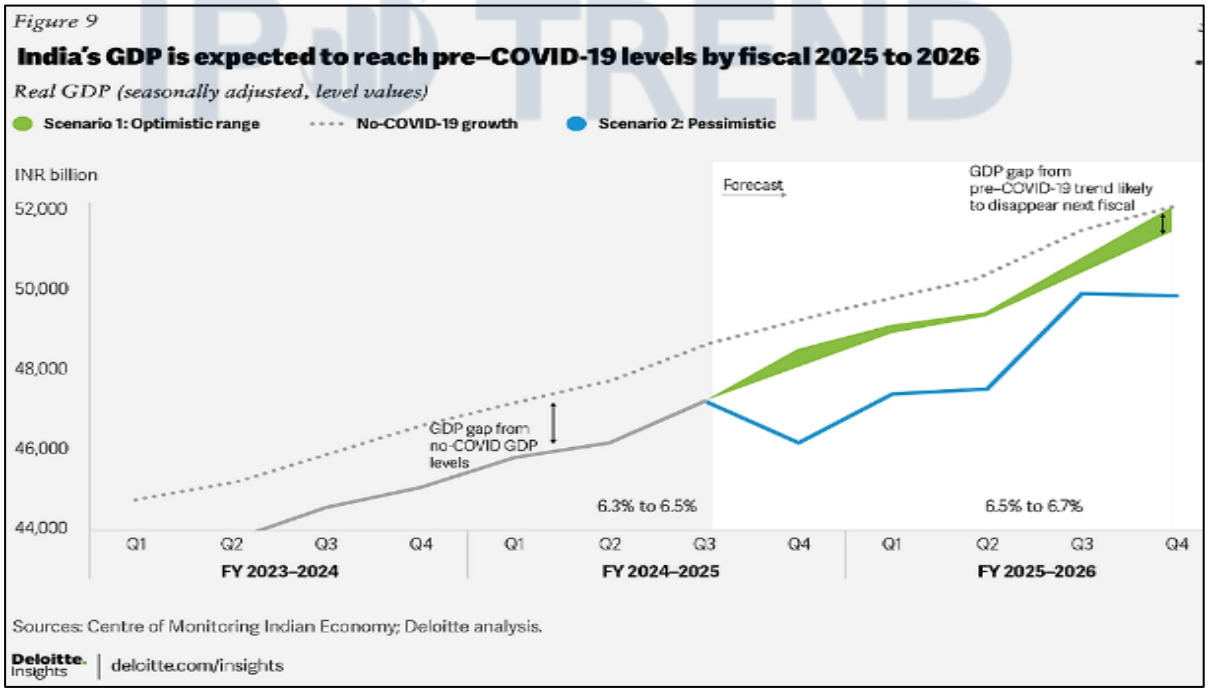
Considering the net impact of these two factors on growth (discussed at length in this edition), Deloitte remains cautiously optimistic about growth in the current fiscal (with likely growth between 6.3% and 6.5%), and forecasts growth between 6.5% and 6.7% in the next (2025 to 2026).

WHAT LIES AHEAD: Effect of Tariffs on Economic Fundamentals

In our baseline optimistic projections for this quarter, we factored in both the possible boost to consumer spending due to tax cuts and the adverse impact of global trade on India's goods trade balance (as discussed in previous sections).

The tax exemptions announced in the budget will increase consumer spending and may boost GDP by 0.6% to 0.7%. However, uncertainty around the tariff rates imposed by the United States on Indian exports could offset those gains by 0.1% to 0.3%. Deloitte's outlook remains optimistic, but cautious.

Under the baseline scenario, Deloitte predicts growth in the range of 6.3% to 6.5% in fiscal year 2024 to 2025 and between 6.5% and 6.7% in the current fiscal (figure 9).



Deloitte remains confident that trade uncertainties may settle as India and the United States reach a bilateral trade agreement by fall this year. This would lead to better visibility into global trade for the rest of the year and improve India's net exports. This, together with India's strong consumer spending levels and possibly lower inflation, may encourage investors to move on with investment decisions.

(Source- https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html)

GLOBAL APPAREL MARKET

The global apparel market is now worth $1.84 trillion and accounts for 1.6% of the world's GDP. After taking a hit due to the COVID-19 outbreak, the markets have recovered and thrived with people buying 60% more clothes than they did a couple of decades ago.

Apparel Industry Statistics Highlights

- The global apparel market is estimated to be valued at $1.84 trillion in 2025 accounting for 1.63% of the world's GDP.
- Out of the global workforce of 3.62 billion people, 430 million work in fashion and textile production
- The United States with apparel revenue of $365.70 billion, China ($313.82 billion), and India ($101.39 billion) are the biggest apparel markets globally.
- The average US household spends around $162 per month on apparel.
- 58% of consumers tend to shop for apparel in-store rather than online.

Fashion Industry Insights for 2025:

- Europe's falling inflation and increased tourism will boost the fashion industry, while growth in Asia (Japan, Korea, India) may offset uncertainty in China.
- The "Silver Generation" (50+) holds 72% of U.S. wealth, presenting growth opportunities for brands that cater to this group.

- 50% of fashion executives see generative AI as key for product discovery in 2025, and 82% of customers want AI to reduce shopping research time.
- 63% of fashion brands are lagging behind 2030 decarbonization goals, but only 18% of executives see sustainability as a top growth risk for 2025.

(Source: https://www.uniformmarket.com/statistics/global-apparel-industry-statistics)

MARKET SIZE

The global apparel market size was valued at USD 1.8 trillion in 2024 and is estimated to grow at a CAGR of over 3.3% from 2025 to 2034. The factors, such as the increasing popularity of casual clothing and athleisure, changing social media trends, growth in disposable incomes, as well as the expansion of e-commerce, are all contributing to the growth of the global apparel industry.

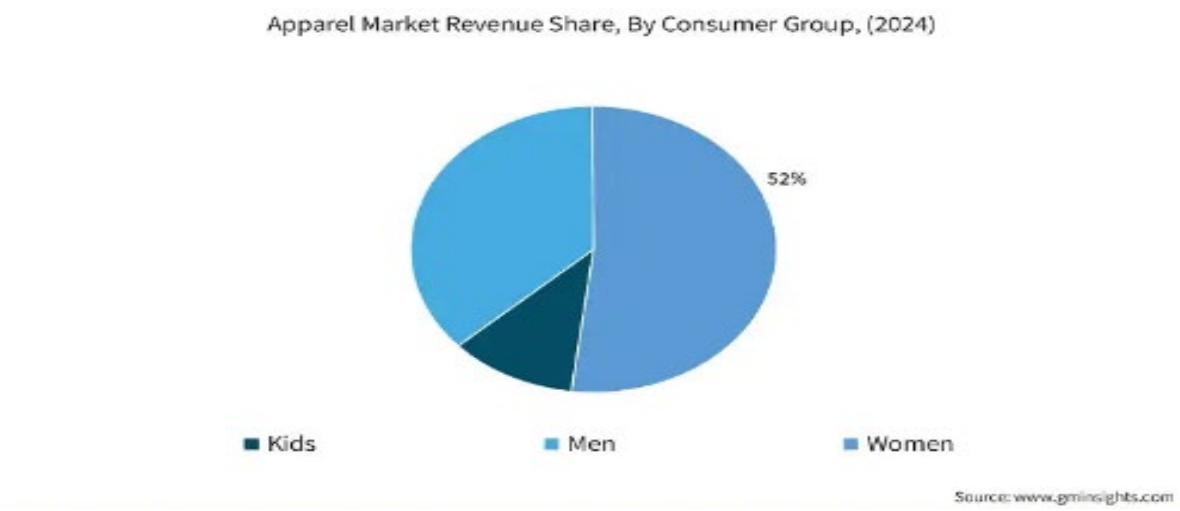
One of the major reasons for this trend is the vast expansion of the internet and smart mobile devices, which makes online shopping for several goods, including clothing, much easier and more cost-effective. Countries in Asia-Pacific and Africa have seen significant increases in income; consequently, more people are able to afford quality and diverse apparel, which increases their overall spending. The trend of fast fashion is benefiting greatly as people are looking for trendy yet affordable clothes; on the other hand, being eco-friendly is becoming a new trend in the fashion industry, hence giving **sustainable clothing** more attention.

Market Trends

- Consumers demand more and more organic cotton from eco-friendly and sustainable brands, as well as more hemp and recycled polyester and plant-based fabric. Brands are optimizing the production process and switching to sustainable materials in an attempt to meet ecological requirements. There is an increasing trend of wanting to personalize products such as clothing and other made-to-order items, for example, with embroidery and monogramming. Brands themselves employ technology to provide tailored fits, colors, and different styles.
- The use of technology in clothing, programmed sensors, smart fabrics, conductive fabrics, and wearable electronics is expected to receive increasing approval. Intelligent fabrics are able to control biometrics of the body and change according to the surroundings; therefore, providing functionality. Apparel brands are venturing into the international market, especially in Asia-Pacific, identifying a growing middle class developing a desire for fashion.

Market Analysis

Based on the consumer group, the apparel market is categorized as kids, men, and women. In 2024, the women's market held almost 52% of total market share and is projected to grow at a CAGR of 3.6 between 2025 and 2034. There is also a demand for soft fabric such as cotton, fleece, and jersey employed in loungewear, sleepwear, and casual dresses, giving comfort and style in one garment. Women are also the ones shopping more for eco-friendly clothing that has been made of organic, recycled, or upcycled fabrics. Eco-friendly packaging, slow fashion, and carbon-neutral production methods are trending.



(Source: https://www.gminsights.com/industry-analysis/apparel-market)

KIDS APPAREL MARKET GLOBALLY

The global children's wear market size reached USD 302.1 Billion in 2024. Looking forward, IMARC Group expects the market to reach USD 437.1 Billion by 2033, exhibiting a growth rate (CAGR) of 4.2% during 2025-2033. The keenness among people to follow fashion trends influenced by social media and celebrity endorsements, need for sustainable and health-conscious clothing, and continuous advancements in design and technology are some of the factors impelling the market growth.

Children's Wear Market Trends:

- ***Growing Emphasis on Sustainability and Ethical Practices***

Parents are becoming aware about the environmental and social consequences of their buying choices, resulting in a rising desire for sustainable and ethically produced clothing. Companies are focusing on sustainability by incorporating organic materials and decreasing carbon emissions, which is propelling the market growth.

- ***Rise of Online Retail Channels and Omnichannel Strategies***

The emergence of online retail platforms and the adoption of omnichannel tactics are offering a favorable children's wear market outlook. Online platforms offer a convenient alternative for parents to make purchases without the need to physically go to stores. Omnichannel strategies effortlessly combine digital and physical channels to improve user interaction. Companies allocate funds to digital advertising, easy-to-navigate websites, and mobile applications to enhance their visibility on the internet. Moreover, building physical stores enhances digital initiatives by offering hands-on experiences to buyers and strengthening brand recognition.

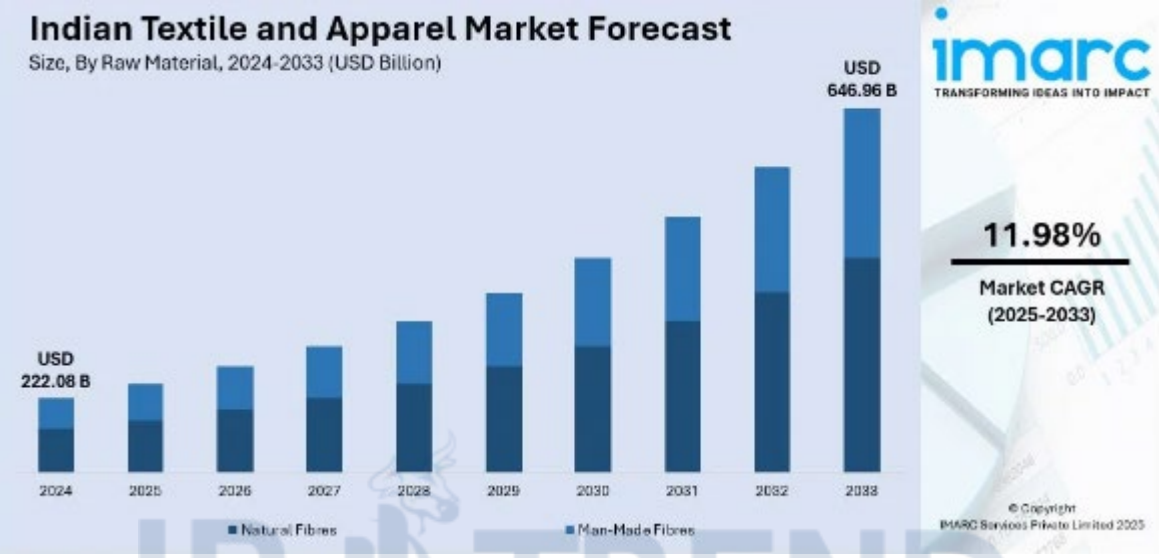
- ***Shift in Parental Preferences towards Gender-Neutral Clothing***

Parents are intentionally turning away from traditional gender expectations, opting for adaptable styles and colors appropriate for any child. This change is in line with larger social movements that support inclusivity and diversity, encouraging companies to expand their offerings to cater to a more diverse range of preferences and identities. By providing gender-neutral choices, brands support parents' changing preferences and help promote an inclusive atmosphere for kids to freely express themselves beyond societal norms.

(Source:https://www.imarcgroup.com/children-wear-market#:~:text=The%20global%20children's%20wear%20market,disposable%20incomes%2C%20and%20changing%20lifestyles.)

INDIAN APPAREL MARKET OVERVIEW

The Indian textile and apparel market size was valued at USD 222.08 Billion in 2024. Looking forward, IMARC Group estimates the market to reach USD 646.96 Billion by 2033, exhibiting a CAGR of 11.98% from 2025-2033. The rising need for high-end clothes and smart textiles, increasing initiatives from the Indian government to help weavers, and growing use of ethical sustainable materials are key factors that drive the market.



Worldwide market shifts provide the textile and apparel market with lucrative opportunities. Political unrest in countries, like Bangladesh, has pushed global stores to seek other sources, and they see India as a profitable option. To address this, India's government plans to boost financial support for the textile industry. This includes cutting taxes on main raw materials such as polyester and viscose staple fiber. These ideas aim to make the industry compete better worldwide. Also, India's broad range of products and cultural mix are making it a global textile leader pushed by sustainability and tech-driven initiatives.

Indian Textile and Apparel Market Trends:

- ***Growth in Domestic Consumption:*** The growing buying power of India's middle class is driving demand for high-end and branded apparel. Furthermore, the exponential growth in online shopping is making apparel more accessible in rural and urban markets. Brands are using digital media and AI-powered personalization to drive customer experience, which leads to higher engagement and repeat purchase. The government is also helping businesses by implementing incentives for local producers and making India a global textile export hub. With the right economic environment, India's apparel and textile sector is poised to thrive, becoming one of the world's largest and fastest-growing markets.

- ***Strengthening Export Potential and Global Market Presence:*** India's apparel and textile sector is consolidating its global position by expanding into new geographies and deepening trade alliances. The government's PLI scheme is promoting large-scale manufacturing of man-made fibers and technical textiles, which will position India as a player alongside global peers China and Vietnam. Furthermore, Free Trade Agreements with markets like the United Kingdom, the European Union,

and Australia are promoting the de-barring of trade as well as more export opportunities. India's technical textiles industry is expanding rapidly, serving the automotive, healthcare, and infrastructure industries. Furthermore, India is also leveraging geopolitical changes, as global brands are diversifying supply chains and looking toward India becoming a stable and competitive supply platform. With strategic investments, improved logistics, and the government's larger support, textile exports from India are headed for a healthy revival, placing it as the top supplier within the global business of textiles.

- ***Rising Focus on Sustainability and Eco-Friendly Textiles:*** Sustainability is emerging as a key driver of growth for the industry, as more and more companies adopt green practices. India is among the world's largest producers of organic cotton, with over 300 Global Organic Textile Standard (GOTS)-certified textile units, and a world leader in the production of sustainable fabrics. Recycled fibers, water-saving dyeing, and solar-powered textile mills are finding favor, as the market for eco-fashion is growing. India's leading fashion brands are now adopting circular economy designs, with minimal waste and maximum recycling of resources. The government has initiated policies to incentivize zero-liquid discharge manufacturing and reward green textile production. Leading international fashion brands are now importing sustainable fabrics from India, recognizing its ability to produce high-quality, environment-friendly products. With growing innovation, greater investment in green technology, and strong policy support, India is likely to emerge as a hub for sustainable textiles, catering to the growing global demand for responsibly produced apparel.

. (Source: https://www.imarcgroup.com/indian-textiles-apparel-market)

India Clothing Industry Analysis:

India Clothing Market Growth Drivers

- **Rise of E-commerce and Online Shopping:** The Indian clothing market has significantly benefited from the rise of e-commerce platforms. Flipkart's reach in the Indian e-commerce market is significant, with over 300 million registered users as of 2023.
- **Influence of social media and Fashion Influencers:** Social media platforms like Instagram, Facebook, and YouTube have become crucial marketing tools for the clothing industry. As of 2024, India has over 500 million social media users, and the influence of fashion bloggers and influencers has skyrocketed. The rise of "fast fashion" is closely tied to social media.
- **Increased Demand for Sustainable and Ethical Fashion:** The growing awareness of environmental issues has led to a significant shift towards sustainable and ethical fashion in India. As of 2024, the sustainable fashion segment has grown substantially, with brands like Fabindia, B Label, and No Nasties leading the way. Government initiatives like the "Sustainable Textile Mission" launched in 2023 aim to promote sustainable practices.
- **Expansion of Organized Retail:** The expansion of organized retail, including malls and branded retail stores, has played a crucial role in the growth of the clothing market. This growth is driven by the increasing number of shopping malls and retail outlets in Tier II and Tier III cities.

India Clothing Market Government Initiatives:

- **Production Linked Incentive (PLI) Scheme for Textiles (2021):** Launched in 2021, the Production Linked Incentive (PLI) scheme for textiles aims to promote the production of man-made fiber (MMF) apparel and technical textiles in India. The scheme offers financial incentives to manufacturers based on their incremental production and sales.

- **Scheme for Integrated Textile Parks (SITP) (2005):** The Scheme for Integrated Textile Parks (SITP), launched in 2005, aims to provide world-class infrastructure to the textile industry. The scheme offers financial support for the development of textile parks, promoting investment in the sector. As of 2024, over 59 textile parks have been sanctioned under the SITP.

- **National Technical Textiles Mission (2020):** The National Technical Textiles Mission, launched in 2020, aims to promote the growth of the technical textiles sector in India. As of 2024, the government has allocated INR 1,480 crore for the mission.

(Source: https://www.kenresearch.com/industry-reports/india-clothing-market)

India Clothing Market Future Outlook:

The India Clothing market is expected to show significant growth driven by increased consumer spending, digital transformation, and enhanced market penetration.

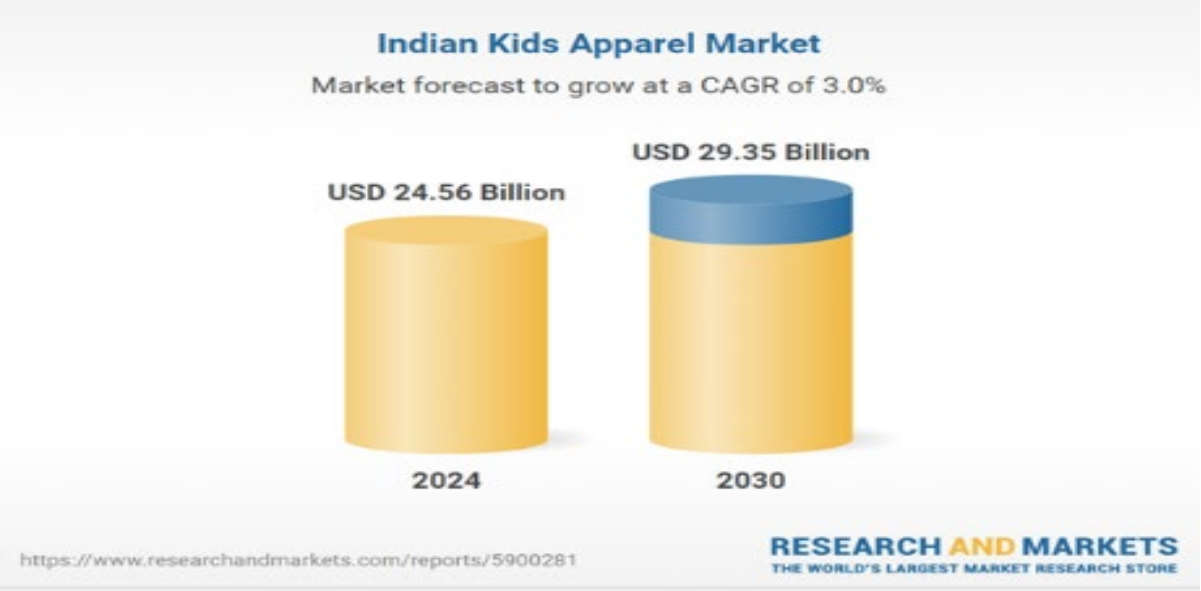
Future Market Trends

- **Adoption of Technology in Fashion Retail:** The adoption of technology in fashion retail is transforming the Indian clothing market. In 2024, advancements in AI, big data analytics, and augmented reality (AR) are revolutionizing how brands interact with consumers. AI-driven personalization tools offer customized shopping experiences, while AR enables virtual try-ons, enhancing customer engagement and satisfaction.
- **Growth of Athleisure and Comfort Wear:** The athleisure trend, combining athletic and leisurewear, has gained immense popularity in India. As of 2024, the demand for athleisure and comfort wear has surged, driven by the increasing focus on health and fitness and the shift towards remote working.
- **Rise of Direct-to-Consumer (DTC) Brands:** The rise of direct-to-consumer (DTC) brands is a notable trend in the Indian clothing market. DTC brands bypass traditional retail channels, selling directly to consumers through online platforms.

(Source: https://www.kenresearch.com/industry-reports/india-clothing-market)

KIDS APPAREL MARKET IN INDIA

The India Kids Apparel Market was valued at USD 24.56 Billion in 2024 and is projected to reach USD 29.35 Billion by 2030, rising at a CAGR of 3.01%. This growth is fueled by rising disposable incomes, increasing urbanization, and greater awareness of children's fashion preferences. Indian parents now prioritize comfort, quality, and style, boosting demand for branded and sustainable clothing options. E-commerce platforms have expanded reach and convenience, offering broad selections and influencing purchasing behavior. Trends such as character-themed apparel, seasonal collections, and social media influence are reshaping consumer expectations. With a growing child population and aspirational middle-class families across urban and semi-urban areas, both domestic and global brands are actively investing in this expanding segment.



Key Market Drivers

Rising Disposable Incomes and Urbanization

A key growth driver for the kids apparel market in India is the increase in disposable incomes, particularly among middle-class households in urban and semi-urban areas. India's per capita disposable income rose from USD 2.11 thousand in 2019 to USD 2.54 thousand in 2023, empowering families to spend more on quality children's clothing. Urbanization is transforming consumption patterns, with lifestyle upgrades and increased access to modern retail formats influencing parents to opt for stylish and branded kidswear. Exposure to global fashion trends, driven by metropolitan living, has shifted buying behavior from basic needs to occasion-specific and premium apparel choices. Additionally, dual-income households now have greater spending power, leading to higher demand across categories such as festive wear, premium outfits, and custom-designed clothing. These developments signal continued demand growth as economic and urban trends evolve.

(Source: https://www.researchandmarkets.com/reports/5900281/india-kids-apparel-market-region-competition#:~:text=The%20India%20Kids%20Apparel%20Market,more%20on%20quality%20children's%20clothing.)

OUR BUSINESS

Some of the information in the following section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Red Herring Prospectus. You should read ***"Forward – Looking Statements"*** *on page no 28 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read* ***"Risk Factors"*** *and* ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations"*** *on page nos. 43 and 297 of this Draft Red Herring Prospectus, respectively, for a discussion of certain factors that may affect our business, financial condition or result of operations.*

You should read the following discussion in conjunction with our Restated Financial Statements for the financial years ended March 31, 2025, 2024 and 2023. Our Restated Financial Statements for the Fiscals 2025, 2024 and 2023, have been prepared under Indian Generally Accepted Accounting Principles ("IGAAP"), the Companies Act and the SEBI ICDR Regulations. For further details, please see ***"Financial Information"*** *on page no. 255 of this Draft Red Herring Prospectus.*

To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with ***"Risk Factors"***, ***"Industry Overview"***, ***"Financial Information"***, *and* ***"Management Discussion and Analysis of Financial Condition and Results of Operations"*** *beginning on page nos. 43, 156, 255 and 289 of this Draft Red Herring Prospectus respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus.*

Unless the context otherwise requires, in this section, a reference to the "FTL", "Company" or "we", "us" or "our" means Fascinate Textiles Limited.

OVERVIEW

Our Company was originally incorporated on February 09, 2017 as a Private Limited Company in the name and style of "Fascinate Textiles Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata. Further, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the shareholders of our Company at the Extra- Ordinary General Meeting held on 25th April, 2025, and consequently the name of our Company was changed from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited" and a fresh certificate of incorporation dated May 20, 2025 pursuant to conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Central Registration Centre bearing CIN: U17299WB2017PLC219383.

We are engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans menswear, womenswear, and childrenswear, with a significant portion of our output focused on garments for children. Our offerings include t-shirts, joggers, vests, leggings, shorts, and infant wear, among others, catering to a variety of end-use segments and age groups.

We are an ISO 9001:2015 certified company. This certification reflects the presence of defined quality management systems and standardised operational procedures across our processes. It reinforces our

ability to meet buyer specifications consistently, supports compliance with international trade norms, and contributes to the facilitation of cross-border operations, including import and export.

We develop samples both in response to themes and mood boards provided by buyers, as well as through our own in-house design initiatives. Once a sample receives approval, we undertake production at our manufacturing facility. Our garments are supplied to large-format retailers and wholesalers in the local market.

Our manufacturing activities are primarily concentrated in Barasat, North 24 Parganas, West Bengal, where we own and operate our production facility. Most operations following fabric processing including cutting, printing, stitching, and finishing are conducted in-house. We manage design development, sample creation, and production schedules internally through a team of merchandisers, each assigned to specific buyers to ensure continuity and coordination.

We procure yarn, which is then sent for knitting and dyeing through external job workers. Once the processed fabric is received, all subsequent manufacturing operations are carried out within our facility. A significant portion of our production infrastructure is automated, including the use of automatic printing and sequencing machines. This integration of technology enables us to maintain consistency, enhance efficiency, and uphold quality across our product offerings.

OUR JOURNEY AND LEADERSHIP

We began our journey in 2017, when our founder, Mr. Vishal Nahar, established Fascinate Textiles Private Limited with the objective of creating a cost-effective and a quality-focused garment manufacturing setup. Mr. Nahar has been associated with a family run proprietorship firm operating in the apparel sector, he brought with him a practical understanding of buyer expectations, production processes, and market dynamics.

In the initial phase, we operated with a small setup, catering to the domestic market. From the beginning, our approach was to ensuring timely deliveries, and staying closely aligned with client requirements. Between 2018 and 2019, we gradually expanded our capacity and added in-house printing tables, which allowed us greater control over production timelines and consistency. It was also during this period that we started building long-term relationship with one of the retail brand with multiple outlets.

In 2021, the Company expanded its manufacturing capabilities through investments in machinery and consolidated operations by merging with the existing family-run proprietorship business.

In 2022, we started building a new, consolidated manufacturing facility on land which we had recently acquired. During this time, we also achieved SEDEX certification. Additionally, another retail client commenced business with us during this period.

By 2023, we had shifted our main operations into the new facility while retaining the previous unit to support overflow and peak season orders. This allowed us to enhance production capacity and service a wider range of requirements. In 2024, we undertook further automation initiatives, acquired two partnership firms, and added automatic printing and cutting equipment. We also laid the foundation for our own brand and applied for its trademark.

In 2025, we formally launched our local sales operations. Work on brand development also progressed during this time, as we diversified our presence across market segments.

Throughout this journey, we have remained focused on building stable systems, strengthening our internal capabilities, and staying aligned with buyer needs. Under the continued leadership of Mr. Nahar, our team remains committed to delivering consistent, compliant, and quality-driven production.

FINANCIAL SNAPSHOT

			(Amt. in Rs. Lakhs except %)
Particulars	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Revenue from operations (1)	6,024.73	2,888.02	2,185.35
EBITDA (2)	1,001.13	168.49	92.57
EBITDA margin (%) (3)	16.62%	5.83%	4.24%
Profit After Tax (PAT) (4)	581.11	47.78	35.68
PAT Margin (%) (5)	9.65	1.65	1.63
Return on Equity (%) (6)	78.00%	13.31%	14.00%

Notes:
(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements
(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
(4) Profit After Tax means calculation of profit after deducting taxes
(5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
(6) Return on Equity is ratio of Profit after Tax divided by Shareholder Equity

OUR STRENGTHS

1. End-to-End Manufacturing Capability

We follow an integrated approach to garment manufacturing, where most key operations are carried out in-house. Only knitting and dyeing are undertaken through external job work.

This setup allows us to maintain control over quality and timelines, enabling a smoother flow of production and a more coordinated response to client requirements. Having dedicated merchandisers for each buyer ensures close monitoring of every stage from tracking fabric availability and aligning with seasonal trends to final execution making the process more efficient and structured.

Our primary focus has been on kids wear, which often involves fast-changing designs, multiple print variations, and seasonal collections. The in-house model gives us the flexibility to respond quickly once

a design is approved. Over time, this structure has supported our growth in production volumes across categories, as shown below:

Production Volume of the Products					
Sl. No	**Name of the Product**	**uts**	**FY 2025**	**FY 2024**	**FY 2023**
1	Kids Garment	Pcs	15,42,963.00	15,24,430.00	5,83,895.00
2	Infant Garment	Pcs	10,45,861.00	42,114.00	2,24,545.00
3	Women's Garment	Pcs	3,02,451.00	3,39,552.00	3,26,461.00
4	Men's Garment	Pcs	2,16,602.00	-	-
5	Fabric	Kgs	4,36,775.10	1,42,057.10	1,91,934.90
6	Yarn	Kgs	2,15,623.30	-	-
	Total		**37,60,275.40**	**20,48,153.10**	**13,26,835.90**

These figures reflect our evolving capacity and ability to cater to growing demand across different garment segments. Our integrated manufacturing model not only streamlines operations but also helps ensure that we are well-positioned to meet client expectations.

2. Versatile Product Range with Customisation Capabilities

We produce a wide range of garments including t-shirts, joggers, co-ords, kids wear, and casualwear. These are made using different types of fabrics and finishes, which helps us cater to a variety of customer preferences and seasonal needs.

Our production setup is designed to handle different kinds of designs and details such as prints, embroidery, special washes, and custom trims. This makes it easier for us to work with specific requests from buyers without major changes to our process.

Because of this flexibility, we can support both bulk and small-batch orders, respond to design trends, and develop collections across different age groups and product types. It also allows us to keep our production lines active throughout the year, supporting steady utilisation and timely delivery.

Period	No. of Products Added
FY 2025	2
FY 2024	3
FY 2023	2

3. Quality Control Framework

We have implemented a structured, multi-stage quality control process to ensure consistency in every production cycle. This process is managed by a third-party partner and includes checks at the raw material stage, in-line inspections during stitching and finishing, and final audits based on the Acceptable Quality Limit (AQL) before dispatch.

Our third-party quality assurance partner follows standardized procedures that are aligned with buyer specifications and industry norms. We facilitate these inspections according to our clients' protocols. This system helps us identify and resolve issues early, which in turn reduces rejection rates and ensures that the final garments meet the expectations set during the initial sampling and approval stages.

Total Expense Incurred (Amt in Rs Lakhs)	
Period	**Expense Amount**
FY 2025	14.40

FY 2024	9.46
FY 2023	5.14

4. Business Model – Order Driven Approach

We operate on an order-driven production model, with the majority of our sales generated through B2B transactions with large retail clients and a smaller proportion derived from B2C sales under our own brand. Manufacturing commences only upon prior approval of product samples from buyers and receipt of a confirmed purchase order. This process ensures that each production batch is customised to client specifications, thereby enhancing customer satisfaction and minimizing production errors. By aligning manufacturing closely with actual demand, the risk of overproduction and unsold inventory reduces, raw material procurement is optimised, and plant capacity is utilized efficiently. This approach also enables better working capital management and supports consistent on-time delivery, as production schedules are planned in advance based on confirmed requirements.

Revenue Bifurcation (Amt. in Rs. Lakhs)							
Sl No.	**Particulars**	**Fiscal 2025**	**% of total revenue**	**Fiscal 2024**	**% of total revenue**	**Fiscal 2023**	**% of total revenue**
1	B2B	5,910.01	98.10	2,878.48	99.7	2,185.35	100.0
2	B2C	114.72	1.90	9.55	0.30	-	-
	Total	**6,024.73**	**100**	**2,888.02**	**100**	**2,185.35**	**100**

5.Experienced Management and Workforce

We are guided by a team with experience across garment manufacturing, production planning, and merchandising. Their hands-on approach and understanding of market and buyer expectations enable effective coordination between design, sampling, and production cycles. This experience has contributed to building relationships with the buyers and ensuring timely deliveries with consistent quality.

Name	**Total Years of Experience**	**Relevant Industry**
Vishal Nahar	17	Textile
Varun Shah	2	Textile
Chirag Ahuja	5	Textile

Our in-house production is supported by a technically trained workforce, including pattern masters, stitching operators, merchandisers, and quality assurance personnel. This enables us to meet buyer specifications, manage order volumes efficiently, and uphold quality standards.

6. Locational Advantage

Our manufacturing facility is strategically located in Barasat, West Bengal, a region that provides significant practical advantages for our business. This location has been a meaningful contributor to our growth and continued operations over time.

Our proximity to Kolkata gives us smooth access to the city's major road, rail, and port infrastructure. This is essential for the timely movement of raw materials into our unit and for the efficient dispatch of finished goods. The ease of access to these transport networks helps us maintain consistent delivery timelines and coordinate effectively with our buyers. An additional benefit is that our facility is situated approximately 250 km from a major port, providing us support for our logistics operations.

This region has a concentration of workers in the garment manufacturing sector. We have engaged workforce, with many from local communities familiar with stitching and related processes. This has supported our ability to manage production volumes while adhering to product specifications. The location also provides access to raw materials and cheaper labour, which supports our production costs and supply chain.

The road and rail infrastructure links us to markets in Eastern, Northeastern, and Central India. This has enabled us to serve domestic demand and sustain supply chains. The industrial environment provides access to urban infrastructure and a workforce, which supports our production and operations.

7. Existing Relationships with Clients

We place emphasis on cultivating and sustaining long-term relationships with both our clients. These relationships form a critical part of our business model, particularly in the business-to-business (B2B) segment, where consistency, reliability, and trust are essential.

We have built partnerships since years with our clients, several of whom have maintained continuous associations over multiple years. These associations have significantly contributed to revenue stability, high client retention rates, and consistent order volumes. The table below highlights select key customers and their years of association with us:

No of Customers	Association Since
1	2019
2	2022
3	2023

These existing relationships not only support recurring business but also reinforces industry credibility, often resulting in referrals and expansion of its client base.

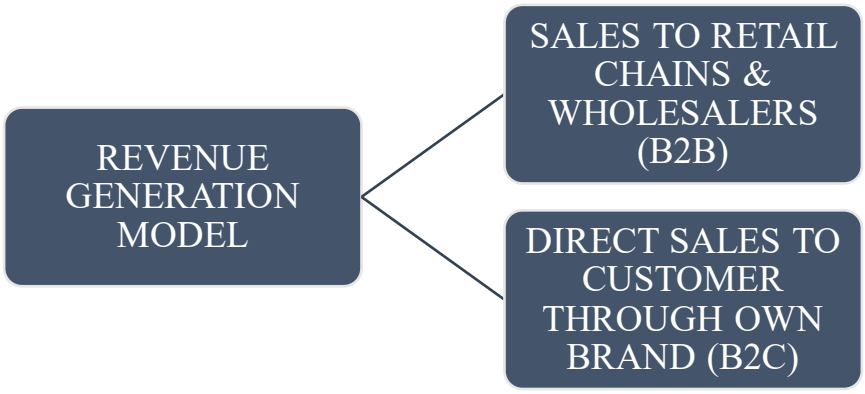
IPO TREND

BUSINESS SEGMENTS

Our revenue is primarily derived from the sale of garments and fabrics. The table below provides a breakdown of revenue and its percentage contribution by business segment for the fiscal years ended March 31, 2023, 2024, and 2025.

Revenue from Various Business Segment (Amt. in Rs. Lakhs)							
SL NO.	**Business Segment**	**Fiscal 2025**	**% of Total Revenue**	**Fiscal 2024**	**% of Total Revenue**	**Fiscal 2023**	**% of Total Revenue**
1	Kids Garments	2,156.57	35.80	1,847.09	63.96	780.51	35.72
2	Infant Garments	1,120.54	18.60	69.52	2.41	244.56	11.19
3	Women's Garment	403.76	6.70	454.98	15.75	491.10	22.47
4	Men's Garment	690.90	11.47	-	-	-	-
5	Yarn	583.30	9.68	-	-	-	-
6	Knitted Fabric	700.15	11.62	516.43	17.88	669.08	30.62
7	Woven Fabric	369.50	6.13	-	-	0.10	0.00
	Total	**6,024.73**	**100.00**	**2,888.02**	**100.00**	**2,185.35**	**100.00**

REVENUE GENERATION MODEL



Our revenue generation model is structured around the Domestic segment, which includes both business-to-business (B2B) manufacturing and business-to-consumer (B2C) sales under our own brand. Each channel operates with tailored strategies to effectively serve its market.

Sales to Retail Chains and Wholesalers (B2B)

In the B2B segment, garments are supplied directly to retail chains operating across multiple locations and wholesalers. These clients place repeat orders based on established relationships and prevailing market demand.

Our sales activities include engaging buyers through curated sample presentations and negotiating commercial terms such as pricing, delivery schedules, and payment conditions. We tailor our product offerings through custom and trend-driven samples to meet specific client preferences.

Our pricing is competitive, reflecting the efficiencies and scale we achieve through in-house manufacturing. To support ongoing revenue, we maintain post-sales communication by collecting feedback and developing samples for upcoming collections, encouraging repeat business and long-term client retention.

Direct Sales to Consumers – Own Brand (B2C)

Sales under our own brand are conducted through direct communication with consumers. We manage the entire customer journey, encompassing order processing, payment handling, and direct shipping. This direct-to-consumer model facilitates competitive pricing, a direct feedback mechanism, and brand engagement.

Our geographical presence:

Our manufacturing activities are primarily carried out in one state, with products supplied to customers across several regions in India. Through these operations, we have built a presence in multiple states, and our revenue reflects contributions from a range of markets.

A state-wise breakdown of revenue is provided below:

State-Wise Revenue Bifurcation (Amt in Rs Lakhs)							
Sr no	**State**	**Fiscal 2025**	**% of total Revenue**	**Fiscal 2024**	**% of total revenue**	**Fiscal 2023**	**% of total revenue**
1	Andhra Pradesh	17.72	0.29	4.10	0.14	-	-
2	Assam	11.07	0.18	2.44	0.08	0.32	0.01
3	Delhi	322.79	5.36	153.58	5.32	17.21	0.79
4	Gujarat	0.91	0.02	3.37	0.12	1.82	0.08
5	Haryana	129.61	2.15	49.71	1.72	3.46	0.1
6	Karnataka	2,304.10	38.24	1611.16	55.79	1264.57	57.87
7	Maharashtra	130.99	2.17	61.67	2.14	3.65	0.17
8	Punjab	-	-	0.36	0.01	0.98	0.04
9	Tamil Nadu	36.14	0.60	11.12	0.39	-	-
10	Telangana	18.14	0.30	5.91	0.20	1.02	0.05
11	Uttar Pradesh	25.15	0.42	211.14	7.31	129.39	5.92
12	Uttarakhand	-	-	-	-	0.9	0.04
13	West Bengal	3,028.11	50.26	773.47	26.78	762.04	34.87
	Total	**6024.73**	**100.00**	**2,888.02**	**1,00.00**	**2,185.35**	**100.00**

Capacity and Capacity Utilization

Our manufacturing activities takes place from a single production unit located in Barasat, West Bengal. This integrated facility is equipped for large-scale garment production, handling key processes such as cutting, stitching, finishing, and in-house quality control.

Unit wise production and installed capacity for readymade garments, measured in pieces (pcs):

Period	Capacity (Pcs)	Production (Pcs)	% Utilization
2024-25	21,00,000	15,53,938.50	74.00%
2023-24	21,00,000	9,53,048.00	45.38%
2022-23	21,00,000	5,67,450.50	27.02%

Our Product Portfolio

INFANT WEAR		

KIDS WEAR

WOMENS WEAR

MENS WEAR		

Category wise Revenue: (Amt in Rs Lakhs)

Category	Product	Key Features	FY 24-25	% of Revenue	FY 23-24	% of Revenue	FY 22-23	% of Revenue
Infantwear	Bodysuit/ Onesies	Envelope neck, snap closure, flat seams	1,120.54	18.60	69.52	2.41	244.56	11.19
	Sleepsuits/ Rompers	Full length, front zipper or buttons, anti-slip feet						
	Bibs/ Caps/ Mitten/ Booties	Soft bands, non-irritant threads, baby safe finish						
	Blankets	Pre-washed softness, breathable weaves						
	Infant Gift Set	Thematic packaging, curated for gifting						
	Infant Cosets	Half to Half/ Dungarees in knits and woven						

IPO TREND

	Infant Frocks	Regular Frill Frocks/ Party Frocks/ Mesh Frocks						
	Infant Leggings	Capri/ Full Length						
Kids wear	T-shirts/ Tops/ Sweatshirts and hoodies/ Jackets	Soft wash, durable stitching	2,156.57	35.80	1,847.09	63.96	780.51	35.72
	Joggers/ Leggings	Ribbed waistbands, drawcords, pocket options						
	Shorts	Matching prints or themes						
	Dresses/ Frocks	Frills, gathers, lace detailing						
	Pajama/ Nightwear Sets	Comfort fit, matched tops and bottoms						
	Shirts (Boys & Girls)	Roll-up sleeves, contrast trims						
Menswear	T-Shirts	Enzyme washed, breathable fits, Polos	690.90	11.47	-	-	-	-
	Kurtas	Front pockets, button placket, tailored fits						
	Jacket	Front open, round neck						

IP TREND

Womenswear	Tops/ Tees/ Sweatshirt/ Hoodies	Fashion silhouettes, ruffed hems	403.76	6.70	454.98	15.75	491.10	22.47
	Lounge Pants/ Bottoms/ Leggings	Elasticated waist, relaxed fits						

RAW MATERIAL PROCURMENT STRATEGY

We procure a wide range of raw materials including yarn, fabric, threads, chemicals, accessories, and packaging materials from various states across India, depending on the nature of the material, availability, and supplier capabilities. The selection of suppliers is driven by consistency in quality, delivery timelines, and cost-effectiveness, allowing us to maintain stable production schedules and meet the quality expectations of our buyers.

A significant portion of yarn and fabric which are the primary raw materials for garment manufacturing is sourced from West Bengal, where our manufacturing unit is located. This proximity allows us to reduce lead time and logistics costs while ensuring better control over procurement cycles.

In addition to core materials, we procure threads, ribs, zippers, and other accessories from multiple locations, including Tamil Nadu, Maharashtra, Gujarat, and Delhi, depending on supplier specialisation. Chemicals used in fabric printing and processing are mainly procured from West Bengal, with occasional purchases from Delhi and Haryana.

Our procurement strategy is built around timely availability, regional supplier strengths, and maintaining quality across multiple categories.

A summary of raw material purchases by state and category over the past three fiscal years is tabulated below:

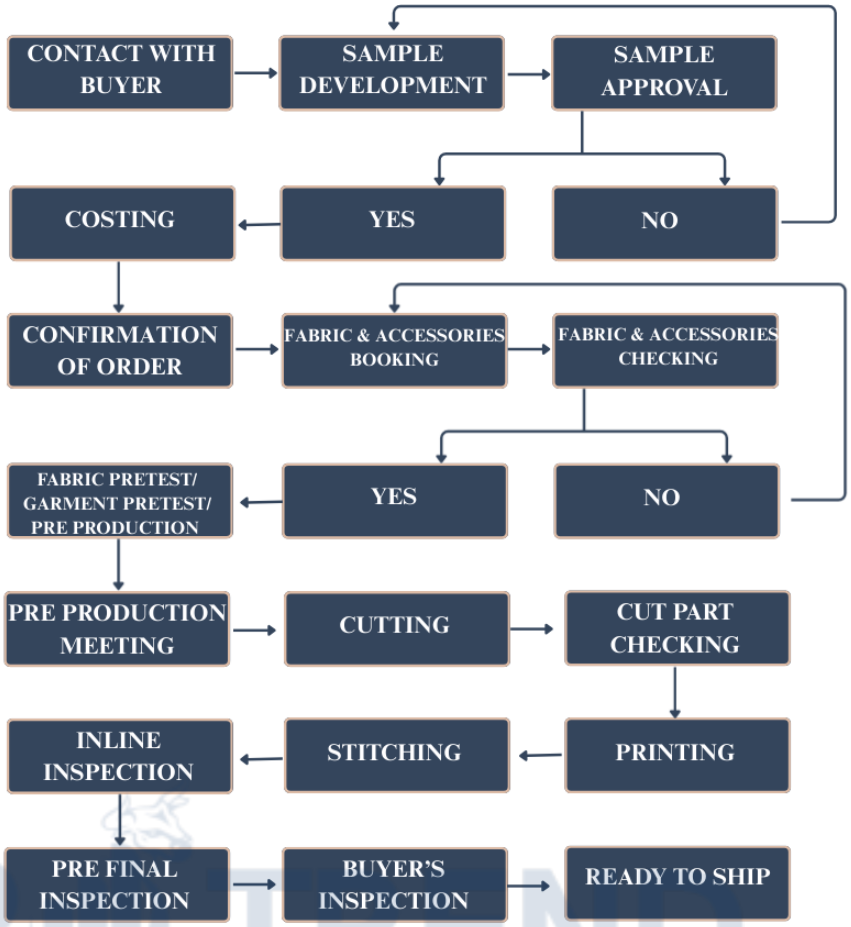
Amount Rs. in Lakhs

Head	**State**	**FY2023**	**FY2024**	**FY2025**
Cartoon	West Bengal	9.65	15.02	17.81
Cartoon Total		**9.65**	**15.02**	**17.81**
Chemical	Haryana	-	-	0.20
	Delhi	-	-	0.18
	West Bengal	16.11	36.96	46.11
Chemical Total		**16.11**	**36.96**	**46.49**
Fabric	Haryana	208.49	212.98	55.54
	Karnataka	10.22	29.48	19.20
	Maharashtra	9.09	14.79	4.63
	Delhi	14.03	28.54	105.34
	Gujarat	209.05	163.84	104.19
	Tamil Nadu	73.37	78.43	56.48
	West Bengal	428.74	1,054.15	2,309.37
Fabric Total		**953.00**	**1,582.20**	**2,654.75**
Others Accessories	Haryana	0.88	-	0.09
	Karnataka	-	-	0.15

	Maharashtra	15.81	17.36	24.37
	Uttar Pradesh	-	-	2.39
	Dadra and Nagar Haveli	-	-	7.24
	Delhi	0.45	1.20	5.98
	Gujarat	1.07	1.48	3.85
	Rajasthan	-	-	0.63
	Tamil Nadu	7.74	42.27	76.64
	Telangana	-	0.02	-
	West Bengal	88.29	159.88	126.22
Others Accessories Total		**114.24**	**222.22**	**247.56**
Polly	Maharashtra	0.02	-	-
	Dadra and Nagar Haveli	0.61	-	0.20
	Tamil Nadu	0.11	-	-
	West Bengal	14.87	27.16	47.10
Polly Total		**15.60**	**27.16**	**47.30**
Thread	West Bengal	21.81	30.19	50.17
Thread Total		**21.81**	**30.19**	**50.17**
Yarn	Haryana	-	9.41	-
	Tamil Nadu	-	6.01	-
	West Bengal	591.32	822.69	800.59
Yarn Total		**591.32**	**838.12**	**800.59**
Grand Total		**1,721.74**	**2,751.86**	**3,864.67**

IPO TREND

MANUFACTURING PROCESS



1. Contact with Buyer:

The process begins with initial contact, either through existing networks or new inquiries. Every buyer is assigned a dedicated merchandiser who becomes the single point of contact for all communications. This merchandiser is responsible for:

- Understanding the buyer's seasonal themes, product requirements, and volume expectations.
- Aligning internal capabilities with client timelines and budget.

By doing this clarity, responsiveness, and efficient decision-making is ensured. Merchandisers maintain detailed client folders and CRM (Customer Relationship Management) logs to track correspondence, feedback, and approvals, ensuring traceability and accountability.

2. Sample Development:

Once the buyer's requirements are clearly defined, the product development team begins working on initial samples. This involves a multi-disciplinary effort across design, sourcing, and production functions:

- Fabric base selection: Based on seasonality, design complexity, and target pricing, the appropriate knit or woven base is chosen (e.g., single jersey, interlock, rib, fleece).

- Print and embellishment development: Using a combination of proprietary print libraries, AI tools, and buyer references, unique print layouts are developed. Special finishes such as glitter, foil, or puff are also integrated where needed.
- CAD patterning and sampling: Patterns are drafted and graded in CAD (Computer Aided Design) systems for accuracy. Samples are stitched with proper trims and accessories to mimic final production.
- Cross-functional validation: Internal review of the sample by design, Quality Assurance, and merchandising teams before submission to the buyer.

3. Sample Approval

The buyer evaluates the sample on multiple parameters including:

- Alignment with mood board.
- Fit, fall, and finish.
- Print alignment and embellishment detailing.
- Construction quality and workmanship.
- Compliance with their internal benchmarks.

If modifications are needed, the sample is returned to the development stage and the changes are made according to the specifications. the revised sample is then resubmitted for final approval. Once approved this sample is finalized and becomes the standard against which all bulk production is benchmarked. This is shared across relevant departments to ensure uniformity.

4. Costing

The costing process begins after the buyer approves the sample. At this stage, the merchandising and accounts teams work together to prepare a detailed costing sheet. This includes the cost of fabric and yarn, trims and accessories, stitching and finishing operations, printing and other value additions, packaging materials, freight and forwarding charges, as well as general overheads.

Once the costing is prepared, it is reviewed by senior management to ensure it aligns with the margin requirements. The final costing is then shared with the buyer, and both parties engage in pricing discussions. These negotiations are based on actual input costs and the expected order size, allowing us and the buyer to arrive at a mutually acceptable price.

5. Order Confirmation

Once the buyer approves the sample and both parties agree on the commercial terms, a formal purchase order is issued. This document confirms the product specifications, quantities, delivery timelines, and pricing.

Upon receipt of the order, internal preparations are initiated to ensure timely execution. A work order is created, and the relevant teams are informed so that material procurement and production planning can begin. Each department aligns its tasks to meet the agreed timelines.

6. Fabric and Accessories Booking

Once the purchase order is confirmed and the sample is approved, the procurement process begins based on the Bill of Materials (BOM). The BOM outlines all raw materials required for the order, including fabric specifications, trims, and accessories.

Yarn is either drawn from in-house inventory or sourced from pre-approved vendors, depending on the requirement. The yarn is then sent to external units for knitting and dyeing, as per the fabric quality and construction specified in the approved sample. The procurement of accessories such as buttons, labels,

tags, elastics, and packaging materials are also initiated in parallel, in alignment with buyer standards and order volume.

7. Fabric and Accessory Checking

Upon receipt of raw materials, a dedicated Quality Control (QC) team conducts structured inspections:

- Fabric Inspection: Fabrics are tested for key parameters such as GSM, shrinkage, colour fastness, and any visual or structural defects.
- Accessory Inspection: Trims and accessories are checked for functional quality, color matching, tensile strength, and safety parameters especially where products are meant for children's wear.

If any material fails to meet the required standards, it is rejected and returned to the vendor for either replacement or for corrective action. Only materials that pass inspection are moved to the next step for production use. This ensures that only compliant inputs proceed to the next stage in the manufacturing process.

8. Fabric Pretest / Garment Pretest / Pre-Production

- Fabric Pre-Test (FPT): Laboratory testing of fabric for shrinkage, wash fastness, pilling, colorfastness, lead content, and azo-dye restrictions.
- Garment Pre-Test (GPT): A garment made with final trims is tested for construction strength, sizing accuracy, wear and wash durability.
- Pre-Production (PP): A full, production-ready sample using all approved inputs is made and sent to the buyer for sign-off. This acts as the final benchmark.

9. Pre-Production Meeting (PPM)

Before commencing bulk production, a Pre-Production Meeting (PPM) is conducted to bring together key departments involved in executing the order. The purpose of this meeting is to ensure that all teams are aware of the buyer's requirements and that any important instructions are clearly communicated.

The PPM provides an opportunity for internal alignment and serves as a reference point before initiating the cutting and stitching process. Any pending clarifications from the buyer, if any, are also discussed and noted at this stage.

10. Cutting

Bulk cutting is initiated post-PPM. Key steps include:

- Marker making: Using CAD (Computer Aided Design) to optimize fabric usage.
- Layering: Spreading fabric in multiple layers with minimal tension.
- Cutting: Manual or semi-automatic cutting machines used for accuracy.
- Bundling: Pieces are tagged with size, color, and style for tracking.

11. Cut-Part Checking

Every bundle undergoes part inspection for:

- Holes, stains, weave flaws.
- Mislabeling or size mismatch.
- Accurate alignment of prints or stripes.

Defective parts are segregated and re-cut immediately to avoid delays.

12. Printing & Embroidery

Once the cut parts are ready, they move to the printing or embroidery stage, depending on the specific requirements of the order.

Printing is carried out in-house using automatic printing machines. Managing this process internally allows better coordination, helps maintain consistency in output, and supports timely execution. Designs are printed as per the approved sample, and attention is given to color matching and print placement.

For orders that require embroidery or other forms of value addition, the relevant processes are undertaken at this stage. These could include embellishments or detailing based on the buyer's specifications. Each step is carried out in accordance with the approved design to ensure the final garment meets the desired look and feel.

All materials are handled carefully during this stage to preserve quality before moving forward in the production line.

13. Stitching

In the sewing stage, individual garment components are assembled according to the specifications outlined in the approved tech pack. Each piece is stitched to match the construction details, measurements, and finishes defined during sampling.

Throughout the process, attention is given to seam strength, stitch accuracy, and overall assembly quality. Consistent monitoring helps ensure that the finished product aligns with buyer expectations and meets internal quality benchmarks before moving on to inspection and finishing.

14. Inline Inspection

Dedicated quality checkers perform inline inspections at critical points:

- Seams, hems, labels, and trims.
- Measurement and specification adherence.
- Cleanliness and stitching accuracy.

Early-stage detection ensures defect rectification before value-addition stages, thus reducing cost of rework.

15. Pre-Final Inspection

After stitching and basic finishing (ironing, thread removal):

- 100% garments are inspected against a checklist.
- Acceptable quality limit (AQL) sampling is also conducted to assess bulk quality.
- Final measurement verification and barcode cross-checks are done.
- Approved garments are moved to final packing.

Any rejected items are logged, corrected, and re-inspected before clearance.

16. Buyer's Inspection

Once the goods are ready, a final quality inspection is conducted as per the buyer's requirements. The inspection may be carried out either by the buyer or as directed by them.

This process checks that the shipment meets the approved specifications, size sets, labeling, and packaging guidelines. Any findings from the inspection are addressed before the goods are cleared for dispatch.

17. Ready to Ship

Once final approval is received:

- Garments are poly-packed, sorted by size, style, and color.
- Cartons are barcoded, sealed, and weighed.
- Shipment documents are prepared.
- Third-party logistics partners are coordinated for pick-up and delivery.

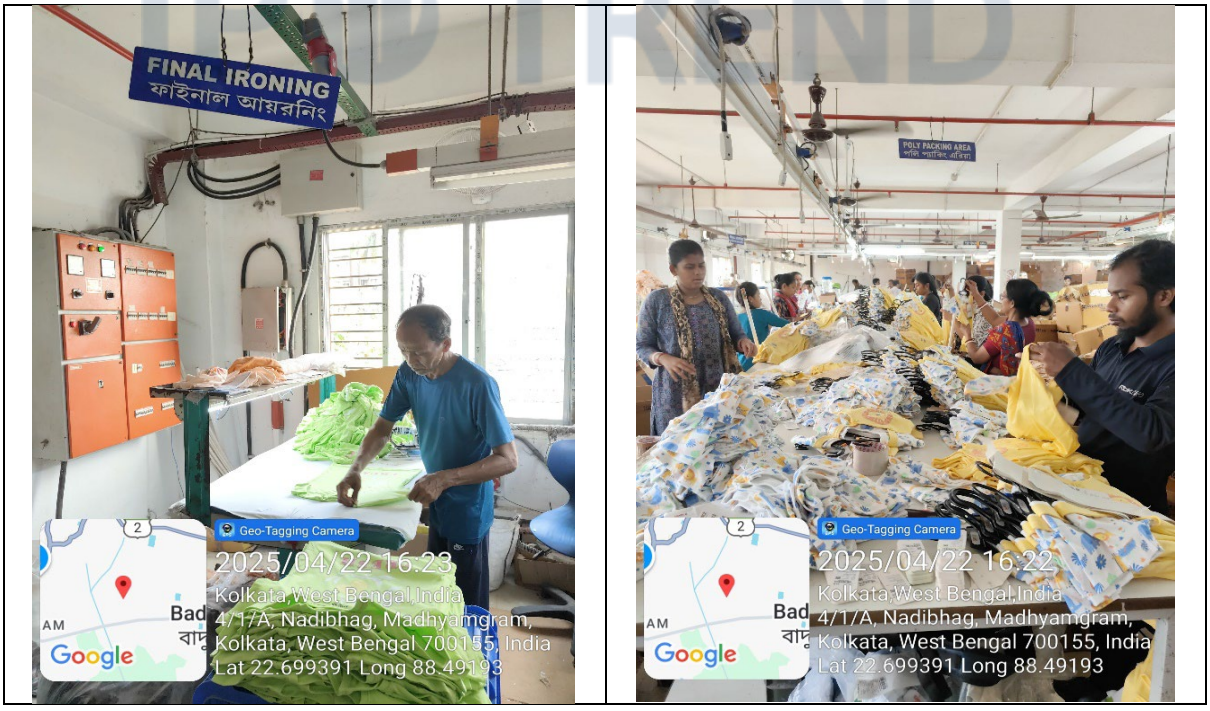
The order is then dispatched.

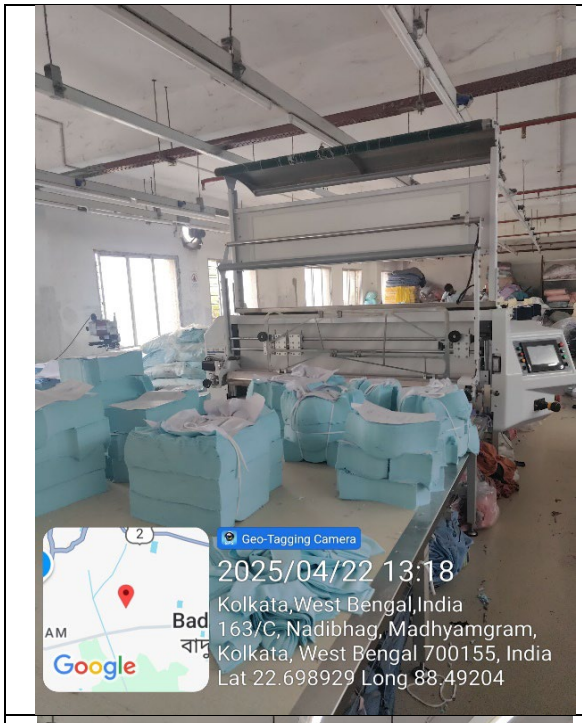
Our Manufacturing Infrastructure

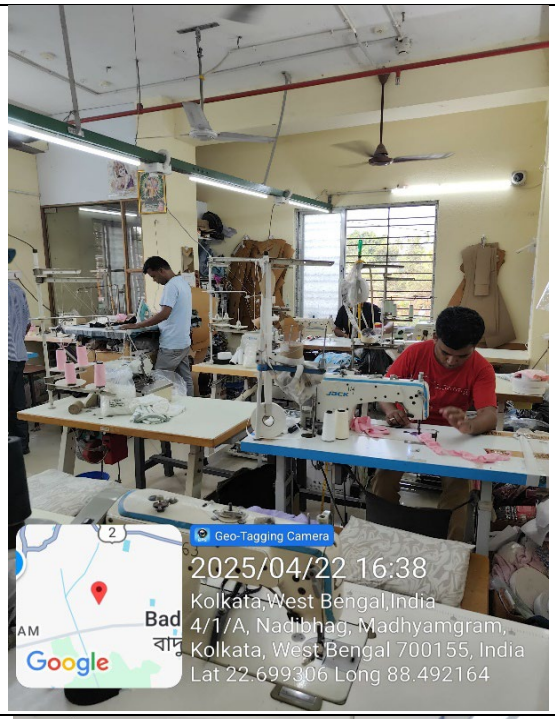
We own our garment manufacturing facility equipped with modern machinery and infrastructure to produce a wide range of kids wear, menswear, and womenswear. The facility is designed to ensure operational efficiency, product consistency, and adherence to defined quality standards. Our production processes are supported by multi-stage quality control systems and certified under ISO 9001:2015. Strategically located in Barasat, the plant supports smooth coordination across sourcing, production, and dispatch**.**

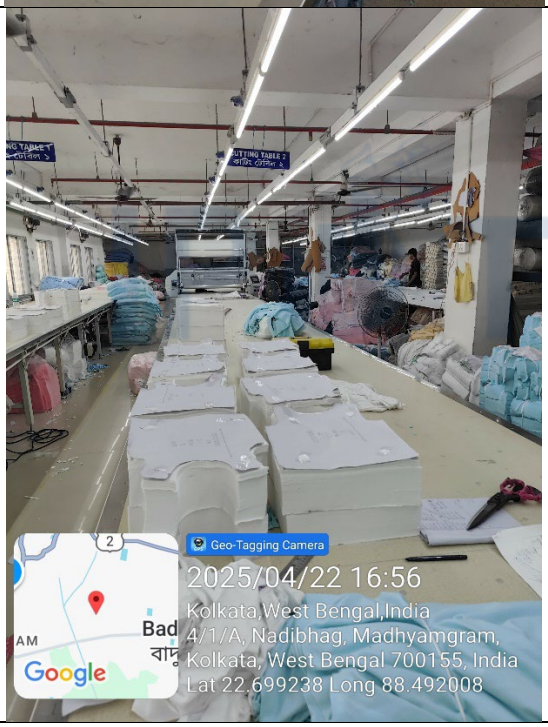
Our Manufacturing Unit

Our unit spans multiple sections, including fabric inspection, cutting, stitching, printing, embroidery, finishing, and packing. Workflow within the unit follows a sequential layout, enabling smooth material movement and minimizing handling time. Skilled personnel, supported by automated and semi-automated machinery, oversee each stage to maintain defined quality standards and production timelines.









UTILITIES & INFRASTRUCTURAL FACILITY

Availability of power

We operate our manufacturing facility at Barasat, West Bengal, with a sanctioned contract demand of 199 KVA under the B-IDIT industrial tariff category. Power is supplied by the West Bengal State Electricity Distribution Company Limited (WBSEDCL), a Government of West Bengal enterprise.

The facility receives electricity at a supply voltage of 0.40 KV (kilovolt). This arrangement is used for our operations in the textile and cotton manufacturing sector. It supports the electrical requirements necessary for our production processes.

The table below sets out our power expenses for the last three Financial Years:

Total Amount Incurred on Electricity (Amt in Rs Lakhs)	
Period	**Amount**
FY 2025	40.08
FY 2024	35.19
FY 2023	18.33

Availability of water

Our manufacturing facility also benefits from adequate and dependable water supply, which is essential for key processes such as fabric washing, dyeing, and printing. The region's water quality and accessibility contribute to the efficiency and consistency of these operations, particularly in segments like kids wear where vibrant prints and finishes are critical. The availability of sufficient water resources has been an important enabler in maintaining product quality and production timelines.

Transportation

We work with third-party transporters to facilitate the movement of our finished products to customers across various regions and to procure raw materials from our suppliers. By partnering with reliable transporters, we align dispatch schedules with customer requirements while managing logistics efficiently. Our team closely coordinates with transport partners and enter into agreements to support timely deliveries and careful handling of our products, helping us ensure that our customers receive their orders in good condition and as per committed timelines.

Amount Incurred on Transportation (Amt in Rs Lakhs)			
Particulars	**FY 2025**	**FY 2024**	**FY 2023**
Freight Charges	1.88	2.19	0.07
Transportation Charges	51.41	41.05	17.57
Total	**53.28**	**43.24**	**17.64**

RESEARCH AND DEVELOPMENT

For certain buyer-specific we are required to carry out product testing and certifications through third-party laboratories nominated by our clients. These tests are generally conducted to ensure that the garments meet the applicable quality, safety, and regulatory standards of the buyer's target market.

While we have established our own internal quality control protocols and carry out various in-house tests for fabric and garment performance, certifications for select orders are issued by the nominated laboratories, as per client requirements. We coordinate closely with these external agencies to manage the submission of samples, documentation, and timelines, in order to ensure compliance with the stipulated norms without affecting our production schedules.

This process forms an important part of our operational workflow for fulfilling orders, and we remain aligned with buyer expectations throughout the testing and approval cycle. The expenses incurred towards research and development in the last three financial years is given below.

Total Expense Incurred (Amt in Rs Lakhs)	
Period	**Expenses Incurred**
FY 2025	4.01
FY 2024	5.67
FY 2023	5.72

Our Locational Presence

Registered Office: 3/A, Kutul Sahi Road, Barasat North 24 Parganas, Barasat - I, West Bengal, India, 700124

Factory and Works: 3/A, Kutul Sahi Road, Barasat North 24 Parganas, Barasat - I, West Bengal, India, 700124

List of Intellectual Property

Name/ Mark Applied	Application Date		Application No.	Nature	Class	Status	Validity
Cheekos*	28/04/2016	CHEEKOS	3245245	TRADEMARK	25	Registered	28/04/2026
Peneon*	28/04/2016	Peneon	3245244	TRADEMARK	25	Registered	28/04/2026
C2B2**	13/06/2025	KIDS CLOTHING C2B2 Chitti Chitti Bang Bang!!	7060900	TRADEMARK	25	Formalities Check Pass	To be ascertained after final registration

Fascinate Textiles	08/08/2025	FASCINATE TEXTILES	7168263	WORDMARK	25	Formalities Check Pass	To be ascertained after final registration
Fascinate Textiles	08/08/2025		7168192	TRADEMARK	25	Formalities Check Pass	To be ascertained after final registration

*The trademarks for Cheekos & Peneon were originally registered under RA Fashion, which came under our business vide a takeover agreement dated 15/11/2021.

** The trademark for C2B2 came under our business vide a takeover agreement dated 25/06/2025

Collaboration, Joint Ventures and Tie Ups

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or other collaboration / tie ups / joint ventures with any other party.

Job Works/ Sub Contract

As on date of this Draft Red Herring Prospectus, we do not undertake any job work or sub-contracting activities.

Sales and Marketing

We follow a multi-channel sales and marketing approach, structured around domestic B2B supply and through own brand presence. This model supports consistent production volumes while enabling participation in both established and developing market segments.

The sales are driven through two key formats. The first involves manufacturing for organised retail chains, where we develop garments aligned with each client's seasonal themes, technical requirements, and pricing guidelines. The second format is the direct distribution of our own brand to the customers. This enables access to multiple retail counters without direct retail operations and allows us to maintain visibility in various geographies.

This overall strategy allows us to serve a mix of high-volume buyers and branded outlets. Sales efforts are supported by sampling development, consistent servicing, and coordination between the merchandising and production teams.

As on the date of this Draft Red Herring Prospectus, our operations are entirely offline, we do not engage in any online sales activity.

List of Certification Obtained

- We have undergone a 4-pillar SMETA (Sedex Members Ethical Trade Audit) audit by Intertek India on January 10, 2024, covering Labour Standards, Health & Safety, Environment, and Business Ethics. The audit was conducted at our Barasat facility (SEDEX Ref: ZAA600043168) and is valid until March 31, 2028.
- We hold ISO 9001:2015 certification vide Certificate No. E20250932549 for the manufacturing of readymade garments, valid from September 10, 2025 to September 9, 2028, subject to annual surveillance.
- We hold a Factory Licence under the Factories Act, 1948 and the West Bengal Factories Rules, 1958, vide Licence No. 23587 dated August 18, 2023, for our facility located at Barasat, North 24 Parganas, West Bengal. The licence is valid until March 31, 2028.
- We hold a valid Certificate of Enlistment under Section 118 of the West Bengal Municipal Act, 1993, issued by the Barasat Municipality for the manufacturing of hosiery products. The certificate is valid until April 22, 2028.

- We have obtained Udyam Registration under Registration No. UDYAM-WB-14-0007285 for MSME classification under the Ministry of Micro, Small and Medium Enterprises, Government of India.

LAND AND PROPERTY

As on the date of the Draft Red Hering Prospectus, we have the following property:

Owned Property

Sr no	Location	Area	Usage
1	3/A, Kutul Sahi Road, Barasat North 24 Parganas, Barasat - I, West Bengal, India, 700124	15 katha 3 chatak 23 sath	Manufacturing unit for business purpose

Human Resource

We believe that our employees are integral to our business operations and long-term growth. Our workforce plays a key role in ensuring timely production, adherence to quality standards, and overall operational efficiency. We have built a structured team across departments including merchandising, production, accounts, finishing, purchase, printing, cutting, maintenance, and administration, enabling seamless coordination across business functions.

As of March 31, 2025, our workforce comprises of 185 employees, 79 permanent staff members and 106 contractual employees deployed across our manufacturing facility and office operations. This includes managers, merchandisers, production supervisors, technical staff, accountants, line operators, cutting masters, printing technicians, and administrative personnel. In addition to our core team, we regularly engage contractual labour to meet production requirements and manage high-volume orders, particularly in stitching and finishing units.

We are committed to ensuring a safe and compliant work environment in line with applicable labour regulations. Our facilities are equipped with the necessary health and safety provisions, and we maintain records and certifications related to employee welfare, statutory compliance, and workplace safety.

Our human resource policies are aimed at promoting a culture of accountability, teamwork, and continuous improvement, which we believe contributes to the overall stability and efficiency of our operations.

Department/Designation	No. of Employees
Accounts	2
Logistics	2
Cutting	5
Finishing	3
Maintenance	1
Management	6
Merchandising	11
Printing	2
Production	11
Purchase	2
Research & Development	2
Stitching	29
Stores	2
Total	**79**

The below given table states the total amount of payment made towards EPF and ESIC For the above-mentioned employees for the Financial Years ending 2025, 2024 and 2023:

Total Payment (Amt in Rs Lakhs)			
Particulars	**FY 2025**	**FY 2024**	**FY 2023**
EPFO	6.98	6.75	5.03
Total No of Employees For EPFO	29	33	26
ESIC	3.16	1.21	1.16
Total No of Employees For ESIC	39	38	32

The attrition rate of the employees for the past three Financial Years ending 2025, 2024 and 2023 is as follows:

Particulars	**FY 2025**	**FY 2024**	**FY 2023**
No of Employees	79	82	50
Attrition	7	4	1
Attrition Rate %	8.86	4.88	2

Contract Laborer Arrangements

We engage contract labourers through third-party contractors to meet the organization's operational requirements. The contractor is responsible for ensuring an adequate and timely supply of casual labour, aligned with the demand. Out of our 106 contractual employees, 37 labourers are engaged through these contractor agreements, while 69 contractual labourers are on our payroll.

The contractors manage the supply of labour according to production needs and are responsible for wage payments and maintaining the quality of the labour provided. Through this arrangement we are able to meet our operational requirements and support ongoing production.

SAFTEY MEASURES FOR FACTORY WORKERS

We recognise that the health and safety of our workers are fundamental to our operations. We are committed to maintaining a clean, hazard-free environment where every team member feels secure and supported. To uphold this commitment, we follow a structured set of safety practices across our facility:

1. Daily Essentials

Before each workday begins, we make sure that fans, lights, and machines are in proper working order. Our staff is trained to keep work areas clean and dry, and to promptly clear any water, oil, or thread spills. We regularly check for and repair loose wires, broken plugs, or sharp edges, and ensure that walkways and exits remain clear of any obstructions like fabric rolls, boxes, or tools.

2. Worker Protection

To minimize exposure to occupational risks, we provide our workers with appropriate safety gear based on their tasks. This includes gloves for cutting or handling fabric, masks in areas with dust or strong smells, and aprons in printing or ironing zones. We also encourage the use of covered footwear, advising against open sandals or slippers in production areas.

3. Fire and Emergency Preparedness

Every floor is equipped with at least one fire extinguisher, and selected team members receive training on how to use it. Fire exits and emergency windows are always kept accessible. We display emergency

contact numbers including those for fire services, ambulances, and nearby hospitals in clearly visible locations.

4. Clean Water and Sanitation

We provide filtered or RO drinking water and clean our water dispensers weekly. All toilets are cleaned regularly and kept stocked with soap and water. Wherever possible, we maintain separate washroom facilities for male and female staff to ensure comfort and hygiene.

5. Health & First Aid

Each department has a first-aid box with essential supplies like antiseptics, bandages, burn cream, and pain-relief spray. Assigned staff members are responsible for handling minor injuries and alerting management in case of more serious concerns. We also organise biannual health check-ups for our team, covering general wellness indicators such as blood pressure, sugar levels, eye health, and skin conditions. Records of these visits are maintained to support ongoing health monitoring.

6. Regular Safety Discussions

We conduct brief safety discussions once a month in every department to raise awareness and encourage open communication. Workers are encouraged to report safety issues without hesitation, and we provide channels such as suggestion boxes and open forums for sharing feedback and concerns.

7. Safe Material Handling and Storage

We limit stacking of heavy boxes to a safe height and provide trolleys or support staff to assist in moving fabric. This helps reduce strain and prevent injuries. Sharp tools such as scissors and blades are stored in designated, clearly marked areas.

8. Clear Safety Guidelines

To reinforce safety practices, we display simple, easy-to-understand instructions on workplace walls in both Hindi and English. Reminders include:

- Do not operate machines without permission
- Turn off ironing/press machines after use
- Clean your area before leaving
- Report any injury or damage immediately

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all risks associated with our operations and to cover our assets, risks and liabilities which we believe to be appropriate. We will continue to review our policies to ensure adequate insurance coverage is maintained. Our Company has the following insurance policies as on the date of filing this Draft Red Herring Prospectus.

Policy No	Name of Insurer	Type of policy	Assets Insured	Sum insurance (in Rs Lakhs)	Policy Valid From	Policy Valid Till
150162521260026552	Reliance General Insurance	Reliance Laghu Business	Building	650	27/06/2025	26/06/2026
			Stock	2,100		
150122529110000951	Reliance General Insurance	Burglary Insurance Policy	Stock	2,100	27/06/2025	26/06/2026

PLANT AND MACHINERY

Sr. no.	Name of Plant & Machinery	Owned/ Leased	Usage/ Benefits	Quantity
1	Air Dyer Machine	Owned	Production	2
2	Air Filter Machine	Owned	Production	4
3	Automatic Cutting Spreader	Owned	Production	1
4	Automatic Printing Machine	Owned	Production	2
5	Bar Tag Machine	Owned	Production	1
6	Boiler Machine	Owned	Production	4
7	Button Holling Machine	Owned	Production	2
8	Cad Plotter Machine	Owned	Production	1
9	Curing Machine	Owned	Production	1
10	Cutting Machine	Owned	Production	3
11	End Cutter Machine	Owned	Production	2
12	Fabric Cutting Machine	Owned	Production	2
13	Flat Lock Machine	Owned	Production	31
14	Fusing Machine	Owned	Production	2
15	Heat Transfer Machine	Owned	Production	7
16	Lock Machine	Owned	Production	123
17	Multi Needle Machine	Owned	Production	1

18	Overlock Machine	Owned	Production	64
19	Plotter Machine	Owned	Production	1
20	Snap Button Machine	Owned	Production	3
21	Stain Remover Machine	Owned	Production	1
22	Steam Boiler	Owned	Production	1
23	Steam Iron	Owned	Production	2
24	Thread Rewinding Machine	Owned	Production	1
25	Thread Sucking Machine	Owned	Production	1
26	Thread Trimmer Machine	Owned	Production	9
27	Voltage Stabilizer Machine	Owned	Production	3

COMPETITION

The textile and apparel industry is a global market and faces intense competition from a diverse range of domestic and international manufacturers and traders. Being a fragmented industry, competition arises from numerous small and large players. Currently, there are listed competitors operating in our region, further contributing to the competitive environment. To maintain competitiveness, we continually focus on optimizing costs related to production, logistics, and distribution, while improving overall operational efficiencies.

Our company manufactures and sells kids wear, including T-shirts, shorts, jeggings, and bottom wear, catering to both B2C and B2B segments. We have also been expanding our product offerings to address evolving customer demands.

PEER COMPANIES		
Serial No.	**Name**	**Listed on**
01	Karnika Industries Limited	NSE

REASON FOR CHANGE IN REGISTERED OFFICE

Effective September 11, 2023, the registered office of the Company was relocated from 10/4, Dakshin Mondal Para, Doltala PO Ganganagar, Madhyamgram, Kolkata, Parganas North, West Bengal, India - 700132 to 3/A Kutul Sahi Road, Barasat North, 24 Parganas, Barasat-1, West Bengal, India - 700124. This change was made to enhance business and administrative convenience and better align with the Company's operational requirements.

KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain sector-specific statutes, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to us in order to carry out our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled "**Government and other Approvals**" on page 314*

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "**Government and other Approvals**" beginning on page number 314 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS /TRADE/ INDUSTRY RELATED LAWS/ REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

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 3of 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 filling 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.

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016, established the Bureau of Indian Standards (BIS) as the national standards body of India, replacing the Bureau of Indian Standards Act, 1986. The Act aims to ensure quality, safety, and reliability of products, processes, and services by providing for the harmonious development of standardization and conformity assessment. It grants BIS the authority to certify products, manage a hallmarking scheme for precious metals, and enforce standards to protect consumer interests. The Act also facilitates the promotion of standardization and quality assurance by mandating compliance with Indian Standards for various products and services, thus enhancing public health, safety, and environmental sustainability.

The Legal Metrology Act, 2009 ("Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011

The LM Act has replaced the Standards of Weights and Measures Act1976 and the Standards of Weight & Measurement (Enforcement) Act1985. It seeks 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. The LM Act and rules framed thereunder regulate, inter alia,

the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing with instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any noncompliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the "Sale of Goods Act") governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

Payment and Settlement Systems Act, 2007

The Payment and Settlement Systems Act, 2007, enacted by the Indian Parliament, provides a legal framework for regulating and supervising payment and settlement systems in India to ensure their safety, security, and efficiency. Administered by the Reserve Bank of India (RBI), the Act empowers the RBI to authorize, regulate, and oversee payment systems, including electronic and paper-based transactions, and to issue guidelines for their operation. It covers entities like banks, financial institutions, and payment system operators, ensuring robust mechanisms for fund transfers, clearing, and settlement. The Act also includes provisions for addressing disputes, imposing penalties for non-compliance, and protecting consumer interests, thereby fostering trust and stability in India's financial infrastructure.

CORPORATE AND COMMERCIAL LAWS

The Companies Act, 2013

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entities as companies. The Act provides regulatory and compliance mechanisms regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Competition Act, 2002

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to "prohibit anti-competitive agreements, abuse of dominant positions by enterprises" and regulate "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of contract and effects of breach of a contract. The Act consists of limiting factors subject to

which a contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which a promise made by the parties to a contract shall be legally binding on them.

The Consumer Protection Act, 2019

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressed forums set up under the Act.

Negotiable Instruments Act, 1881

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonour of cheques a criminal offence if the cheque is dishonoured on the ground of insufficiency of funds in the account maintained by a person who draws the Cheque which is punishable with imprisonment as well as fine.

The Registration Act, 1908 ("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.

Indian Stamp Act, 1899 (the "Stamp Act")

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

The Arbitration and Conciliation Act, 1996

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

The Insolvency and Bankruptcy Code, 2016

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

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 thereunder.

- **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.

The Employees' Provident Fund Organisation (EPFO)

The Employees' Provident Fund Organisation (EPFO), under India's Ministry of Labour, oversees social security for employees in firms with 20+ workers through the EPF (12% salary contribution,

8.25% interest for 2024-25), EPS (8.33% pension contribution), and EDLI (0.5% insurance) schemes, serving over 7 crore subscribers. Recent updates include auto-settlement of claims up to ₹1 lakh, Aadhaar-optional claims for specific cases, and Digital Life Certificates via facial authentication. With 14 lakh new members added in March 2025, EPFO offers services via the EPF e-SEWA Portal, UMANG App, and 147 offices, focusing on transparent, digital operations while advising UAN consolidation and fraud prevention.

The Employees' State Insurance Corporation (ESIC)

The Employees' State Insurance Corporation (ESIC), established under the ESI Act, 1948, is a self-financing social security and health insurance scheme managed by the Ministry of Labour and Employment, India. It covers employees earning up to ₹21,000/month (₹25,000 for persons with disabilities) in establishments with 10 or more workers, providing medical care, sickness, maternity, disability, and dependents' benefits, along with unemployment allowance. Operating across 843 centers, ESIC serves approximately 2.13 crore insured persons and 8.28 crore beneficiaries through 145 hospitals, 1,418 dispensaries, and other facilities.

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 consolidates and amends the laws regulating the occupational safety, health and working conditions of persons employed in establishments. It subsumes 13 existing labor laws, including the following which is relevant to the company:

- **The Factories Act, 1948**

The Factories Act of 1948 is a comprehensive legislation in India aimed at regulating labor conditions in factories. It mandates health, safety, and welfare measures for workers, including provisions for clean drinking water, lighting, ventilation, and sanitation. The Act enforces strict safety regulations to prevent industrial accidents and occupational diseases, requiring regular maintenance of machinery and safety training for workers. It also limits working hours, mandates rest intervals, and specifies minimum age limits for employment to protect children. The Act requires factories to be registered and inspected regularly to ensure compliance, and it establishes a framework for addressing grievances and disputes related to worker conditions and rights.

- **The Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 aims to regulate the employment of contract labor in various industries and abolish it in certain circumstances. The Act requires employers to provide equal pay and benefits to contract workers and mandates the registration of establishments employing contract labor. It also outlines the conditions under which contract labor can be employed and provides for the welfare of such workers. The Act seeks to prevent exploitation and ensure fair treatment of contract laborers in the workforce.

- **The Sales Promotion Employees (Conditions of Service) Act, 1976**

This Act regulates the conditions of service for sales promotion employees, ensuring their rights to fair wages, working hours, and benefits. It mandates the provision of a written contract outlining the terms of employment and establishes guidelines for termination and severance. The Act aims to protect the interests of sales promotion employees and ensure they work under fair and equitable conditions.

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 lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while 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 minimalize 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 redressed for workmen in different.

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. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the 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.

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 a member of EPF or PF has an option of joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of all the employees who are members of the fund.

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 the 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 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) 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, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act" seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

FOREIGN TRADE REGULATIONS

Foreign Exchange Management Act, 1999 (the "FEMA") and Regulations framed thereunder:

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India:

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code ("IEC") number unless such person or company is specifically exempted. The application process for obtaining an IEC number or updation in the IEC number is completely online. Failure to obtain the IEC number shall attract a penalty under the FTA.

Foreign Trade Policy, 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

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 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 by-laws 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 Public Liability Insurance Act, 1991

The Public Liability Insurance Act places responsibility on those who own or control hazardous substances for any damage resulting from accidents involving such substances. A roster of hazardous substances falling under the scope of this law is outlined through government notifications. The owner or handler of these substances is additionally mandated to acquire an insurance policy that covers liability in connection with the act. Rules established under the Public Liability Act dictate that the employer is obligated to contribute to the environmental relief fund, an amount equivalent to the premium paid for insurance policies. This contribution is payable to the insurer.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 were established by the Ministry of Environment, Forest and Climate Change to regulate the handling, generation, storage, transportation, recycling, utilization, and disposal of hazardous and other wastes in India, while preventing environmental and health risks. These rules encourage the reduction and safe management of hazardous waste generation, set strict guidelines for import, export, and transboundary movement, and assign clear responsibilities to various authorities including industry, State Governments, and Pollution Control Boards for monitoring and compliance. Unauthorized imports are strictly controlled, and any illegal waste imported must be re-exported by the importer within 90 days at their cost, with comprehensive record-keeping and regular reporting mandated for all stakeholders.

TAX RELATED LEGISLATIONS

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the

States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

The Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979

The West Bengal State Tax on Professions, Trades, Callings, and Employments Act, 1979 is a significant legislation enacted for collecting professional tax from individuals and entities engaged in various professions, trades, callings, or employments within the state of West Bengal. The Act applies broadly to companies, firms, societies, Hindu Undivided Families (HUF), and individuals, except those who earn casual wages for less than 180 days in a year. The tax rates and categories are specified in the Schedule to the Act, and employers are mandated to deduct the professional tax from employees' salaries before disbursement and remit it to the State Government. Self-employed individuals, on the other hand, are required to register and pay the tax directly. Both employers and self-employed persons must obtain the requisite registration or enrollment certificates and fulfill compliance requirements such as filing periodic returns and making timely payments. Failure to adhere to these statutory obligations results in penalties and interest, with authorities empowered to inspect records and enforce compliance. The State Government is authorized to issue notifications for exemptions, reductions, and to handle disputes through provisions for appeals and assessment revisions. Oversight is provided by the Commissioner of Profession Tax and appointed officials who administer the Act and ensure its effective implementation for generating additional revenue for the State.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

Trade Marks Act, 1999 ("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.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated on February 09, 2017 at Kolkata, West Bengal as a Private Limited Company in the name and style of "Fascinate Textiles Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata dated 1st April, 2017. Later our Company was converted into Public Limited Company pursuant to the resolution passed by the Shareholders of the Company at an Extraordinary General Meeting held on April 25, 2025 and consequently the name of the Company was changed from *"Fascinate Textiles Private Limited" to "Fascinate Textiles Limited"* and a fresh certificate of incorporation dated 21st May, 2025 pursuant to the conversion of private limited company to the public limited company was issued by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number U17299WB2017PLC219383. The company was registered with address at 10/4, Dakshin Mondal Para, Doltala P.O. Ganganagar, Madhyamgram, Kolkata, Parganas North West Bengal India Kolkata – 700132. The Registered Office Address was changed with effect from September 11, 2023 to 3/A Kutul Sahi Road, Barasat, North 24 Parganas, Barasat-1 , West Bengal, India, Kolkata - 700124.

Mr. Vikash Jain, Mrs. Neetu Nahar, Mrs. Bandana Nahar, Mrs. Kanta Jain and Mr. Jishu Chowdhury were the Initial Subscribers to the Memorandum of Association of our Company. For further information, please refer to the chapter titled ***"Capital Structure – History of paid-up Share Capital of our Company"*** on Page 99 of this Draft Red Herring Prospectus.

Mr. Vikash Jain, Mrs. Kanta Jain, Mr. Jishu Chowdhury, Mrs. Neetu Nahar and Mrs. Bandana Nahar are the First Five Directors of our Company. Our Initial Promoters namely Mr. Jishu Chowdhury, Mr. Vikash Jain, Mrs. Neetu Nahar, Mrs. Bandana Nahar, Mrs. Kanta Jain have acquired their Initial Holding of 66668, 33333, 33333, 33333, & 33333 Equity Shares respectively on February 08, 2017 as Initial Subscribers. As on the date of filing of this Draft Red Herring Prospectus, Our Promoters namely Mr. Vishal Nahar, Chirag Ahuja, Vishal Nahar HUF, Rishabh Nahar, Narinder Kumar Ahuja, holds 88,02,870/- Equity Share in our Company. For further details in this regard, please refer to the Chapter titled, ***"Our Promoter and Promoter Group"*** and ***"Capital Structure – Shareholding of our Promoters"*** on Page Nos. 245 and 108 respectively of this Draft Red Herring Prospectus.

Our Company has 18 (Eighteen) Shareholders as on the date of filing of this Draft Red Herring Prospectus. For further details regarding our shareholders, please refer to the Chapter titled ***"Capital Structure"*** beginning on Page No. 96 of this Draft Red Herring Prospectus.

Corporate Profile of our Company

For information on our Company's business profile, activities, products, services, market, growth, technology, managerial competence, capacity built-up, standing with reference to prominent competitors, major vendors and suppliers, please refer to the Chapters titled ***"Our Business"***, ***"Industry Overview"***, ***"Our Management"***, ***"Restated Financial Statements"*** and ***"Management Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on Page No. 173, 156, 217, 255 and 289, respectively of this Draft Red Herring Prospectus.

Change in the Registered Office of our Company

The Registered Office of the Company is presently situated at 3/A Kutul Sahi Road, Barasat, North 24 Parganas Barasat-1, West Bengal India Kolkata – 700124.

Except as stated below, there has not been any change in the address of the Registered Office of our Company since incorporation till the date of filing of this Draft Red Herring Prospectus:

Effective date of change	Details of change	Reason for change
September 11, 2023	The Registered Office of our Company was changed from 10/4, Dakshin Mondal Para, Doltala, P.O. Ganganagar, Madhyamgram, Kolkata, Parganas North, West Bengal India Kolkata – 700132 to 3/A Kutul Sahi Road, Barasat, North 24 Parganas, Barasat - 1, West Bengal, India, Kolkata – 700124.	For Business and Administrative Convenience

Main Objects of our Company as per the Memorandum of Association

The Main Objects of our Company as contained in our Memorandum of Association are as follows:

To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton silk, art silk, rayon, nylon, synthetic fibres, staple fibres and polysters. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production, goods, articles and things as are made from cotton, silk, nylon, polyster, acrylics, wool, jute and other such kinds of fibres by whatever name called or made under any process whether natural or artificial and by mechanical or other means and all such products of allied nature made thereof. It also helps to weave, manufacture, buy and sell and deal in linen, cloth and other goods, and fabrics whether textiles, feeted, netted or looped. To carry on the business of manufacturing woollen, felt, silken, cotton, hemp and any other fibrous materials and products whether allied to the aforesaid or not in India or elsewhere. To carry on the business of spinners, weavers, manufacturers, ginners, balers and presence of cotton, kapas, yarn, cotton waste, yarn waste, hemp, jute and other fibrous material and the cultivation thereof. To carry on the business of buyers, sellers, dealers, exporters and importers of woollen, silken, cotton, hemp and other fibrous material or any goods or merchandise whatsoever and to transact all manufacturing or treating and processes and mercantile business and to purchase and vend raw materials and manufactured articles. To carry on the business of Machine Combers and Re-combers of all types of fibres and materials, whether artificial or synthetic, to sort, blend, prepare willey, scour, carb, scribble, comb, dye, bleach, carbonize, spin, twist, double, wind, warp, weave, mend, finish, make up, back, buy, sell, import, export and deal in fibres, whether natural artificial or synthetic, tops, yarn woven, fabrics and textile fabrics and materials of kinds and to carry on all or any of the trades or businesses of Combers, Re-combers, Top makers, Spinners, Weavers, Doublers, Manufacturers, Printers, Dyers and Finishers, Bleachers, Carbonizers, Water proofers of textile materials and fabrics of all kinds of Mill Owners generally, merchants, agents, importers,

exporters, factors, agents, sellers of and dealers, in wool, worsted, silk hair alpaca, mohair, cotton, flax, jute, hemp, artificial and synthetic fibres and all or any fibrous substances, tops, noils, wasters paps and byproducts generally and all or any textile products, manufactured or unmanufactured. To purchase or take on lease or otherwise acquire and work any spinning mills, weaving mills, ginning factories or presses for pressing merchandise into bales or any other similar concern and the property, business and goodwill appertaining thereto. To buy, sell, import, export, exchange and deal in cloth yarn, cotton in process, raw cotton, jute, wool, silk, rayon, hemp and other fibrous articles, also drugs, chemicals, dyes, metals, stores and other articles and things.

Set out below are the amendments to our Memorandum of Association of Company since incorporation till the date of filing of this Draft Red Hering Prospectus:

Date of Meeting	Type of Meeting	Nature of Amendment
February 20, 2017	Extra Ordinary General Meeting	**Alteration of the Share Capital Clause** Clause V of the Memorandum of Association was amended to reflect the increase of Authorized Share Capital of our Company from Rs 20,00,000 divided into 2,00,000 Lakhs Equity Shares of Rs 10/- each to Rs 40,00,000 divided into 4,00,000 Lakhs Equity Shares of Rs 10/- each
June 22, 2020	Extra Ordinary General Meeting	**Alteration of the Share Capital Clause** Clause V of the Memorandum of Association was amended to reflect the increase of Authorized Share Capital of our Company from Rs 40,00,000 divided into 4,00,000 Lakhs Equity Shares of Rs 10/- each to Rs 2,00,00,000 divided into 20,00,000 Lakhs Equity Shares of Rs 10/- each
April 25, 2025	Extra Ordinary General Meeting	**Alteration of the Name Clause** **Clause I** of the Memorandum of Association was amended to reflect the Conversion of our Company from Private Limited to Public Limited and consequent change in name of our Company from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited".
August 12, 2025	Extra Ordinary General Meeting	**Alteration of the Share Capital Clause** Clause V of the Memorandum of Association was amended to reflect the increase of Authorized Share Capital of our Company from Rs 2,00,00,000 divided into 20,00,000 Lakhs Equity Shares of Rs 10/- each to Rs 15,00,00,000 divided into 150,00,000 Lakhs Equity Shares of Rs 10/- each

Major Events and Milestones in the History of our Company

The table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Events and Milestones

2017: Foundation and Vision	- Incorporated as Fascinate Textiles Private Limited with a strong vision to deliver high-quality readymade garments. - Focused on ethical, client-centric manufacturing from day one, starting with domestic orders and a small but efficient setup.
2018: Becoming a Key Vendor for Major Indian Retailers	- Continued prioritizing client-first operations, which led to the company becoming a key vendor for some of India's largest corporate retail brands. - Built strong industry relationships and expanded team capabilities.
2019: Infrastructure Expansion	- Increased Machine Capacity to meet Growing Order Volumes - Added More In House Printing Tables, reinforcing the move towards vertical integration.
2020: Resilence and Growth Amidst the Pandemic	- Despite Covid – 19 disruptions, the Company saw one of its best financial years.
2021: Scaling Orders & Production	- Began receiving consistent orders from large retail groups including Lifestyle and Aditya Birla. - Expanded Manufacturing Capacity with New Machines and Workflow Systems - Takeover of a Proprietorship Business namely M/s. RA Fashion
2022: Strategic Development And Compliance	- Initiated Construction on Newly Acquired Land to build a fully integrated manufacturing unit. - Achieved SEDEX Certification, Meeting International Compliance Standards required by Global Brands. - Increased Machine Strength to prepare for higher production demands.
2023: Consolidation into a Centralized Facility	- Shifted Core Operations to the State of the Art Building, consolidating all production under one roof. - Maintained Operations at the Original Unit to support rising order volumes and ensure continuity.
2024: Moved towards Better Digitisation	- Began Groundwork on developing an In-House Brand Identity and expanding into International Markets. - Takeover of Two Partnership Business Firm (M/s. SR Creation and M/s. Raiment Lifestyle Co.). - Added Automatic Printing Machines and Automatic Cutting Spreader. - Began laying the groundwork for developing an in-house brand identity.
2025: Diversification into Local Sales and Branding	- Launched Local Sales along side Export Operations. - Introduced our own brand as C2B2 (Chitti Chitti Bang Bang), Targeting Modern, Value Driven Consumers.
Key Takeaways	- Consistent Year-on-Year Growth in Infrastructure, Capacity and Client Base. - Fully Integrated Operations offering complete control from Design to Dispatch. - SEDEX Compliant, Future Ready Facility catering to both Local and International Clients.

Certifications

- The company has obtained certifications ISO 9001:2015 vide Certificate No – 24EQNN91 on Manufacture of Readymade Garments from Bureau of Indian Standards valid till October 14, 2027.

Strategic Partners

Our Company does not have any strategic partner as on the date of this Draft Red Herring Prospectus.

Financial Partners

Apart from various arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners as on the date of the Draft Red Herring Prospectus.

Holding Company, Subsidiary, Associate and Joint Venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company, Associate and Joint Venture of our Company.

Time and Cost Overrun in setting up projects

Our Company has not experienced any time or cost overruns in relation to any projects since incorporation.

Details of Launch of key products or services, capacity/ facility creation, location of plants, entry in new geographies or exit from existing markets

For details of launch of key products or services by our Company, manufacturing capacity/ facility creation, location of plants, entry in new geographies or exit from existing markets see "**Our Business**" on Page No. 173 of the Draft Red Herring Prospectus. Further, also see "**History and Certain Corporate Matters - Major events and milestones in the history of our Company**" on Page No. 213 of the Draft Red Herring Prospectus.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of the Draft Red Herring Prospectus, there have been no defaults that have been called or rescheduling / restructuring of current borrowings by any financial institutions / banks in relation to borrowings availed by our Company.

Capacity / Facility creation, Location of office cum showrooms

For details pertaining to capacity / facility creation, location of office, please refer to the Chapter titled ***"Our Business"*** on Page No. 173 of the Draft Red Herring Prospectus.

Revaluation of Assets

As on the date of this Draft Red Herring Prospectus, our Company has not revalued its assets since incorporation.

Collaboration Agreement

As on date of this Draft Red Herring Prospectus, our Company has not entered into any collaborations with any brand entities/players/companies to expand our market reach and product offerings so as to have competitive edge over our competitors. For further details, please refer to the Chapter titled ***"Our***

Business - Collaborations / Joint ventures / Tie-ups" on Page No. 194 of the Draft Red Herring Prospectus.

Shareholders and other material agreements

There are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Fund raising through Equity or Debt

For details in relation to our fund-raising activities through equity or debt, please refer to the Chapter titled ***"Capital Structure"*** beginning on Page No. 96 of the Draft Red Herring Prospectus.

Details regarding acquisitions of business/ undertakings, mergers, amalgamation, etc.

Our Company has acquired any entity, business or undertakings but not undertaken any mergers or amalgamations since incorporation till the date of the Draft Red Herring Prospectus. For further details, please refer to the Chapter titled ***"Our Business - Overview"***, ***"General Information" "Capital Structure - History of paid-up share capital of our Company"*** on Page No. 173, 80 and 99 respectively of the Draft Red Herring Prospectus.

Details of guarantees given to third parties by the promoter participating in the Offer for Sale:

As on the date of the Draft Red Herring Prospectus, no guarantee has been issued by Promoters except as disclosed in the **"Financial Indebtedness"** on page 308 of this Draft Red Herring Prospectus.

Divestment of business /undertaking by Company since inception
There has been no divestment by the Company of any business or undertaking since inception.

Strikes and Lockouts
Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

Injunctions or Restraining Orders
There are no injunctions / restraining orders that have been passed against the Company.

Changes in the activities of our Company having a material effect

Other than as stated in the Chapter titled ***"Our Business"*** and ***"History and Certain Corporate Matters"*** beginning on Page No. 173 and 211 of the Draft Red Herring Prospectus, there have been no change in the activities being carried out by our Company since incorporation till the date of this Draft Red Herring Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of current lines of business, loss of projects or markets and similar factors.

OUR MANAGEMENT

The Articles of Association of our Company requires that our Board shall comprise of not less than three (3) Directors and not more than fifteen (15) Directors, provided that our Shareholders may appoint more than fifteen (15) Directors after passing a special resolution in a General Meeting subject to provisions of Section 149 of the Companies Act, 2013.

As on the date of this Draft Red Herring Prospectus, our Board comprises of Five (5) Directors including one (1) Managing Director, one (1) Whole Time Director, one (1) Non-Executive Director and two (2) Woman Director Non-Executive & Independent Directors. The Composition of the Board of Directors is in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No.	Name	DIN	Category	Designation
1.	Vishal Nahar	00722516	Executive	Chairman & Managing Director
2.	Chirag Ahuja	08123032	Executive	Whole Time Director & Chief Financial Officer
3.	Varun Shah	11064228	Non-Executive	Director
4.	Anjali Lakhotia	11238711	Non-Executive & Independent	Director
5.	Chetna Gupta	02212440	Non-Executive & Independent	Director

Board of Directors

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

Name, Designation, Date of Birth, Address, Occupation, Current Term, Period of Directorship and DIN	Age (years)	Other Directorship in companies
Name: Mr. Vishal Nahar **Father's Name:** Mr. Anil Singh Nahar **Designation:** Chairman & Managing Director **Date of Birth:** 17th Sept, 1975 **Address:** Flat 1201,12th Floor, Block E1, Emami City, 2 Jessore Road, Kolkata, VTC: South Dumdum (m), PO: Dumdum, District: North 24 Parganas, State: West Bengal, PIN Code: 700028 **Occupation:** Business **Current Term:** For a period of Five years, w.e.f. July 21,2025, liable to retire by rotation	50	None

Period of Directorship: Since August 7th, 2023 **Nationality:** Indian **DIN:** 00722516		
Name: Mr. Chirag Ahuja **Father's Name:** Narinder Kumar Ahuja **Designation:** Whole Time Director & Chief Financial Officer **Date of Birth:** 12th October, 1994 **Address:** 193, Bangur Avenue, Block -A Bangur Avenue, North 24 Parganas, Kolkata – 700055,India **Occupation:** Business **Current Term:** For a period of Five years, w.e.f. July 21,2025, liable to retire by rotation **Period of Directorship:** Since August 6th, 2023 . **Nationality:** Indian **DIN:** 08123032	30	None
Name: Mr. Varun Shah **Father's Name:** Vijay Kumar Shah **Designation:** Non-Executive Director **Date of Birth:** 10th May,1984 **Address:** P-294, Scheme IV-M, C.I.T Road, K.G Bose Sarani, Kolkata, West Bengal - 700085 **Occupation:** Business **Current Term:** With effect from April 21,2025, liable to retire by rotation **Period of Directorship:** Since April 21st, 2025 . **Nationality:** Indian **DIN:** 11064228	41	None
Name: Mrs. Chetna Gupta **Father's Name:** Mr. Sushil Gupta	38	**Listed Companies:** **1.** Continental Controls Limited

Designation: Non-Executive & Independent Director **Date of Birth**: 14th August, 1987 **Address:** 25, Chinar Park, Destiny Tower, Flat No. 5B, Gopalpur, North 24 Parganas India-700157, West Bengal **Occupation:** Professional **Current Term:** For a period of Five years, with effect from July 21,2025 and is not liable to retire by rotation. **Period of Directorship:** Since July 21, 2025 **Nationality:** Indian **DIN:** 02212440		**2.** Associated Coaters Limited **3.** Julien Agro Infratech Limited **Unlisted Public Companies:** 1.ARC Insulation & Insulators Limited **Limited Liability Partnerships:** **1.** Deepak Khaitan & Co. LLP 2. Wow Organic LLP
Name: Mrs. Anjali Lakhotia **Father's Name:** Mr. Mahavir Prasad Biyani **Designation:** Non-Executive & Independent Director **Date of Birth**: 17th September, 1992 **Address:** 36,Bijay Kumar Mukherjee Road Haora (M.Corp), Salkia Howrah India-711106, West Bengal **Occupation:** Professional **Current Term:** For a period of Five years, with effect from August 12,2025 and is not liable to retire by rotation. **Period of Directorship:** Since August 12, 2025 **Nationality:** Indian **DIN:** 11238711	32	None

BRIEF PROFILES OF OUR DIRECTORS

Mr. Vishal Nahar, Chairman & Managing Director

Mr. Vishal Nahar, aged 50 years, is the Chairman, Managing Director and Promoter of our Company. He has been appointed as Independent Non-Executive Director on the Board of the Company on August

7, 2023. Further, he has been redesignated as Chairman & Managing Director on the Board of the Company on July 21, 2025 subject to the approval of Shareholders in Extra Ordinary General Meeting of the Company on August 12, 2025. Presently, he is the Chairman & Managing Director of our Company. He holds a Bachelor's Degree in Commerce from University of Calcutta. He has been employed with RA Fashion as General Manager in Garment Manufacturing Unit from 05 August 2008 to 30th June 2016. During his tenure as a General Manager in RA Fashion, he was responsible for overseeing the entire garment manufacturing operations including production, quality control and timely order execution along with managing teams across various departments such as cutting, stitching, finishing, embroidery and dispatch and coordinates with vendors, suppliers, buyers for smooth business operations to ensure compliance with Industry standards, buyer requirements and labour laws which helped in contributing to business growth through strategic planning and operational excellence. He was being the Partner of S R Creation and actively engaged in the business from July 16,2016 to 01 January 2024. During his tenure as a Partner in SR Creation, he was actively engaged in the management and operations of the company and has contributed to its growth and success. In his capacity as a Chairman and Managing Director, he mentors, guides and provides perspective, strategic planning, leadership and direction to the Board and management of the Company for enriching the brand for long run. His vision to do business with ethics and to keep up with latest developments, consistent innovation in technology and management practices has helped him to provide an overall growth for the Company.

Mr. Chirag Ahuja, Whole Time Director & Chief Financial Officer

Mr. Chirag Ahuja, aged 30 years, is the Whole Time Director & Chief Financial Officer of our Company. He has been associated with our Company since August, 6th 2023 as Independent Non-Executive Director. Further, he has been redesignated as Whole Time Director & Chief Financial Officer on the Board of the Company on July 21, 2025 subject to the approval of Shareholders in Extra Ordinary General Meeting of the Company on August 12, 2025. He holds a Bachelor's Degree in Commerce from University of Calcutta. He was appointed as the Partner of Raiment Lifestyle Co and actively engaged in the business from 01 April 2020 to 31 December 2023. During his tenure as a Partner in Raiment Lifestyle Co. he was actively involved in various aspects of garment manufacturing including cutting, stitching, dyeing and finishing. He has shown excellent knowledge of fabrics, patterns, production processes and garment finishing standards. Thereafter he has been appointed as Partner in Apex Lifestyle where he is continuing from 2nd September 2023 till date, he is responsible for overseeing the production operations as he is a Production manager therefore he is actively involved in managing factory workforce, ensuring timely completion of orders, maintaining quality standards, coordinating with different departments, and optimizing resources for efficient production in garments manufacturing unit. He has demonstrated excellent leadership, problem-solving skills, and in-depth knowledge of the garments production process. His experience and exposure help the Board to take appropriate strategic decisions in the current competitive business era.

Mr. Varun Shah, Non-Executive Director

Mr. Varun Shah, aged 41 years, is a Non-Executive Director of the Company. He has been associated with our Company since April 21,2025 as Additional Promoter Director (Category: Executive) further his designation changed to Promoter Non-Executive Director in Extra Ordinary General Meeting on July 18,2025. He holds a degree in Bachelor of Commerce from Calcutta University. He is being a Partner of Apex Lifestyle from 2nd September 2023 where he is employed as Sales and Purchase Manager and is actively engaged in managing sales operations, handling client relationships, exploring new markets, negotiating contracts, and ensuring timely order execution. On the purchase side, he successfully managed vendor relations, sourcing of raw materials, price negotiations, inventory control, and timely procurement to ensure smooth production flow in garments manufacturing unit. He has shown excellent skills in business development, vendor management, and market analysis. He has contributed significantly to the growth and reputation of the firm in the garment industry.

Mrs. Anjali Lakhotia, Non-Executive & Independent Director

Mrs. Anjali Lakhotia, aged 32 years, is a Non-Executive & Independent Director of the Company. She was appointed on the Board of Directors of the Company as Additional (Non-Executive & Independent Director) w.e.f. August 12, 2025 thereafter her designation changed to Non-Executive & Independent Director at the Extra Ordinary General Meeting of the members held on September 10, 2025. She is a professional who holds a Bachelor's Degree in Commerce from the University of Calcutta, Shri Shikshayatan College. She has vast experience in strategic problem-solving, operational optimization, and data-driven decision-making. Adept at data analytics, seller engagement, customer service and process improvements. She had joined JindalX (Zomato) as CD Associate where she worked from 12th July 2021 to 20th March 2022 mentored a team of 10, providing guidance and ensuring high-performance outcomes, handled direct customer interactions, ensuring swift issue resolution and high customer engagement, developed expertise in Zomato's services, enhancing customer interactions and excelled in delivering top-tier customer support, maintaining service excellence thereafter she joined at Amazon Development Centre (India) Private Limited as Senior Associate and worked there from 28th March 2022 to 25th October 2024.

Mrs. Chetna Gupta, Non-Executive & Independent Director

Mrs. Chetna Gupta, aged 38 years, is an Independent Non-Executive Director of the Company. She was appointed on Board of Directors of the Company as Additional (Non-Executive & Independent Director) w.e.f. July 21, 2025 and her regularization continued thereafter w.e.f. August 12, 2025. She is a Professional who holds a Bachelor of Business Administration Degree from University of Rajasthan. She had completed her two year Post Graduate Diploma in Business Administration from year 2008 to 2010 through distance learning from the Institute of Symbiosis Centre for Distance learning (SCDL) Pune, India. She holds a National Institute of Securities Market (NISM) Certificate which is valid till May 24, 2026.Further, she is a Qualified Company Secretary and holds a Certificate of Practice who was admitted as an Associate Member on 10th day of May 2011and Fellow of The Institute of Company Secretaries of India on 10th day of July 2018 and also pursued LLB from University of Rajasthan. She has also passed the Intermediate Examination held by The Institute of Cost and Works Accountant of India in the month of December 2009. She is having a professional experience of more than 10 years and have led various teams in providing a wide range of professional services including Business Process Restructuring, Internal Corporate Restructuring Services, Secretarial Audits, Due Diligence reviews, Business Process Reviews, IPO Advisory services, NCLT matters, etc. to a large number of Indian companies operating in various industry segments including Real Estate Sectors, Manufacturing Concerns, Health Care etc.

Details of Directorships in Companies Suspended or Delisted

None of our Director is or was a Director of any listed Company, whose shares have been or were suspended from being traded on any Stock Exchanges, in the last five years prior to the date of filing of this Draft Red Herring Prospectus, during the term of their Directorship in such Company.

Further, none of our Director is, or was, a Director of any listed Company, which has been or was delisted from any Stock Exchange during the term of their Directorship in such Company.

Even Mrs. Chetna Gupta being appointed as Independent Director of the listed companies and continuing the same as of now but as on date, there was no such suspension/delisted activities being observed.

Family Relationship between our Directors and Key Managerial Personnel (KMP)

As on the date of the Draft Red Herring Prospectus, none of our Directors and KMPs of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

Arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or Senior Management Personnel

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or Members of the Senior Management.

Service contracts with Directors

Except for the terms set forth in the appointment letter, our Company has not entered into any service contracts with our Directors in relation to their appointment which provide for benefits or payments of any amounts upon termination of their employment, other than statutory benefits.

Borrowing Powers of the Board

Pursuant to Special Resolution passed by the shareholders in the Extra Ordinary General Meeting of our Company held on August 12 ,2025, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money, as it may considered fit for the business of the Company on such terms and conditions and with or without security as the Board may deem fit and expedient in the interest of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed the aggregate the paid-up capital of our Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business) shall not at any given point of time to exceed the sum of ₹ 60.00 Crores .

Payment or benefit to Executive Directors of our Company

Terms of Appointment and Remuneration to Executive Directors

We have not entered into any service agreement with our Executive Director providing for benefits upon termination of employment, other than statutory benefits. The termination clause of the appointment letter includes a condition for termination or discontinuation of service after giving a notice of a specified period and any deficiency on notice period will be compensated proportionately to the compensation cost at that point and time. However, the terms and conditions relating to the appointment and remuneration of Mr. Vishal Nahar, Managing Director of the Company are set out in the Resolution dated August 12, 2025, passed by the members of the Company in their Extra Ordinary General Meeting. Similarly, the terms and conditions relating to the appointment and remuneration of Mr. Chirag Ahuja, Whole Time Director of the Company are set out in the Resolution dated August 12,2025, passed by the members of the Company in their Extra Ordinary General Meeting and shall be subject to the provisions of Section 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company. In case of payment of remuneration in excess of the prescribed limits, recovery of the excess amount may be waived by our Board upon the recommendation of the Nomination and Remuneration Committee and subject to the compliance of the applicable provisions, if any.

Compensation of Executive Director

Mr. Vishal Nahar, Chairman & Managing Director

Mr. Vishal Nahar, aged 50 years is the is the Chairman, Promoter and Managing Director of our Company. He has been appointed as a Director (Non-Executive) in Board Meeting dated August 7, 2023. Further, he has been appointed and redesignted as Chairman & Managing Director w.e.f. July 21, 2025 for a term of five (5) years. The significant terms and conditions of his employment are summarized hereinbelow:

Particulars	Terms of Appointment
Tenure of Appointment	Five years with effect from 21.07.2025, liable to retire by rotation.

Remuneration	₹12.00 Lacs per annum with such increments as the Board may approve from time to time subject to ceiling of ₹ 30.00 Lacs per annum, including all the given perquisites.
Perquisites	i. Company's contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act ii. Free use of company's car for company's work as well as for personal purposes along with driver. iii. Telephone, mobile and other communication facilities at Company's cost. iv. Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and boarding/lodging expenses for patient and attendant v. Actual leave travel expenses, as per the rules of the Company, to any place and return in domestic and foreign along with family. vi. Contribution to Provident Fund and Gratuity as per the Rules of the Company. vii. Leave and encashment of unavailed leave as per the Rules of the Company. viii. Personal accident insurance policy in accordance with the scheme applicable as per the Company's Policy. ix. Gratuity - As per the rules of the Company. x. Club Fees: payable subject to maximum of two clubs. xi. Any other allowances: As per the rules of the Company.
Other Terms and Conditions	a. The Managing Director shall not be paid sitting fees for attending the meetings of the Board of Directors or committees thereof (if any). b. In the event of loss or inadequacy of profits in any financial year during the currency of the term of the Managing Director, the Company will pay the remuneration as detailed herein as the minimum remuneration subject to limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof from time to time or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force. c. The Managing Director shall be entitled to such increment from time to time as the Board may in its discretion determine.

	d. The Managing Director shall be liable to retire by rotation. Re-appointment upon retirement by rotation in terms of the Companies Act, 2013 will not tantamount to break in service.

Mr. Chirag Ahuja, Whole time Director & Chief Financial Officer

Mr. Chirag Ahuja, aged 30 years, is the Whole Time Director & Chief Financial of our Company. He has been appointed on our Board as Independent Director (Non-Executive) w.e.f. August 6, 2023. He has been redesignated as Whole Time Director & Chief Financial Officer w.e.f. July 21, 2025 for a term of Five (5) years. The significant terms of his employment are summarized hereinbelow:

Particulars	Terms of Appointment
Term of Appointment	Five years with effect from 21.07.2025, liable to retire by rotation.
Remuneration	₹ 9,60,000/- per annum with such increments as the Board/ Nomination and Remuneration Committee (if any), may approve from time to time subject to ceiling of ₹ 30,00,000/- per annum, including all the perquisites.
Perquisites	i. Company's contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act ii. Free use of company's car for company's work as well as for personal purposes along with driver. iii. Telephone, mobile and other communication facilities at Company's cost. iv. Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and boarding/lodging expenses for patient and attendant v. Actual leave travel expenses, as per the rules of the Company, to any place and return in domestic and foreign along with family. vi. Contribution to Provident Fund and Gratuity as per the Rules of the Company. vii. Leave and encashment of unavailed leave as per the Rules of the Company. viii. Personal accident insurance policy in accordance with the scheme applicable as per the Company's Policy. ix. Gratuity - As per the rules of the Company. x. Club Fees: payable subject to maximum of two clubs. xi. Any other allowances: As per the rules of the Company.
Other Terms and Conditions	a. The Whole-time Director shall not be paid sitting fees for attending the meetings of the Board of Directors or committees thereof (if any). b. In the event of loss or inadequacy of profits in any financial year during the currency of the term of the Whole-time Director, the Company will pay the remuneration as detailed herein as the minimum remuneration subject to

	limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof from time to time or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

Bonus or profit-sharing plan for our Directors

As on the date of this Draft Red Herring Prospectus, our Company does not have any performance linked bonus or profit-sharing plan for the Directors.

Contingent and/or deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Executive Directors, which does not form part of their remuneration.

Payment of Benefits (Non-Salary Related)

No non-salary amount or benefit has been paid or given within the 2 (Two) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

Loan given by our Directors to the Company

For details of unsecured loan taken from our Directors and for details of transaction entered into by them in the past please refer to the chapter titled ***"Related Party Transactions"*** beginning on page no. 288 of this Draft Red Herring Prospectus.

Remuneration paid or payable to our Directors by our Associate Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate Company. As such, no remuneration was paid or is payable to our Directors by our Associate Company.

Remuneration paid or payable to our Directors by our Subsidiary Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiary Company. As such, no remuneration was paid or is payable to our Directors by our Subsidiary Company.

Compensation paid to Executive Directors during the preceding financial year ended 2024-2025

The following table sets forth the details of the remuneration / compensation paid by our Company to our Executive Directors in the financial year ended 2024-2025 as detailed hereinbelow:

Sl. No.	Name	Designation	Compensation (Rs. In Lakhs)
1	Vishal Nahar	Director	12.00
2	Chirag Ahuja	Director	9.6
3	Neetu Nahar	Director	1

Payment or benefit to Non-Executive Directors and Independent Directors of our Company

Pursuant to Board Resolution dated August 14, 2025, each Non-Executive & Independent Director entitled to receive Sitting Fees of ₹ 15,000/- (Rupees Fifteen Thousand Only) per Board Meeting and

subject to maximum of ₹ 75,000/- (Rupees Seventy Five Thousand Only) per annum for attending such meeting of the Board and the Committee thereof, within the limit prescribed under the Companies Act, 2013 and the rules made thereunder.

Further, our Non-Executive Independent Directors may be reimbursed for expenses actually and reasonably incurred as permitted under the Companies Act and the SEBI Listing Regulations.

Compensation/ Remuneration paid to Non-Executive Independent Directors during the financial year 2024-2025

No sitting fees has been paid by our Company to our Non-Executive Independent Directors in the preceding financial year 2024-2025 since there was no such Directors on the Board of the Company.

Loans to Director

As on the date of this Draft Red Herring Prospectus, our Company has not provided any loan to our Directors.

Shareholding of Directors in our Company

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

The shareholding of the Directors in our Company as on the date of this Draft Red Herring Prospectus is set forth below:

Sl. No.	Name of Director	No. of Equity Shares held	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Vishal Nahar	44,93,922	43.62	[●]
2.	Chirag Ahuja	13,64,055	13.24	[●]
3.	Varun Shah	Nil	Nil	

CONFIRMATIONS FROM DIRECTORS

As on the date of this Draft Red Herring Prospectus:

None of our Director is or was a Director of any listed companies, whose shares have been or were suspended from being traded on any of the Stock Exchanges having nationwide terminals, during the 5 (Five) years preceding the date of this Draft Red Herring Prospectus, during their term of directorship in such Company.

None of our Director is or was, a Director of any listed companies, which has been or were delisted from any Stock Exchange(s), during their term of directorship in such Company.

None of our Directors have been identified as "Wilful Defaulter or Fraudulent Borrower" (as defined in the SEBI ICDR Regulations) by any bank or financial institution or consortium thereof, in accordance with the applicable guidelines issued by the Reserve Bank of India.

Neither Company nor any of the Directors of the Company are declared as fugitive Economic Offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a "Fugitive Economic Offender" under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Directors of the Company are prohibited from accessing the capital markets 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.

None of the Directors of the Company are associated with the securities market.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to introduce any of our directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

None of the Directors have any interest in any property acquired in the three years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by the Company or in any transaction by the Company for acquisition of land, construction of building or supply of machinery.

None of our Directors, Promoters or persons forming part of our promoter group are persons appearing in the list of Directors of Struck-off Companies by the RoC or the MCA under Section 248 of the Companies Act, 2013.

INTEREST OF DIRECTORS

Interest in promotion of our Company

Our Directors, Mr. Vishal Nahar and Mr. Chirag Ahuja are interested in the promotion of the Company as being the promoter of our Company and also to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them on their holding of such shares and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled ***"Promoter and Promoter Group - Our Individual Promoters"*** beginning on Page No. 245 of this Draft Red Herring Prospectus.

Interest by way of Remuneration from the Company

Our Managing Director and Whole-time Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For more details, please refer this Chapter titled ***"Our Management - Payment or benefit to Executive Directors of our Company"*** on page 222 of this Draft Red Herring Prospectus. Further, all our Non-Executive and Independent Directors may be interested to the extent of Sitting Fees payable to them for attending meetings of the Board of Directors or a committee thereof and reimbursement of expenses payable to them as per their terms of appointment. For details, please refer this Chapter titled ***"Our Management – Payment or benefit to Non-Executive Directors and Independent Directors of our Company"*** on Page No. 225 of this Draft Red Herring Prospectus.

Interest as member of 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 karta or coparceners 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 Offer. All of 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, if any. Except as disclosed in the chapters titled ***"Related Party Transactions"*** in the section titled ***"Financial Information"*** and ***"Our Promoters and Promoter Group"*** beginning on Page No. 273 and 245

respectively of this Draft Red Herring Prospectus and described herein above, our Directors are not interested in any other company, entity or firm.

Interest as a Creditor of our Company

Our Directors are interested to the extent of unsecured loans or personal guarantee, if any, given by them to our Company or by their relatives or by the Companies/ Firms in which they are interested as Directors/ Members/ Partners. For the details of unsecured loans given by Directors and personal guarantee given by Directors towards financial facilities of our Company please refer to Chapters titled ***"Financial Indebtedness"*** and ***"Restated Financial Information - Note 28 - Related Party Disclosures "*** beginning on Page No. 308 and 273 respectively of this Draft Red Herring Prospectus.

Interest in property (including transactions for acquisition of land, construction of building and supply of machinery) of our Company

Our directors do not have any interest in any property acquired by our Company neither in the preceding three years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus.

Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest in the Business of Our Company

Save and except as stated otherwise in the chapter titled ***"Related Party Transactions"*** in the section titled ***"Financial Information"*** beginning on page 273 of this Draft Red Herring Prospectus, and as disclosed in this chapter titled ***"Our Management"*** beginning on page 217 of this Draft Red Herring Prospectus, our directors do not have any other interest in in the business of our Company as on the date of this Draft Red Herring Prospectus.

Other Indirect Interest

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the Firms or Companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by our Directors or by the Firm or Company in which they are interested, in connection with the promotion or formation of our Company.

All the Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any Company which is promoted by them or in which they hold directorships or any Partnership firm in which they are partners.

Changes in the Board of Directors in the last three years immediately preceding the date of Draft Red Herring Prospectus

There has been no change in the Board of Directors, except as stated below during the last three (3) years immediately preceding the date of this Draft Red Herring Prospectus:

Name of Director	Date of event	Nature of Event	Reasons for change

Chirag Ahuja	August 6, 2023	Appointment as Director (Category: Non - executive)	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Vishal Nahar	August 7, 2023	Appointment as Director (Category : Non - executive)	
Bandana Nahar	January 01, 2024	Cessation from the post of Director	
Jishu Chowdhury	January 01, 2024	Cessation from the post of Director	
Anil Singh Nahar	January 01, 2024	Cessation from the post of Additional Director	
Neetu Nahar	June 15, 2024	Cessation from the post of Director	
Varun Shah	April 21, 2025	Appointment as Additional Director (Category: Executive)	
Varun Shah	July 18, 2025	Change in Designations from Additional Director (Category: Executive) to Director (Non – Executive)	
Vishal Nahar	July 21, 2025	Appointment as Managing Director (Category: Chairman & Executive)	
Chirag Ahuja	July 21, 2025	Appointment as Whole Time Director & Chief Financial Officer (Category: Executive Director)	
Chetna Gupta	July 21, 2025	Appointment as Additional Independent Director (Category: Non-Executive Director)	
Anjali Lakhotia	August 12, 2025	Appointment as Additional Independent Director (Category: Non-Executive Director)	
Chetna Gupta	August 12, 2025	Change in Designations from Additional Independent Director (Category: Non – Executive) to Independent Director (Non – Executive)	
Anjali Lakhotia	September 10, 2025	Change in Designations from Additional Independent Director (Category: Non – Executive) to Independent Director (Non – Executive)	

Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI ICDR Regulations as amended from time to time, as on the date of this Draft Red Herring Prospectus, the requirement 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 (LODR) Regulations, 2015 are not applicable to our Company. In addition to the applicability of provisions of Companies Act, 2013 with respect to corporate governance, provisions of the SEBI (LODR) Regulations, 2015 have also been complied with, to the extent applicable to our Company.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations in respect of corporate governance including constitution of the Board and the Committees thereof. The Corporate Governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations, as applicable. The Board functions either as a full Board or through various committees constituted to oversee specific functions.

As on the date of filing this Draft Red Herring Prospectus, our Board comprises of 5 (Five) Directors, of whom one (1) is Managing Director, one (1) Whole Time Director, one (1) Non-Executive Director, and two (2) Woman Non-Executive & Independent Director.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations to the extent applicable in relation to the composition of our Board and constitution of committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

Committees of our Board of Directors

The following committees have been formed in compliance with the corporate governance norms:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholder's Relationship Committee;
4. IPO Committee

In addition to the committees of our Board of Directors detailed below, our Board of Directors may, from time to time, constitute committees for various functions in accordance with the applicable laws.

Audit Committee

Our Company has constituted an Audit Committee as per Section 177 and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 vide resolution passed in the meeting of our Board on August 14, 2025.

As on the date of the Draft Red Herring Prospectus, the constitution of the Audit Committee is as follows:

Name of Director	Position in the Committee	Designation
Anjali Lakhotia	Chairman	Non-Executive & Independent Director

Chetna Gupta	Member	Non-Executive & Independent Director
Varun Shah	Member	Non-Executive Director

The Company Secretary and Compliance Officer of our Company shall serve as the Secretary to the Audit Committee.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Tenure

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

Meetings of the Committee

The Audit Committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent directors at each meeting.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee of the Company;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of Clause (c) of Sub-section (3) of Section 134 of the Companies Act, 2013;
b. changes, if any, in accounting policies and practices and reasons for the same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions; and
g. modified opinion(s) in the draft audit report;

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall refuse themselves on the discussions related to related party transactions;
   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. 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;
16. Discussion with internal auditors of any significant findings and follow up thereon;
17. 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;
18. 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;
19. 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;
20. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of Chief Financial Officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee;

23. Reviewing the utilization of loans / advances / investments / guarantees / providing any security, if any, with all the companies falling under the category of the promoter group and the group companies as defined under the SEBI regulations, as amended till date, and also with any banks or financial institutions, for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores Only) including existing loans / advances / investments / guarantees / provision of any security existing as on the date of coming into force of this provision;
24. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
25. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
26. The Audit Committee shall review compliance with the provisions of the SEBI Insider Trading Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;
27. To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its shareholders; and
28. Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
5. Statement of deviations:
    - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
    - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations; and
    - the financial statements, in particular, the investments made by any unlisted subsidiary; and
6. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee

Our Company has constituted the Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 vide resolution passed in the meeting of the Board of Directors held on August 14, 2025.

As on the date of the Draft Red Herring Prospectus, the constitution of the Nomination and Remuneration Committee is as follows:

Name of Director	Position in the Committee	Designation
Anjali Lakhotia	Chairman	Non-Executive & Independent Director
Chetna Gupta	Member	Non-Executive & Independent Director
Varun Shah	Member	Non-Executive Director

The Company Secretary and Compliance Officer of our Company shall serve as the Secretary to the Nomination & Remuneration Committee.

Tenure

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Nomination and Remuneration Committee as approved by the Board.

Meetings of the Committee

The Nomination and Remuneration Committee shall meet at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

The Chairman of the Nomination and Remuneration Committee may be present at the Annual General Meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

Terms of Reference

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act. The terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other Employees;
2. For 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:
    a. use the services of an external agencies, if required;
    b. consider candidates from a various background, having due regard to diversity; and
    c. consider the time commitments of the candidates;
3. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run our Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
4. Formulating criteria for evaluation of performance of Independent Directors and the Board;
5. Devising a policy on diversity of Board;
6. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the

Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

7. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
8. Recommending to the board, all remuneration, in whatever form, payable to senior management;
9. Analyzing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
10. Determining the Company's policy on specific remuneration packages for Managing Director / Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;
11. Recommending to the Board the remuneration, in whatever form, payable to Non-Executive Directors and the Senior Management Personnel and other staff (as deemed necessary);
12. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
13. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
14. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Director;
15. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view that performance of the Company, standards prevailing in the industry, statutory guidelines etc.;
16. Recommend to the board, all remuneration, in whatever form, payable to senior management;
17. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
18. Carrying out any other function as is mandated by the Board from time to time and/or enforced/mandated by any statutory notification, amendment or modification, as may be applicable; and
19. Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178(5) of the Companies Act, 2013 vide resolution passed in the meeting of the Board of Directors held on August 14, 2025.

As on the date of the Draft Red Herring Prospectus, the constitution of the Stakeholders Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Anjali Lakhotia	Chairman	Non-Executive & Independent Director
Chetna Gupta	Member	Non-Executive & Independent Director
Varun Shah	Member	Non-Executive Director

The Company Secretary and Compliance Officer of our Company shall serve as the Secretary to the Stakeholders Relationship Committee.

Tenure

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions the Stakeholders Relationship Committee as approved by the Board.

Meetings of the Committee

The Stakeholders Relationship Committee shall meet atleast four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

Terms of Reference

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act 2013. The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialization and re-materialization of shares, non- receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
3. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re- materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
4. Reviewing the adherence to the service standards adopted by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
7. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, re-materialization etc. of shares, debentures and other securities;
8. To monitor and expedite the status and process of dematerialization and re-materialization of shares, debentures and other securities of the Company;
9. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
10. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

IPO Committee

Our Company has constituted the IPO Committee vide resolution passed in the meeting of the Board of Directors held on August 14, 2025.

As on the date of the Draft Red Herring Prospectus, the constitution of the IPO Committee is as follows:

Name of Director	Position in the Committee	Designation
Vishal Nahar	Chairman	Managing Director
Chirag Ahuja	Member	Whole Time Director & Chief Financial Officer
Varun Shah	Member	Non-Executive Director

The Company Secretary and Compliance Officer of our Company shall serve as the Secretary to the IPO Committee.

Tenure

The IPO Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions the IPO Committee as approved by the Board.

Meetings of the Committee

The IPO Committee shall meet as and when need arises. The quorum for a meeting of the IPO Committee shall be either two members or one third of the members of the committee, whichever is greater.

Terms of Reference

The terms of reference of the IPO Committee are as follows:

1. To decide in consultation with the BRLM the actual size of the Offer and taking on record the number of equity shares, and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, , allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;
2. To appoint, instruct and enter into agreements with the BRLM, and in consultation with BRLM appoint and enter into agreements with intermediaries, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, legal counsels, depositories, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLM, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;
3. To make any alteration, addition or variation in relation to the Offer, in consultation with the BRLM or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of issue of Equity Shares;
4. To finalize, settle, approve, adopt and arrange for submission of the Draft Red Hering Prospectus ("DRHP"), Red Hering Prospectus ("RHP") and the Prospectus, and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective Stock Exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), the Registrar of Companies, Kolkata ("Registrar of Companies"), institutions or bodies;

5. To take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale;
6. If deemed appropriate, to invite the existing shareholders of the Company to participate in the Offer to offer for sale the Equity Shares held by them at the same price as in the Offer;
7. To issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Companies Act, 2013, as amended and other applicable laws;
8. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
9. To open and operate separate escrow accounts as the escrow account to receive application monies from anchor investors/ underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Offer and in respect of which a refund, if any will be made;
10. To open and operate bank account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
11. To negotiate, finalise, sign, execute and deliver or arrange the delivery of the public offer agreement, syndicate agreement, share escrow agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLM and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
12. To make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Registrar of Companies, and such other statutory and governmental authorities in connection with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus, as applicable;
13. To make in-principle and final applications for listing and trading of the Equity Shares on one or more stock exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
    To determine and finalize, in consultation with the BRLM, the price band for the Offer and minimum bid lot for the purpose of bidding , any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;

14. To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
15. To issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with

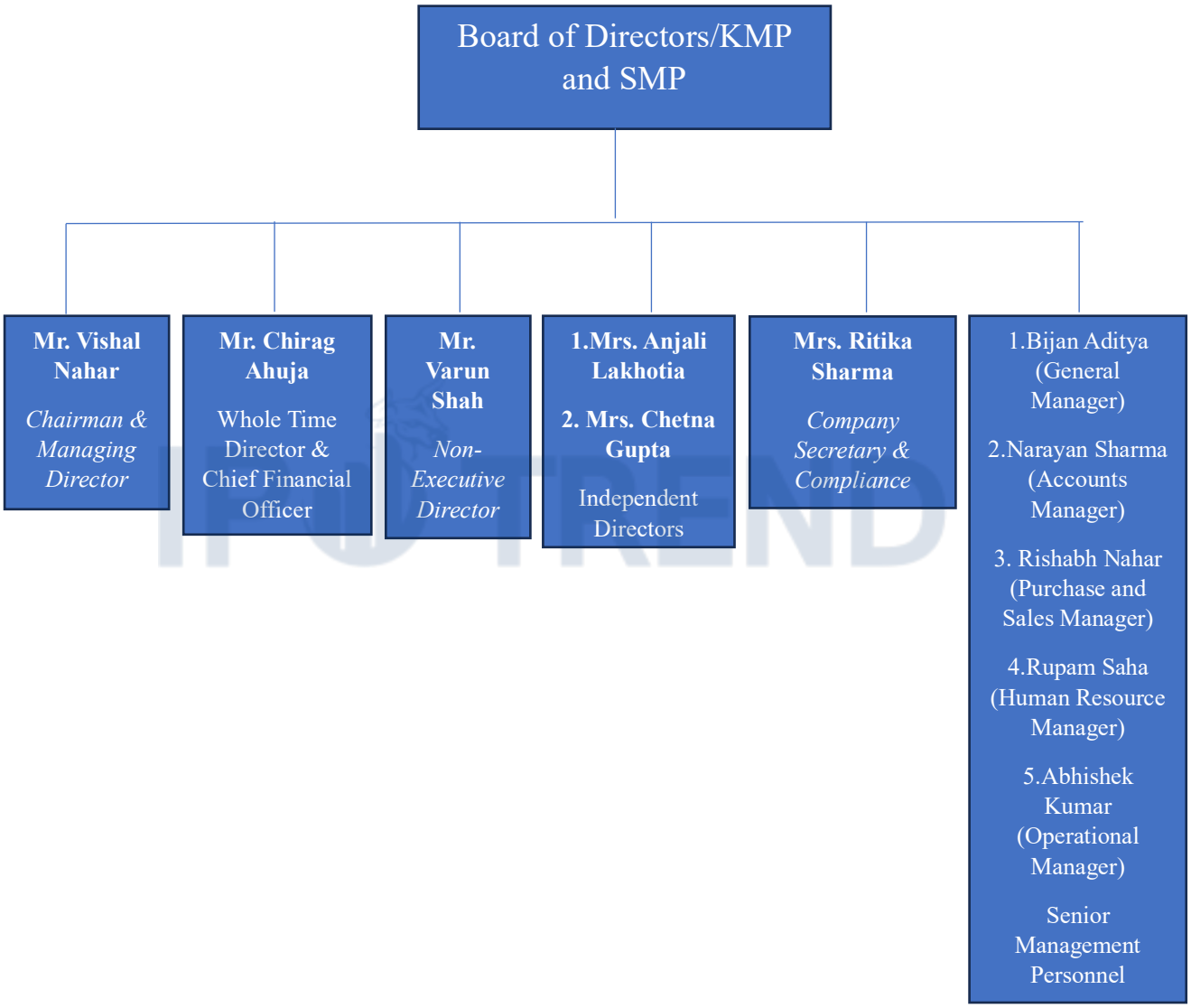
power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;

16. To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and share transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the aforestated documents;
17. To approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under Applicable Laws;
18. To approve the list of 'group of companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
19. To seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in connection with the Offer or any actions connected therewith, in accordance with the Applicable Laws;
20. To determine the price at which the Equity Shares are offered, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLM;
21. To settle all questions, difficulties or doubts that may arise in relation to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may in its absolute discretion deem fit;
22. To do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;
23. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Offer;
24. To withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and applicable laws;
25. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies and the relevant Stock Exchange(s) where the Equity Shares are to be listed; and

26. To authorize and empower Directors or officers of the Company (each, an "Authorized Officer(s)"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchange(s), the registrar agreement and memorandum of understanding, the depositories' agreements, the public offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement with BRLM and syndicate members, the share escrow agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, Registrar to the Offer, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLM and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by

any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

Management Organization Chart



Key Managerial Personnel (KMP)

The details of the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set out below:

Mr. Vishal Nahar, Chairman & Managing Director
For details in relation to the biography of our Chairman & Managing Director, see the Chapter titled ***"Our Management - Brief profile of our Directors"*** at Page No. 219 of this Draft Red Herring Prospectus.

Mr. Chirag Ahuja, Whole time Director & Chief Financial Officer

For details in relation to the biography of our Whole time Director & Chief Financial Officer, see the Chapter titled ***"Our Management - Brief profile of our Directors"*** beginning at Page No. 219 of this Draft Red Herring Prospectus.

Mr. Varun Shah, Non-Executive Director

For details in relation to the biography of our Non-Executive Director, see the Chapter titled ***"Our Management - Brief profile of our Directors"*** beginning at Page No. 219 of this Draft Red Herring Prospectus.

Mrs. Ritika Sharma, Company Secretary and Compliance Officer

Mrs. Ritika Sharma aged 36 years**,** is the Company Secretary and Compliance Officer of our Company. She holds a Bachelor degree from University of Calcutta. She is an Associate Member of The Institute of Company Secretaries of India. She was associated with Knowledge Marine & Engineering Works Limited which is amongst top 1000 Listed Companies – Mumbai as Company Secretary & Compliance Officer from 28th October 2022 to 15th February 2024. Further she has joined Blue Jet Healthcare Limited which is amongst top 1000 Listed Companies – Mumbai as Senior Executive Secretarial & Legal from February 2024 to 31st Jan 2025. Thereafter she has joined at M/s. Tarsons Products Ltd as Senior Executive Secretarial where she has worked from19th March 2025 to 28th April 2025. She has gained experience in corporate, legal, secretarial due diligence, corporate governance, audit, Stock Exchanges and other applicable laws in India. She oversees the secretarial and compliance functions of our Company. She was appointed in our company with effect from August 22, 2025 and therefore has not received any remuneration during Fiscal 2025.

Details of Senior Managerial Personnel (SMP)						
Sl. No	**Name**	**Designation**	**Year of Joining**	**Qualification**	**Overall Experience (Yrs)**	**Remuneration paid in previous F.Y.**
1.	Rishabh Nahar	Purchase & Sales Manager	2023	B.com Graduate	5	12 Lakhs
2.	Bijan Aditya	General Manager	2025	BA Graduate, and Diploma in Apparels Merchandising	9	Nil
3.	Narayan Sharma	Accounts Manager	2025	B.com Graduate	16	Nil
4.	Rupam Saha	Human Resource Manager	2019	B.com Graduate	11	2.76 Lakhs
5.	Abhishek Kumar	Operational Manager	2017	B.com Graduate	11	4.74 Lakhs

Details of Senior Managerial Personnel (SMP)

We confirm that:

a) All the persons named as our Key Managerial Personnel and Senior Managerial Personnel above are the permanent employees of our Company.
b) There is no arrangement/understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned Key Managerial Personnel and Senior Managerial Personnel have been recruited.
c) None of our KMPs and SMPs except Mr. Vishal Nahar, Mr. Chirag Ahuja and Mr. Varun Shah are part of the Board of Directors.
d) In respect of all above mentioned Key Managerial Personnel and Senior Managerial Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2025.
e) Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the Issuer.
f) Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel and Senior Managerial Personnel except as stated in the terms of their appointment.
g) Presently, we do not have Employee Stock Option Plan (ESOP) / Employee Stock Purchase Scheme (ESPS) for our employees.
h) The turnover of KMPs and SMPs is not high, compared to the Industry to which our company belongs.

Turnover of KMPs/ Attrition of Employees

The attrition rate of the employees for the past three financial years 2022-23, 2023-24and 2024-25 is as follows:

Particulars	**Financial Years**		
	2024-25	**2023-24**	**2022-2023**
KMP	2	3	4
Top Management/Senior Managerial Personnel	3	3	2
Employees	74	76	44
Total	**79**	**82**	**50**
Attrition	7	4	1
Attrition Rate	8.86	4.88	2

Status of Key Managerial Personnel in our Company

All of our Key Managerial Personnel and Senior Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.

Family Relationship among Key Management Personnel and Senior Managerial Personnel

Except as disclosed in ***"Our Management - Relationship between our Directors and Key Managerial Personnel"*** on Page No. 221 of this Draft Red Herring Prospectus, none of our Key Management Personnel are related to each other.

Arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the key managerial personnel was selected as a Key Managerial Personnel

None of our Key Managerial Personnel or Senior Managerial Personnel have been selected pursuant to any arrangement or understanding with major shareholders, customers ore suppliers or any other entity.

Compensation of Key Managerial Personnel

Except as disclosed in "Our Management – Compensation paid to Executive Directors during the preceding financial year ended 2024-2025" on page 225 none of the Key Managerial Personnel is paid remuneration for the financial year ended 2024 – 2025 preceding the date of this Draft Red Herring Prospectus.

Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel and Senior Managerial Personnel
Our Company does not have any bonus and / or profit-sharing plan for the Key Managerial Personnel and Senior Managerial Personnel except as stated in the terms of their appointment.

Contingent and Deferred Compensation Payable to Key Managerial Personnel and Senior Managerial Personnel
As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Managerial Personnel for Fiscal 2025, which does not form part of their remuneration for such period.

Service contract with Key Managerial Personnel and Senior Managerial Personnel

Except for terms set forth in the appointment letters, our Company has not entered into any service contract with our Key Managerial Personnels and Senior Managerial Personnel in relation to their appointment which provides for benefits or payments of any amount upon termination of employment, other than statutory benefits.

Shareholding of the Key Managerial Personnel and Senior Managerial Personnel
Except as disclosed *in* ***"Our Management - Shareholding of Directors in our Company***" beginning on page 226 of this Draft Red Herring Prospectus, none of our other Key Managerial Personnel and Senior Managerial Personnel hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Managerial Personnel

Except as disclosed under ***"Our Management – Interest of Directors"*** *on page no. 227 of the Draft Red Herring Prospectus, the Key Management Personnel and Senior Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. The Key Management Personnel and Senior Managerial Personnel may also be deemed to be interested in the Equity Shares, if any, held by them, and the dividend payable to them and other distributions in respect of Equity Shares held by them, if any.*

Other than as disclosed in Chapter titled ***"Related Party Transactions"*** beginning on page 273 of the Draft Red Herring Prospectus, our Key Managerial Personnel and Senior Managerial Personnel are not interested in any contract, agreement or arrangement entered into by the Company and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

Except as disclosed herein, none of our Key Managerial Personnel Senior Managerial Personnel have

been paid any consideration of any nature from our Company, other than their remuneration.

Changes in the Key Management Personnel in last three years

Except as mentioned below, there has been no change in the Key Management Personnel of our Company during the last three (3) years preceding the date of the Draft Red Herring Prospectus:

Name of Director	Date of event	Nature of Event	Reasons for change
Mr. Vishal Nahar	July 21, 2025	Appointment as Chairman & Managing Director	To ensure better Corporate Governance and compliance with the Companies Act, 2013
Mr. Chirag Ahuja	July 21, 2025	Appointment as Whole-time Director & Chief Financial Officer	
Mrs. Ritika Sharma	August 22, 2025	Appointment as Company Secretary and Compliance Officer	

Payment or benefits to the Key Management Personnel and Senior Managerial Personnel (non-salary related)

No non-salary related amount or benefit has been paid or given within the two years preceding the date of the Draft Red Herring Prospectus or is intended to be paid or given to any officer of the Company, including our Key Managerial Personnel and Senior Managerial Personnel.

Loan given by our Key Managerial Personnel or Senior Managerial Personnel to the Company

For details of unsecured loan taken from our Key Managerial Personnels and for details of transaction entered into by them in the past please refer to the Chapter titled ***"Related Party Transactions"*** beginning on page 273 of this Draft Red Herring Prospectus.

Scheme of Employee Stock Option Plan or Employee Stock Purchase Plan

As on the date of filing of this Draft Red Herring Prospectus, our Company does not have employee stock option scheme / employee stock purchase plan for our employees.

Loan availed by Key Managerial Personnel or Senior Managerial Personnel of our Company

No loans have been availed by the Key Management Personnel or Senior Managerial Personnel from our Company as on date of this filing of this Draft Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our company are **Mr. Vishal Nahar, Mr. Chirag Ahuja, Vishal Nahar (HUF) Mr. Rishabh Nahar and Mr. Narrinder Kumar Ahuja.**

As on date of this Draft Red Herring Prospectus, our Promoters, together holds an aggregate of 88,02,870 Equity Shares in our Company, representing 85.44% of the pre-offered Issued, Subscribed and Paid-up Equity Share Capital of our Company.

All Equity Shares issued to our Promoters were fully paid-up at the time of Allotment. For details of Shareholding of the Promoters in our Company, see "***Capital Structure – Build-up of the shareholding of our Promoters in our Company since incorporation***" on page 108 of the Draft Red Herring Prospectus.

Our Individual Promoters:

The Individual Promoters of our company are **Mr. Vishal Nahar, Vishal Nahar HUF, Mr. Chirag Ahuja, Mr. Rishabh Nahar and Mr. Narinder Kumar Ahuja.**

The details of Individual Promoters are as follows:

<table>
<tr><td rowspan="2"> </td><td>Mr. Vishal Nahar</td></tr>
<tr><td>Mr. Vishal Nahar, aged 50, is the Promoter, Chairman and Managing Director of our Company.

Date of Birth: September 17, 1975

Nationality: Indian

PAN: ACXPN7979G

Passport Number: S6559440

Address: Flat 1201,12th Floor Block E1, Emami City, 2 Jessore Road, Kolkata South Dumdum, North 24 Parganas, West Bengal-700028 India

For the complete profile of Mr. Vishal Nahar along with details of his experience in business, educational qualifications, positions / posts held in the past, directorships held, other ventures, special achievements, business and financial activities, please refer the chapter titled "Our Management – Brief Profile of our Directors" beginning on page 219 of this Draft Red Herring Prospectus.</td></tr>
</table>

Mr. Chirag Ahuja

Mr. Chirag Ahuja, aged 30, is the Promoter, Whole-time Director and Chief Financial Officer of our Company.

Date of Birth: October 12, 1994

Nationality: Indian

PAN: BNAPA3061M

Passport Number: V9178308

Address: P-193 Bangur Avenue Block-A Bangur Avenue North 24 Parganas West Bengal- 700055, India

For the complete profile of Mr. Chirag Ahuja along with details of her experience in business, educational qualifications, positions / posts held in the past, directorships held, other ventures, special achievements, business and financial activities, please refer the chapter titled "***Our Management – Brief Profile of our Directors***" beginning on page 219 of this Draft Red Herring Prospectus.

Mr. Rishabh Nahar

Mr. Rishabh Nahar, aged 24, is the Promoter of our Company.

Date of Birth: October 01, 2000

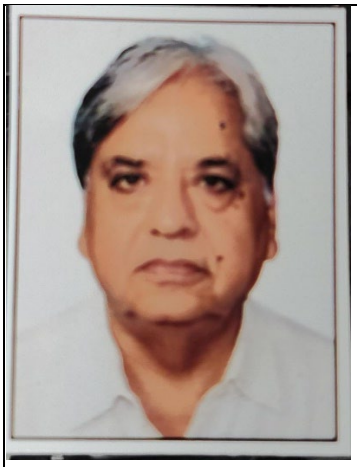
Nationality: Indian

PAN: BVNPN1991C

Passport Number: S6559090

Address: Aradhana Apartment Flat-4B, 27 Rafi Ahmed Kidwai Road, Bangur Avenue, North 24 Pargansas, West Bengal-700055

For the complete profile of Mr. Rishabh Nahar along with details of her experience in business, educational qualifications, positions / posts held in the past, directorships held, other ventures, special achievements, business and financial activities, please refer the chapter titled "***Our Management – Brief Profile of our Directors***" beginning on page 219 of this Draft Red Herring Prospectus.

	**Mr. Narrinder Kumar Ahuja**
	Mr. Narrinder Kumar Ahuja, aged 65, is the Promoter of our Company. **Date of Birth:** February 20, 1960 **Nationality:** Indian **PAN:** ACZPA4913F **Passport Number:** N5282764 **Address**: 193 Block-A, Bangur Avenue, Bangur, South Dum Dum (M), North 24 Parganas, West Bengal-700055 For the complete profile of Mr. Narrinder Kumar Ahuja along with details of her experience in business, educational qualifications, positions / posts held in the past, directorships held, other ventures, special achievements, business and financial activities, please refer the chapter titled "***Our Management – Brief Profile of our Directors***" beginning on page 219 of this Draft Red Herring Prospectus.

Vishal Nahar (HUF)
HUF Information and History:

M/s Vishal Nahar (HUF), was constituted on June 20, 2006. Vishal Nahar is its Karta and their Co-parcener Member are Mrs. Neetu Nahar, Mr. Rishabh Nahar and Mr. Aman Nahar.

As on the date of this Draft Red Herring Prospectus, M/s Vishal Nahar (HUF) holds 6,47,500 Equity Shares, representing 6.28 % of the Issued, Subscribed and Paid-Up Equity Share Capital of our Company.

The Permanent Account No. of M/s Vishal Nahar (HUF) is AANHV6116P.

Address: Aradhana Apartment Flat-4B, 27 Rafi Ahmed Kidwai Road, Bangur Avenue, North 24 Parganas, West Bengal-700055**.**

Members of HUF

Sl. No.	Name of Member	Designation
1.	Mr. Vishal Nahar	Karta
2.	Mrs. Neetu Nahar	Member
3.	Mr. Rishabh Nahar	Member
4.	Mr. Aman Nahar	Member

Our Corporate Promoter:

As on the date of filing of this Draft Red Herring Prospectus, our Company does not have any Corporate Promoter.

Declaration

We declare and confirm that the details of the Permanent Account Numbers (PAN), Bank Account Numbers, Passport Numbers and Aadhar Card Numbers of our Promoters are being submitted along with filing of this Draft Red Herring Prospectus with the Stock Exchange on which the Equity Shares of the Company are proposed to be listed.

Other ventures of our Promoters:

Save and except as disclosed in this chapter titled ***"Our Promoter and Promoter Group"*** and ***"Our Group Companies"*** beginning on page 245 and 253 of this Draft Red Herring Prospectus, our Promoters are not involved in any other ventures.

Change in management and control of our company:

There has been no change in the management and control of our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interest of our Promoters

Interest of our Promoters in promotion and shareholding of our Company.

Our Promoters are interested in the promotion of our Company and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner and/ or trustee, and to the extent of benefits such as dividend declared, if any, or other benefits arising out in respect of such Equity Shares held by them and their relatives that may be made by our company in the future. As on the date of this Draft Red Herring Prospectus, our Individual Promoters, Mr. Vishal Nahar, Mr. Chirag Ahuja, Mr. Rishabh Nahar, Mr. Narinder Kumar Ahuja and our other Promoter, M/s Vishal Nahar HUF, together holds an aggregate of 88,02,870 Equity Shares in our Company, representing 85.44% of the pre-offered Issued, Subscribed and Paid-up Equity Share Capital of our Company. For further details, please see chapters titled "***Capital Structure – Shareholding of our Promoters***", "***Our Management – Shareholding of Directors in our Company***" and "***Summary of Offer Document – Aggregate pre-offer shareholding of our Promoters and Promoters Group as a percentage of Paid-up share capital of the Company***" beginning on Page Nos. 108, 226 and 32 of the Draft Red Herring Prospectus.

Interest of our Promoters in their capacity as Directors of our Company

Our Promoters, Mr. Vishal Nahar and Mr. Chirag Ahuja, who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission and reimbursement of expenses payable to them, as per the terms of their appointment, the Article of Association of our Company and relevant provisions of the Companies Act, 2013. For further information, please refer to the chapter titled "***Our Management – Payment or benefits to the Executive Directors of the Company***" on Page No 222 of the Draft Red Herring Prospectus.

Interest of our Promoters in property (including acquisition of land, construction of Building and supply of machinery) of our Company

Our Promoters have no interest, whether direct or indirect, in any property acquired by our company during the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquire by our Company as on the date of this Draft Red Herring Prospectus or in any transaction by our Company with respect to the acquisition of land, construction of building and supply of machinery.

Interest of our Promoters in our Company arising out of being a member of a firm or Company

Except as stated in the Chapter titled "***Restated Financial Statements – Note 28 – Related Party Transactions***" on Page No. 272 of this Draft Red Herring Prospectus, our Promoters are not interested as a member of any firm or Company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoters or to any such firm or Company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce our Promoters to become or to qualify them as directors, or otherwise for services rendered by any of our Promoters or by such firm or Company, in connection with the promotion or formation of our Company.

Interests of our Promoters in our Company other than as Promoters

Our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For further details of interest of our Promoters in our Company, see chapter titled "***Restated Financial Statements – Note 28 – Related Party Disclosures"*** on Page No. 272 of this Draft Red Herring Prospectus.

Our Promoters are interested to the extent that our Company have undertaken transactions or business arrangements with their relatives; or to the extent that their relatives are employees of our Company and are paid remuneration by our Company and to the extent reimbursement of expenses payable by our Company.

Except as disclosed in the chapters titled ***"Restated Financial Statements"*** and ***"Financial Indebtedness"*** on Page Nos. 255 and 308 respectively of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group (i) have not extended any personal guarantees and (ii) have not provided their personal properties, for securing the repayment of loans availed by our Company from Banks and Non-Banking Financial Companies.

Further, our Promoters are interested in the Company to the extent of unsecured loans extended by them to our Company. For further details, see chapters titled ***"Restated Financial Statements Note*** 28 ***Related Party Disclosures"*** *and* ***"Financial Indebtedness"*** on Page Nos. 272 and 308 respectively of the Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is 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.

Payment of Amounts or Benefits to our Promoter or members of Promoter Group

Except in the ordinary course of business and as disclosed in the chapters titled ***"Related Party Transactions"*** and ***"Restated Financial Statements – Note 28 – Related Party Transactions"*** on page no. 288 and 272 respectively of this Draft Red Herring Prospectus, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the date of filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefits to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business as on the date of this Draft Red Herring Prospectus.

Outstanding Litigations involving our Promoters

Except as disclosed in the chapter titled under ***"Outstanding Litigations and Material Developments"*** beginning on Page No. 309 of the Draft Red Herring Prospectus, there is no outstanding litigation or legal and regulatory proceedings pending or taken by any ministry, department of the Government or statutory authority during the last 5 years preceding the date of this Draft Red Herring Prospectus against our Promoters.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoters namely Mr. Vishal Nahar, Mr. Chirag Ahuja, Mr. Rishabh Nahar and Mr. Narinder Kumar Ahuja have disassociated themselves from any of the entities in the last three (3) years namely M/s. Raiment Lifestyle (Partnership Business) and M/s. SR Creation (Partnership Business) pursuant to Takeover of Business by the Company.

Experience of our Promoter in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled "***Our Management" Brief Profile of our Directors*** beginning on Page No. 219 of the Draft Red Herring Prospectus.

Material Guarantees given by our Promoters with respect to Equity Shares

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Related Party Transactions

Except as stated in the Chapter titled ***"Financial Information"*** on page 255 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

Common Pursuits of our Promoters

Our Promoters do not have any interest in any ventures which is carrying on any activities similar to those conducted by our Company.

Other Confirmations

Our Promoter and members of our Promoter Group have not been declared "Willful Defaulters" or "Fraudulent Borrower" by any bank or financial institution or consortium thereof, in accordance with the guidelines on "Willful Defaulters" or "Fraudulent Borrower" issued by Reserve Bank of India.

Our Promoters and Members of our Promoter Group 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 SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Promoters have not been declared as a Fugitive Economic Offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and member of our Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

No violations of securities laws have been committed by our Promoters or members of our Promoter Group in the past and no proceedings for violation of securities laws are pending against them.

Our Promoter and Members of the Promoter Group are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Promoters or Promoters Group or person in control of our Company has been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Promoter Group

In addition to our Promoter, the individuals and entities that form part of the Promoter Group of our Company on terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations along with other Promoter Group as are set out below:

Natural Persons who are part of our Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the Natural Persons who are part of the Promoter Group (due to their relationship with our Promoters) are as follows:

Relationship with the Promoter(s)	Mr. Vishal Nahar	Mr. Chirag Ahuja	Mr. Rishabh Nahar	Mr. Narinder Kumar Ahuja
Father	Anil Singh Nahar	Narinder Kumar Ahuja	Vishal Nahar	Late Narayan Das Ahuja
Mother	Bandana Nahar	Ranjini Ahuja	Neetu Nahar	Late Premlata Ahuja
Brother	NA	NA	Aman Nahar	Gulshan Kumar Ahuja
Sister	Soma Jain	Mehak Ahuja and Khusboo Ahuja	NA	Rupa Manchanda
Spouse	Neetu Nahar	Divya Ahuja	NA	Ranjini Ahuja
Son	Rishabh Nahar and Aman Nahar	NA	NA	Chirag Ahuja
Daughter	NA	NA	NA	Mehak Ahuja and Khusboo Ahuja
Spouse's Father	Bijay Kumar Shah	Sudhir Ahuja	NA	Late Krishan Arora
Spouse's Mother	Asha Shah	Shelly Ahuja	NA	Late Santosh Arora
Spouse's Brother	Varun Shah	Siddharth Ahuja	NA	Anoop Kumar Arora
Spouse's Sister	Sarika Lahoti and Shradha Dhanuka	NA	NA	Kanchan Vaid and Kalpana Bhagtani

Entities forming part of our Promoter Group pursuant to Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations:

Relationship with the Promoters	Name of Promoter Group
(A) Any Body Corporate in which twenty percent or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member.	Apex Lifesyle
(B) Any Body Corporate in which a body corporate as provided in (A) above holds 20% or more of the equity share capital.	NIL
(C) Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital.	NIL

Other persons included in Promoter Group:

There is other person forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of the SEBI ICDR Regulations 2018.

Sl. No.	Name of Promoter Group
1	Mr. Somnath Modi
2	Mrs. Neha Modi
3	Mr. Ashish Purekha
4	Mr. Pradeep Kumar Agrawal
5	M/s. Karnika Industries Ltd.
6	M/s. Encore Events Pvt. Ltd.
7	Mrs. Neetu Nahar

IPO TREND

OUR GROUP COMPANIES

The definition of "Group Companies" as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such (i) 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 (ii) other companies as considered material by the Board of the Issuer.

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018 for the purpose of identification of Group Company, our Company has considered those companies [other than promoter(s) and subsidiary(ies)] as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period and other companies as considered material by our Board.

Further, in terms of the policy of materiality defined by the Board pursuant to its resolution dated August 14, 2025, for the purpose of disclosure in relation to Group Companies in connection with the Offer, a company shall be considered material and disclosed as a Group Company if such company fulfills both the below mentioned conditions:

a) Such companies (other than corporate promoter and subsidiary/subsidiaries) with which there were related party transactions (in accordance with AS-18), during the period for which Restated Financial Statements is disclosed in the Draft Red Herring Prospectus; and

b) Any other companies forming part of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations with which the Company has had transactions in the most recent financial year which individually or in the aggregate, exceed 10% of the total restated revenue from the operations of the Company for the most recent Financial Year as per the Restated Financial Statements included in the Draft Red Herring Prospectus

Accordingly, based on the parameters outlined above, there are no Company / Entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as Group Company / Entity ("Group Company") of our Company, as on the date of this Draft Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of Dividends on our Equity Shares will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013 read with applicable rules issued thereunder.

The Company has no formal dividend policy and there is no assurance or guarantee that any dividend will be declared or paid by our Company in the future. Any future determination as to the declaration and payment of dividend, if any, will be the discretion of the Board and will depend on a number of factors, including but not limited to net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company and any other relevant factors as may be considered by our Board of Directors. 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 dividend in the foreseeable future.

In addition, our ability to pay dividends may be impacted by a number of factors, including any tax and regulatory changes in the jurisdiction in which our company operates which significantly affects the business and restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities from time to time. For details in relation to risk involved in this regard, see "***Risk Factors - 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."*** on page 64 of the Draft Red Herring Prospectus.

Our Company has not adopted any Dividend Distribution Policy as on the date of this Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus since the requirements under Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends may be recommended by the Board of Directors and shall pay dividends in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association and other Applicable Laws. Our Company may use the facility of electronic clearing services or direct credit or RTGS or NEFT or pay dividend by "payable at par" cheques or warrants as may be approved by our Board in the future. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. Our Board may from time to time declare interim dividend.

The Company has not declared and paid any dividends on the Equity Shares since incorporation and during Fiscal 2023, Fiscal 2024 and Fiscal 2025 and from April 01, 2025 till the date of this Draft Red Herring Prospectus.

SECTION – VI – FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS OF FASCINATE TEXTILES LIMITED

To.

The Board of Directors,

Fascinate Textiles Limited

Dear Sir,

1. We have examined the attached Restated Financial Statement along with the significant accounting policies and related notes and Other Financial Information of Fascinate Textiles Limited (the 'Company") for the Financial Year ended March 31, 2025 and for the Financial Year ended March 31, 2024 and March 31, 2023 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the EMERGE Platform of the National Stock Exchange of India Limited ("NSE").

2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:

   i) Section 26 of Part 1 of Chapter III to the Companies Act, 2013 to ("the Act");

   ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("IC DR Regulations"):

   iii) The terms of reference to our engagements with the Company requesting this to carry out the assignment, in connection with the Draft Red Herring Prospectus being issued by the Company for its proposed IPO of equity shares: and

   iv) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. We have examined the accompanied Restated Statement of Profit and Loss for the financial year ended 31st March 2025 and for the financial year ended March 31, 2024 and March 31, 2023 and the Restated Balance Sheet as on those dates forming Part of the Financial Information dealt with by this Report detailed below. Both read together with the Significant Accounting Policies and Notes to Restated Financial Statement thereon, which are the responsibility of the Company's Management. The information has been extracted from the audited financial statements for the financial year ended March 31, 2024 and March 31, 2023 .

   The financial statements for the years ended March 31, 2024, and March 31, 2023, were audited by Ganesh A & Associates, Chartered Accountants, and those for the year ended March 31, 2025, were audited by Jain Sonu & Associates, the statutory auditors of the Company. All these statements were approved by the Board of Directors at their respective meetings.

4. In terms of Schedule VI (Part A) (11) (II) (A) (i) of the SEBI (ICDR) Regulations. 2018 and other provisions relating to accounts of Fascinate Textiles Limited. we, Jain Sonu & Associates., Chartered Accountants, have been subjected to the peer review' process of the Institute of Chartered Accountants of India (ICAI) and our certificate is valid as on date.

5. Based on our examination. we further report that:

a) The Restated Statement of Balance Sheet as set out in this report, of the Company for the financial year ended 31ST March , 2025 and for the financial year(s) ended March 31, 2024 and March 31 2023 are prepared by the Company and approved by the Board of Directors. These Restated Balance Sheet have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Financial Statement as set out in this Report.

b) The Restated Statement of Profit and Loss as set out in this report of the Company for the financial year ended 31st March, 2025 and for the financial year(s) ended March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Financial Statement as set out in this Report.

c) The Restated Statement of Cash Flow as set out in this report of the Company to the financial year ended 31st March, 2025 and for the financial year(s) ended March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flow have been arrived at alter making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Standalone Financial Statement as set out in this Report.

The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period/years.

Prior period and other material amount in the respective financial years to which they relate which are stated in the Notes to Restated Standalone Financial Statements as set out in this report.

d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year(s) ended March 31, 2025, March 31, 2024 and March 31, 2023 which would require adjustments in this Restated Financial Statements of the Company.

e) The Company has not paid any dividend since its incorporation.

6. In our opinion, the Restated Financial Statements and other Financial Information read with the significant accounting policies and notes to the Restated Financial Statements have been prepared in accordance with Section 26 of Companies Act, 2013 and the SEBI Regulations and the guidance Note on the Reports in Company prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI). Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for its relevant years.

7. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Jain Sonu & Associates,

Chartered Accountants

(Firm Registration No. 324386E)

CA Sonu Jain

Partner

Membership No.: 060015

Place: Kolkata

UDIN: 2506001534LXEJ2271

Date: August 28, 2025

IPO TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Balance Sheet as on 31st March 2025

	Particulars	Notes	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
A	**EQUITY AND LIABILITIES**				
1	**Shareholders' Funds**				
(a)	Share Capital	3	140.80	140.60	120.13
(b)	Reserves and Surplus	4	903.73	304.83	152.63
	Total Shareholders' Funds		**1,044.54**	**445.43**	**272.76**
2	**Non-Current Liabilities**				
(a)	Long Term Borrowings	5	528.39	381.67	164.95
(b)	Deferred Tax Liabilities (net)	6	2.81	-	-
	Total Non-Current Liabilities		**531.20**	**381.67**	**164.95**
3	**Current Liabilities**				
(a)	Short Term Borrowings	7	1,292.52	851.75	477.94
(b)	Trade Payables				
	(i) Dues to Micro & Small Enterprises	8.1	-	-	-
	(ii) Dues to Others	8.2	1,016.08	754.29	603.63
(c)	Other Current Liabilities	9	130.53	97.29	49.27
(d)	Short Term Provision	10	210.64	14.54	8.45
	Total Current Liabilities		**2,649.77**	**1,717.88**	**1,139.28**
	Total Equity & Liabilities		**4,225.50**	**2,544.98**	**1,576.99**
B	**ASSETS**				
1	**Non-Current Assets**				
	a) PropertyPlants & Equipment & Intangible Assets				
	i) PropertyPlants & Equipment	11.1	564.15	273.24	138.86
	ii) Intangible Assets		-	-	-
	iii) Capital Work in Progress	11.2	-	300.94	184.59
	b) Long Term Loans & Advances	12	5.00	-	
	c) Other Non-Current Assets	13	2.55	9.98	22.52
2	**Deferred Tax Asset**	6	-	2.57	1.81
	Total Non-Current Assets		**571.70**	**586.72**	**347.78**
3	**Current Assets**				
(a)	Inventories	14	1,546.60	1,270.32	441.49
(b)	Trade Receivables	15	1,733.03	533.79	641.78
(c)	Cash and Cash Equivalents	16	72.89	24.70	32.47
(d)	Short Term Loans and Advances	17	301.27	129.46	113.46
	Total Current Assets		**3,653.80**	**1,958.26**	**1,229.20**
	Total Assets		**4,225.50**	**2,544.98**	**1,576.99**
Summary of Significant Accounting Policies		**"2"**			

The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.

For and on behalf of Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015
Place : Kolkata
Date : 28.08.2025
UDIN 25060015BMLXEJ2271

Sd/-
Vishal Nahar
(Managing Director)
DIN : 00722516

Sd/-
Chirag Ahuja
(WTD Cum CFO)
DIN : 08123032

Sd/-
Varun Shah
(Director)
DIN : 11064228

Sd/-
Ritika Sharma
(Company Secretary)
Membership No: 40852

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Statement of Profit & Loss Account For the year ended 31st March 2025

	Particulars	Notes	31st March 2025	31st March 2024	31st March 2023
A	INCOME		(Rs. in lakhs)	(Rs. in lakhs)	(Rs. in lakhs)
I	Revenue from Operation	18	6,024.73	2,888.02	2,185.35
II	Other Income	19	2.95	1.57	0.84
III	TOTAL INCOME (I+II)		6,027.68	2,889.59	2,186.20
B	EXPENSES				
	Cost of Raw Materials consumed	20	3,885.73	2,380.33	1,905.26
	Purchase of Traded Goods	21	-	-	-
	Change in Inventories of Finished Goods Work-In-Progress & Stock-In-Trade	22	(297.35)	(457.29)	(288.31)
	Employee Benefits Expense	23	310.62	171.10	129.64
	Finance Costs	24	162.88	93.84	52.28
	Depreciation and Amortization Expense	25	51.61	29.98	8.03
	Other Expenses	26	1,105.86	608.09	331.90
IV	TOTAL EXPENSES		5,219.35	2,826.05	2,138.79
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		808.32	63.54	47.40
VI	EXCEPTIONAL ITEMS		-	-	-
VII	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		808.32	63.54	47.40
VIII	EXTRAORDINARY ITEMS		-	-	-
IX	PROFIT BEFORE TAX (VII-VIII)		808.32	63.54	47.40
X	TAX EXPENSES :				
	(1) Provision for Income Tax				
	- Current Tax		221.84	16.52	11.72
	(2) Deferred Tax				
	- Deferred Tax Liability created/(reversed)		5.38	- 0.75	-
	TOTAL OF TAX EXPENSES		227.22	15.76	11.72
	PROFIT/(LOSS) FOR THE YEAR (IX-X)		581.11	47.78	35.68
XI	Earning per equity share(Nominal value of share Rs. 10)				
	- Basic	27	41.32	3.40	2.97
	- Diluted		41.32	3.40	2.97
	Summary of Significant Accounting Policies	"2"			

The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015

Place : Kolkata
Date : 28.08.2025
UDIN : 25060015BMLXEJ2271

For and on behalf of Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

Sd/-
Vishal Nahar
(Managing Director)
DIN : 00722516

Sd/-
Varun Shah
(Director)
DIN : 11064228

Sd/-
Chirag Ahuja
(WTD Cum CFO)
DIN : 08123032

Sd/-
Ritika Sharma
(Company Secretary)
Membership No: 40852

FASCINATE TEXTILES LIMITED

(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Restated Cash Flow Statement as on 31st March 2025

Particulars	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
Cash Flow From Operating Activities :			
Profit before tax from continuing operations	808.32	63.54	47.40
Profit before tax	**808.32**	**63.54**	**47.40**
Add/ (Less): Non Cash & Non Operating Item			
Depreciation	51.61	29.98	8.03
Interest & Finance Charges	162.88	93.84	52.28
Interest received	(2.27)	(1.16)	(0.31)
Operating Profit Before Working Capital Changes	**1,020.54**	**186.21**	**107.40**
Increase/ (Decrease) in Trade Payables	261.79	150.66	242.59
Increase/ (Decrease) in Other Current Liabilities	33.24	48.03	38.01
(Increase)/ Decrease in Trade Receivables	(1,199.24)	107.99	(235.52)
(Increase)/ Decrease in Inventories	(276.29)	(828.82)	(104.79)
(Increase)/ Decrease in Loan and Advances	(171.82)	(16.00)	(73.90)
Net Profit Before Extraordinary Items & Tax	**(331.78)**	**(351.93)**	**(26.21)**
Direct Taxes (Paid) / Refund	(25.74)	(10.41)	(5.71)
Net Cash Flows From / (Used) In Operating Activities (A)	**(357.52)**	**(362.34)**	**(31.92)**
Cash Flows From Investing Activities :			
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(41.58)	(280.71)	(250.67)
(Increase)/ Decrease in Long Term Loans & Advances	(5.00)	-	-
(Increase)/ Decrease in other Non Current Assets	7.42	12.54	(22.52)
Interest received	2.27	1.16	0.31
Net Cash Flows From / (Used) In Investing Activities (B)	**(36.89)**	**(267.01)**	**(272.89)**
Proceeds from Issuance of Share Capital	0.20	20.47	-
Proceeds from Securities Premium	17.80	104.41	-
Proceeds/ (Repayment) from Long Term Borrowings	146.72	216.72	(97.23)
Increase / (Decrease) in short term borrowing	440.77	373.81	477.94
Interest paid	(162.88)	(93.84)	(52.28)
Net Cash Flows From / (Used) In Financing Activities (C)	**442.61**	**621.58**	**328.43**
Net Increase / (Decrease) In Cash And Cash Equivalent (A+B+C)	**48.20**	**(7.77)**	**23.62**
Cash and Cash Equivalents at the beginning of the year	24.70	32.47	8.85
Cash and Cash Equivalent At The End Of The Year	**72.89**	**24.70**	**32.47**
Component Of Cash and Cash Equivalents			
Cash in Hand	9.11	1.17	9.49
With Banks - In Current Account	31.92	0.00	22.97
Deposits with maturity less than three months	31.86	23.53	-
Total Cash and Cash Equivalents (Note No. 15)	**72.89**	**24.70**	**32.47**

Summary of Significant accounting policies **"2"**

The accompanying statement of Significant Accounting Policies and Notes to Financial Information are an integral part of this statement.

Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard-3 "Cash Flow Statement" notified under section 133 of the Companies Act, 2013.

As per our Report of even date.
For M/s Jain Sonu & Associates
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015

Place. : Kolkata
Date : 28.08.2025
UDIN: 25060015BMLXEJ2271

For and on behalf of Board of
Fascinate Textiles Limited
(Formerly known as Fascinate Textiles Private Limited)

Sd/-	**Sd/-**
Vishal Nahar	**Varun Shah**
(Managing Director)	**(Director)**
DIN : 00722516	**DIN : 11064228**
Sd/-	**Sd/-**
Chirag Ahuja	**Ritika Sharma**
(WTD Cum CFO)	**(Company Secretary)**
DIN : 08123032	**Membership No: 40852**

FASCINATE TEXTILES LIMITED
(Formerly known as Fascinate Textiles Private Limited)
CIN.U17299WB2017PLC219383
Notes forming part of the restated financial statements for the period ended 31st March, 2025

Corporate Information:

Fascinate Textiles Limited (Formerly known as Fascinate Textiles Private Limited) is a Limited Company (CIN No: U17299WB2017PLC219383) with registered office at 3/A, Kutul Sahi Road,Barasat, Barasat, North 24 Parganas, Barasat - I, West Bengal, India, 700124. The Company is a manufacturer of textiles in India, known for strong presence in the B2B market and also involve B2C and specialises in the production and sale of wide range of T-shirts, jeggings, bottom wear and shorts. They are listed as manufacturer ,exporter and supplier of kids garments in India.

1 Basis of Preparation

The restated financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these restated financial statements to comply in all material respects with the accounting standards and the relevant provisions of the Companies Act, 2013. The restated financial statements have been prepared on an accrual basis and under the historical cost convention.

2 Summary of Significant Accounting Policies.

a. AS - 1 Presentation and Disclosure of restated financial statements

Use of Estimates

The preparation of restated financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods. Previous year figures have been regrouped or rearranged wherever necessary.

b. AS - 2 Valuation of inventories

Inventories are stated at lower of the cost or net realizable value, net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and selling expenses. The cost is determined on the basis of the weighted average method and includes expenditure in acquiring the inventories and bringing them to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of labour and overheads.

c. AS - 3 Cash Flow Statements

Cash and Cash Equivalents

Cash Flow Statement has been prepared under Indirect Method. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Other Bank Balance includes Deposit with original maturity for more than 3 months but less than 12 months.

d. AS - 4 Events Occurring after the Balance Sheet date

Assets and Liabilities are adjusted for events occurring after the Balance Sheet date that provide additional evidence to assist the estimation of amounts relating to condition existing at the Balance sheet date.

e. AS - 5 Net Profit or Loss for the Period, Prior Period Items, and changes in Accounting Policies

Significant items of Extra-Ordinary Items, and Prior Period Incomes and Expenditures, are accounted in accordance with Accounting Standard 5.

f. AS - 6 Depreciation Accounting

Depreciable amount of assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.
Depreciation on tangible fixed assets has been provided on the Straight Line Method as per the useful life prescribed in Schedule II of the companies Act,2013.

g. AS - 9 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods

Revenue form sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. The company collects Goods & Service Taxes(GST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.
Revenue is measured on the basis of sale price, 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. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

h. AS - 10 Accounting for Property, Plant & Equipment

i. Assets which qualify for the definition of Plant Property & Equipment are stated at their cost of acquisition or construction amount (net of cenvat, wherever applicable) less accumulated depreciation / amortization and impairment loss, if any. Cost comprises the purchase price, installation and attributable cost of bringing the asset to its working condition for its intended use.Also, an initial estimate of costs of decommissioning, restoration and similar liabilities.

ii. Machinery spares which does not qualify for definition of Property, Plant or Equipment can be classified under the head Inventories. Other than these all can be classified under AS-10.

iii. The Company can decide to expense an item if the amount of expenditure is not material to be included as Plant, Property or Equipment.

The useful life of major components of Property, Plant and Equipment is as follows:

PPE	Useful Life (Years)
Computer & Periferals	10
Electrical Equipment	10
Building	30
Furniture and Fixtures	10
Land	0
Office Equipments	5
Electronic Transformer	20
Plant & Machinery	5

i. AS - 11 Accounting for Effects in Foreign Exchange Rates

i. Foreign currency monetary items such as Loans, Current assets and Current liabilities are recognized at the Exchange Rate on the date of transaction.

ii. Exchange differences arising on reporting the above items at rate differently from when they were initially recorded during the period are recognized as income / expenditure in the Profit & Loss Account.

j. AS - 12 Accounting for Government Grants

i. Grants and subsidies from the government are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and the grant / subsidy will be received.

ii. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the released asset.

iii. Where the company receives non-monetary grants, the assets is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost it is recognized at nominal value.

k. AS - 13 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the restated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

l. AS - 15 Employee Benefits

1. Defined Contribution Plan

Employee Benefits in the form of provident fund, ESIC and other labour welfare fund are considered as defined contribution plan and the contributions are charged to the profit and loss account of the year when the contributions to the respective fund are due.

2. Defined Benefit Plan

Gratuity has been ascertained and recognized in the accounts on the basis of independent actuarial valuation. Employees are not eligible for any other long-term benefits as per service conditions and hence not provided in the accounts. The company is not registered under Gratuity Act.

3. All short term employee benefits such as salaries, incentives, special awards, medical benefits, bonus which fall due within 12 months of the period in which the employees renders the related services and which the employee is entitled to avail, are recognized in the statement of profit and loss on accrual basis without discounting."

m.	**AS - 16 Borrowing Cost** Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowings Costs directly attributable to the acquisition, construction or production of an asset that necessarily taken a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowings costs are expensed in the period they occur.
n.	**AS - 18 Related Party Transactions** Related Party Transactions are disclosed in the Notes to Accounts.
o.	**AS - 20 Earnings Per Share** Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during period are adjusted for the effects of all dilutive potential equity shares.
p.	**AS - 22 Accounting for Taxes on Income** Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax liablities are recognised for all timing differences. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that they will be realised in future.However,where there is unabsorbed depreciation and carry forward loss under the income tax laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written off to reflect the amount that is reasonably/virtually certain (as the case my be)to be realised. Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i,e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of Minimum Alternative Tax under the income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
q.	**AS - 26 Intangible Assets** Intangible assets are recognized when the assets is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the assets will flow to the company and cost of the assets can be reliably measured. Acquired intangible assets are recorded at acquisition cost and amortized on written down value basis based on the useful lives of the assets, which in management's estimate represents the period during which economic benefits will be derived from their use.
r.	**AS - 28 Impairment of Assets** The carrying amount of the Company's assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reinstated at the recoverable amount subject to maximum of depreciable historical cost.
s.	**AS - 29 Provisions and Contingent Liabilities and Contingent Assets** A Provision should be recognised when an enterprise has a present obligation as a result of a past event or it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.
t.	**Operating Cycle** Based on the nature of products/activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalent, the company has determined its operating cycle as 2 months for the purpose of classification of its assets and liablities as current and non-current.

IPOTREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements for the year ended 31st March 2025

3 SHARE CAPITAL AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
Authorized Shares			
20,00,000 Equity shares of 10/- each; FY 2023-24: 2000000 Equity shares of 10/- each FY 2022-23: 2000000 Equity shares of 10/- each FY 2021-22: 2000000 Equity shares of 10/- each	200.00	200.00	200.00
	200.00	**200.00**	**200.00**
Issued subscribed and fully paid-up shares			
FY 2024-25: 1408010 FY 2023-24: 1406010 FY 2022-23: 1201278 Equity shares of 10/- each.	140.80	140.60	120.13
Total issued subscribed and fully paid-up share capital	**140.80**	**140.60**	**120.13**

a.

Reconciliation of the shares outstanding at beginning and at the end of the reporting period.	31st March 2025		31st March 2024		31st March 2023	
	No. of Shares	Value of Share (Rs. in lakhs)	No. of Shares	Value of Share(Rs. in lakhs)	No. of Shares	Value of Shares (Rs. in lakhs)
At the beginning of the year Equity shares of 10 each.	1,406,010	140.60	1,201,278	120.13	1,201,278	120.13
Add : Issued during the period, equity shares of ` 10 each	-	-	204,732	20.47	-	-
Add : Right Shares issued during the year	2,000	0.20	-	-	-	-
Outstanding at the end of the year Equity shares of 10 each.	**1,408,010**	**140.80**	**1,406,010.00**	**140.60**	**1,201,278**	**120.13**

b. **Terms and rights attached to equity shares:**

(i) The company has only one class of equity shares par value being 10 per share. Each holder of equity shares is entitled to one vote per share.

(ii) In the event of liquidation of the Company the holders of equity shares will 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.

(iii) The company has no holding/ultimate holding company and/or their subsidiaries/associates.

(iv) On 17th February 2025, 2000 Equity shares of Face Value of Rs. 10 and premium of Rs.890 has been issued as Right Shares.The company has not bought back any number of shares during the period of Five years immediately preceding the reporting date.

(v) Fascinate Textiles Limited had takenover the business of M/s Raiment Lifestyle Co from 1st January, 2024 wherein the Purchase Consideration was determined at Rs 89,46,326/- by issuing Equity Shares valued at Rs 61 per share.

(vi) Fascinate Textiles Limited had takenover the business of S. R. Creation from 1st January, 2024 wherein the Purchase Consideration was determined at Rs 35,42,344/- by issuing Equity Shares valued at Rs 61 per share.

(vii) The Company has not declared the dividend during the year and in the previous year.

c. **Details of shareholders holding more than 5% shares in the company**

Equity shares of 10 each fully paid up	31st March 2025		31st March 2024		31st March 2023	
	No. of Shares	Percentage of shares	No. of Shares	Percentage of shares	No. of Shares	Percentage of shares
Anil Singh Nahar	-	-	251,278	17.87%	251,278	20.92%
Neetu Nahar	-	-	261,250	18.58%	261,250	21.75%
Bandana Nahar	-	-	261,250	18.58%	261,250	21.75%
Vishal Nahar	784,846.00	55.74%	179,035	12.73%	-	-
Vishal Nahar HUF	92,500.00	6.57%	92,500	6.58%	-	-
Rishabh Nahar	133,332.00	9.47%	73,332	5.22%	-	-
Narinder Kumar Ahuja	194,867.00	13.84%	92,500	6.58%	-	-
Ranjini Ahuja	-	0.00%	92,500	6.58%	-	-
Chirag Ahuja	194,865.00	13.84%	102,365	7.28%	-	-
Jishu Chowdhury	-	-	-	0.00%	427,500	35.59%

d. For Details of Shares held by Promoters refer Annexure No. 3(d)(i).

e. Shares reserved for issue under options and contracts/commitments for sale of shares/disinvestment including the terms and amounts : NIL

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383

Notes forming part of the Restated Financial Statements as on 31st March, 2025

Annexure No. 3(d)(i).

Shares held by promoters at the end of the year

Promoter name	31.03.2025			31.03.2024			31.03.2023		
	No. of Shares	% of total shares	% Change in Shareholding	No. of Shares	% of total shares	% Change in Shareholding	No. of Shares	% of total shares	% Change in Shareholding
Neetu Nahar	-	-	-18.58%	261,250	18.58%	-3.17%	261,250	21.75%	1.27%
Bandana Nahar	-	-	-18.58%	261,250	18.58%	-3.17%	261,250	21.75%	1.27%
Jishu Chaudhary	-	-	-	-	-	-35.59%	427,500	35.59%	-2.39%
Chirag Ahuja	194,865	13.84%	6.56%	102,365	7.28%	7.28%	-	-	-
Vishal Nahar	784,846	55.74%	43.01%	179,035	12.73%	12.73%	-	-	-
Rishabh Nahar	133,332	9.47%	4.25%	73,332	5.22%	5.22%	-	-	-
Narinder Kumar Ahuja	194,867	13.84%	7.26%	92,500	6.58%	6.58%	-	-	-
Vishal Nahar HUF	92,500	6.57%	-0.01%	92,500	6.58%	6.58%	-	-	-

IPO TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements as on 31st March, 2025

4	RESERVES & SURPLUS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Securities Premium Account			
	Balance at the beginning of the year	167.09	62.68	62.68
	Add: Created during the year	17.80	104.41	-
	Closing Balance (A)	**184.89**	**167.09**	**62.68**
	Surplus/(Deficit) in the statement of Profit & Loss			
	Balance brought forward from previous year	137.74	89.95	54.27
	Add : Profit for the Period	581.11	47.78	35.68
	Net Surplus in the statement of Profit & Loss (B)	**718.84**	**137.74**	**89.95**
	Total (Rs. in Lakhs) (A+B)	**903.73**	**304.83**	**152.63**

5	LONG TERM BORROWINGS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Secured Borrowings			
	(i) Term Loans			
	- From Bank	200.74	204.73	164.95
	Unsecured Borrowings			
	(i) From Financial Institution*	200.09	15.04	-
	(ii) From Related Party	127.56	161.90	-
	(For details refer note no. 31)			
	Total (Rs. in Lakhs)	**528.39**	**381.67**	**164.95**

**The outstanding balance with the financial institution has been verified in accordance with the EMI schedule maintained by the Company. As of the reporting date, external confirmation from the financial institution is still awaited.*

6	DEFERRED TAX ASSET AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Deferred Tax Liability / (Asset)	2.81	(2.57)	(1.81)
	Deferred Tax Liability / (Asset) Opening	(2.57)	(1.81)	(1.81)
	Deferred tax liability to be provided / (written back)	**5.38**	**(0.75)**	**-**

7	SHORT TERM BORROWINGS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Secured :			
	Loan Repayable on Demand			
	- From Bank	1,149.69	771.02	439.16
	Current maturities of long term borrowings (refer note no. 5)	75.14	62.26	38.78
	(For details refer note no. 31)			
	UnSecured :			
	-Current maturities of Loan from Financial Institutions	67.69	18.47	-
	(For details refer note no. 31)			
	Total (Rs. in Lakhs)	**1,292.52**	**851.75**	**477.94**

8.1	TRADE PAYABLES - DUE TO MICRO & SMALL ENTERPRISES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
a	Principal and Interest amount remaining unpaid	-	-	-
b	Interest due thereon remaining unpaid	-	-	-
c	Interest paid by the company in terms of section 16 of the Micro Small and Medium Enterprise Development Act 2006 along with the amount of the payment made to the supplier beyond the appointed day.	-	-	-
d	Interest due and payable for the period of delay in making payments (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro Small and Medium Enterprise Development Act 2006	-	-	-
e	Interest Accrued and remaining unpaid	-	-	-
f	Interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises	-	-	-
	Total (Rs. in Lakhs)	**-**	**-**	**-**

Additional Information:

The company has not received information from vendors regarding the status under the Micro Small and Medium Enterprises Development Act 2006 and hence disclosures relating to amounts unpaid at the year end Interest paid/ Payable under this Act have not given.

8.2	TRADE PAYABLES - DUE TO OTHERS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Other than Micro Small and Medium Enterprise (For Details Refer Note No. 8.2(i)	1,016.08	754.29	603.63
	Total (Rs. in Lakhs)	**1,016.08**	**754.29**	**603.63**

9	OTHER CURRENT LIABILITIES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Others Unsecured			
	Advances received from customers	2.24	0.11	0.11
	Liabilities for Expenses	38.38	24.66	7.30
	Statutory Liabilities	89.92	72.52	41.85
	Total (Rs. in Lakhs)	**130.53**	**97.29**	**49.27**

10	SHORT TERM PROVISIONS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Provision for Income Tax(Net of Advance Tax, TDS & TCS)	210.64	14.54	8.45
	Total (Rs. in Lakhs)	**210.64**	**14.54**	**8.45**

12	LONG TERM LOANS & ADVANCES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Advance against Land	5.00	-	-
	Total (Rs. in Lakhs)	**5.00**	**-**	**-**

13	OTHER NON-CURRENT ASSETS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Security Deposit			
	- Security Deposit	2.55	1.85	2.50
	Fixed Deposit with original maturity for more than 12 months	-	8.13	20.02
	Total (Rs. in Lakhs)	**2.55**	**9.98**	**22.52**

14	INVENTORIES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	(As Valued & Certified by the Management)			
	Stock in Process (Cost)	709.75	472.77	209.86
	Raw-Material (Cost)	454.68	475.74	104.21
	Finished Goods (Valued at lower of Cost or Net Realizable Value)	382.17	321.80	127.42
	Total (Rs. in Lakhs)	**1,546.60**	**1,270.32**	**441.49**

15	TRADE RECEIVABLES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Trade Receivables			
	Debts Outstanding for more than six months	7.64	2.69	2.67
	Others	1,725.40	531.10	639.11
	(For Details Refer Note. 14(i))			
	Total (Rs. in Lakhs)	**1,733.03**	**533.79**	**641.78**

16	CASH & CASH EQUIVALENTS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
A)	**Cash & Cash Equivalent**			
	Balance with Banks:			
	- On current account	31.92	0.00	22.97
	Cash in hand (As certified by the management)	9.11	1.17	9.49
	Total (A)	**41.03**	**1.17**	**32.47**
B)	**Other Bank Balances:**			
	Deposit with original maturity for more than 3 months but less than 12 months	31.86	23.53	-
	Total (B)	**31.86**	**23.53**	**-**
	Total (Rs. in Lakhs) (A+B)	**72.89**	**24.70**	**32.47**

Note: All Fixed Deposits are lien with Bank.

17	Short Term Loans and Advances	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Unsecured Considered Good			
	Balances with Government Authorities	96.70	110.71	48.56
	Advance to Related Parties	2.65	0.75	20.10
	Advance to Suppliers	201.85	17.99	44.80
	Prepaid Expenses	0.07	-	-
	Total (Rs. in Lakhs)	**301.27**	**129.46**	**113.46**

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements as on 31st March, 2025

18	REVENUE FROM OPERATIONS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Revenue from Operation			
(a)	**Sale of Goods**			
	- Domestic	6,024.73	2,888.02	2,185.35
	Total (Rs. in Lakhs)	**6,024.73**	**2,888.02**	**2,185.35**

19	OTHER INCOME AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Discount Received	-	0.41	0.54
	Interest From Security	2.27	1.16	0.31
	Sundry Balance W/Off	0.68	-	-
	Total (Rs. in Lakhs)	**2.95**	**1.57**	**0.84**

20	COST OF RAW MATERIALS CONSUMED AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Inventory at the beginning of the year	475.74	104.21	287.73
	Add: Purchases made during the year	3,864.67	2,751.86	1,721.74
		4,340.41	**2,856.07**	**2,009.48**
	Less: Inventory at the end of the year	454.68	475.74	104.21
	Cost of raw materials consumed (Rs. in Lakhs)	**3,885.73**	**2,380.33**	**1,905.26**

21	PURCHASE OF TRADED GOODS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Finished Goods	-	-	-
		-	-	-
	Total (Rs. in Lakhs)	**-**	**-**	**-**

22	CHANGE IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS & STOCK IN TRADE AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Inventories at the end of the year			
	(Valued at lower of Cost or Net Realizable Value)			
	Goods in Transit	-	-	
	Finished Goods	382.17	321.80	127.42
	Stock In Process	709.75	472.77	209.86
	Stock In Trade	-	-	
		1,091.92	**794.57**	**337.28**
	Inventories at the beginning of the year			
	Finished Goods	321.80	127.42	19.10
	Stock In Process	472.77	209.86	29.87
		794.57	**337.28**	**48.97**
	(Increase) / Decrease in Stock (Rs. in Lakhs)	**(297.35)**	**(457.29)**	**(288.31)**

23	EMPLOYEE BENEFITS EXPENSE AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Salaries Wages & Bonus	274.84	116.68	88.80
	Staff Welfare Expenses	5.03	-	-
	Directors' Remuneration	22.60	48.54	37.80
	ESI & PF Contributions	5.87	5.12	3.03
	Staff Incentive	2.28	0.76	-
	Total (Rs. in Lakhs)	**310.62**	**171.10**	**129.64**

IPO TREND

24	FINANCE COSTS AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
i.	**Interest Expense**			
	Interest on Term Loan	40.41	30.07	13.83
	Interest on Cash Credit	95.99	43.70	23.31
	Interest on Unsecured Loan	4.80	1.20	-
ii.	**Bank Charges & Other Borrowing Cost**			
	Loan Processing Fees	14.69	12.81	9.50
	Bank Charges	6.99	6.06	5.64
	Total (Rs. in Lakhs)	**162.88**	**93.84**	**52.28**

25	DEPRECIATION & AMORTIZATION EXPENSE AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
	Depreciation on Tangible Assets (for PropertyPlants & Equipment refer note no.11.1&11.2)	51.61	29.98	8.03
	Total (Rs. in Lakhs)	**51.61**	**29.98**	**8.03**

26	OTHER EXPENSES AS RESTATED	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakhs)	31st March 2023 (Rs. in lakhs)
A.	**Manufacturing Expenses**			
	Dying Charges	253.84	185.29	100.75
	Knitting & Cutting Expenses	41.39	27.24	16.61
	Washing & Bar-tack Charges	25.27	10.55	4.72
	Embroidery Charges	45.71	22.34	16.61
	Printing Charges	136.74	118.20	49.74
	Smoking Charges	1.72	1.13	0.16
	Consumables & Maintenance	17.48	11.78	5.59
	Diesel & Fuel Charges	6.56	6.55	7.98
	Electricity Charges	40.08	35.19	18.33
	Lab Testing Charges	14.40	5.60	5.14
	Stitching Charges	82.25	18.53	-
	Finishing Charges	191.01	2.72	-
	Damage & Reduction	0.06	1.02	0.38
	Total Manufacturing Expenses (A)	**856.52**	**446.12**	**226.00**
B.	**Administrative Expenses:**			
	Office Rent	12.64	23.17	32.15
	Software Renewal Charges	-	1.22	0.15
	Auditors Remunerations	0.75	0.20	0.20
	Legal & Professional Fees	7.82	2.25	2.72
	General Expenses	6.51	4.73	1.05
	Puja Expenses	4.64	2.10	3.06
	Tea & Tiffin	6.84	2.63	2.06
	Telephone & Internet Charges	1.16	0.31	0.30
	Insurance Charges	3.77	1.80	0.84
	Rates and Taxes	3.07	6.33	0.32
	Courier Charges	3.93	4.51	2.62
	Printing & Stationery	3.44	1.78	0.92
	Travelling & Conveyance	8.55	7.59	4.54
	Commission Charges	7.66	-	9.01
	Donation & Subscription	0.70	0.03	0.15
	Generator Hire Expenses	6.53	4.91	2.72
	Accounting Charges	1.75	1.88	1.05
	Security Service Charges	4.59	3.23	2.05
	Repairs & Maintenance Charges	18.43	5.96	4.43
	Transportation Charges	53.28	43.24	17.64
	Inspection Charges	1.32	-	-
	Discount Allowed	89.39	43.66	16.04
	Loading & Unloading Charges	2.57	0.45	1.87
	Total Administrative Selling & Distribution Expenses (B)	**249.35**	**161.97**	**105.90**
	Total (A+B)	**1,105.86**	**608.09**	**331.90**

26 (a)	Payment to Auditors (inclusive of GST)	31st March 2025 (Rs. in lakhs)	31st March 2024 (Rs. in lakh)	31st March 2023 (Rs. in lakh)
	As Auditor:			
	Statutory Audit Fees and Tax Audit Fees	0.75	0.20	0.20
	Total (Rs. in Lakh)	**0.75**	**0.20**	**0.20**

IPO TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN- : U17299WB2017PTC219383
Notes forming part of the Restated Financial Statements for the period ended 31st March, 2025

27	Earning Per Share (EPS)	31st March 2025 (Rs. in lakh)	31st March 2024 (Rs. in lakh)	31st March 2023 (Rs. in lakh)
	Basic Earning Per Share			
	Net Profit / (Loss) after tax for calculation of Basic EPS (Rs)	581.11	47.78	35.68
	No. of equity shares outstanding for the Period ended	1,406,246	1,406,010	1,201,278
	Basic Earning Per Share from Continuing Operation	**41.32**	**3.40**	**2.97**
	Diluted Earning Per Share			
	Net Profit / (Loss) after tax for calculation of Diluted EPS(in Rs)	581.11	47.78	35.68
	No. of equity shares outstanding for the Period ended	1,406,246	1,406,010	1,201,278
	Diluted Earning Per Share from Continuing Operation	**41.32**	**3.40**	**2.97**

IPO TREND

FASCINATE TEXTILES LIMITED
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CIN- : U17299WB2017PTC219383
Notes forming part of the Restated Financial Statements for the period ended 31st March, 2025

28 RELATED PARTY DISCLOSURE

a. Names of related parties (As given and certified by the management)

Description of Relationship	Name of Relationship	FY	Designation
Key Management Personnel	Vishal Nahar	2023-24	Managing Director
		2024-25	
	Anil Singh Nahar	2022-23	Director
		2023-24	
	Neetu Nahar	2022-23	Director
		2023-24	
		upto 15.06.2024	
	Bandana Nahar	2022-23	Director
		2023-24	
	Jishu Chowdhury	2022-23	Director
	Varun Shah	w.e.f 21.04.2025	Director
	Chirag Ahuja	2023-24	Director
		2024-25	
		w.e.f 21.07.2025	WTD Cum CFO
	Anjali Lakhotia	w.e.f 12.08.2025	Independent Director
	Chetna Gupta	w.e.f 21.07.2025	Independent Director
	Ritika Sharma	w.e.f 22.08.2025	Company Secretary
Company in which Key Management Personnel / Relatives of Key Management Personnel can exercise Significant Influence	1. S.R. Creation 2. Raiment Lifestyle Co.		
Relative of Key Management Personnel	1. Narrinder Kumar Ahuja 2. Ranjini Ahuja 3. Rishabh Nahar 4. Bandana nahar 5. Neetu Nahar 6. Anil singh Nahar 7. Mahak Ahuja 8. Khusboo Ahuja		

IPO TREND

b. **Details of Related Party Transactions during the period ended 31st March, 2025, 31st March, 2024, 31st March, 2023 and balance Outstanding as at 31st March, 2025, 31st March, 2024, 31st March, 2023**

Name of the Related Party	Nature of Transaction	FinancialYear	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Narrinder Kumar Ahuja	Salary	2024-25	-	-
		2023-24	6.77	0.75
		2022-23	-	-
Ranjini Ahuja	Salary	2024-25	3.62	0.30
		2023-24	1.21	0.30
		2022-23	-	-
Rishabh Nahar	Salary	2024-25	12.00	8.61
		2023-24	8.17	8.14
		2022-23	-	-
Chirag Ahuja	Director Remuneration	2024-25	9.60	2.40
		2023-24	6.00	2.85
		2022-23	-	-
Jishu chowdhury	Salary	2024-25	2.45	-
	Director Remuneration	2023-24	7.20	-
		2022-23	10.80	0.80
Bandana Nahar	Director Remuneration	2024-25	-	-
		2023-24	5.40	-
		2022-23	6.60	0.36
Mahak Ahuja	Salary	2024-25	2.00	0.49
		2023-24	-	-
		2022-23	-	-
Khusboo Ahuja	Salary	2024-25	2.58	0.15
		2023-24	0.65	0.15
		2022-23	-	-
Neetu Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	1.64	1.64
	Salary	2024-25	3.80	0.40
	Director Remuneration	2024-25	1.00	-
		2023-24	12.60	1.77
		2022-23	9.60	-
Anil singh Nahar	Advance Given	2024-25	-	-
		2023-24	-	-
		2022-23	2.51	2.51
	Salary	2024-25	5.11	0.32
	Director Remuneration	2023-24	7.44	-
		2022-23	10.80	-
Vishal Nahar	Director Remuneration	2024-25	12.00	12.56
		2023-24	9.90	0.98
		2022-23	-	-
Varun Shah	Advance Given	2024-25	1.90	2.65
		2023-24	0.75	0.75
		2022-23	-	-
	Salary	2024-25	1.20	-
		2023-24	4.80	-
		2022-23	4.00	0.40

c.

Name of the Related Party	Nature of Transaction	Financial Year	Tansaction During the Year	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Vishal Nahar	Reimbursement	2024-25	53.62	-
		2023-24	-	-
		2022-23	4.05	-
Anil singh Nahar	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	1.04	-
Jishu chowdhury	Reimbursement	2024-25	-	-
		2023-24	-	-
		2022-23	4.65	-

IPO TREND

d.

Name of the Related Party		Financial Year	Opening Balance	Amount Borrowed	Amount Repaid	Interest paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Ranjini Ahuja	Loan Taken	2024-25	49.28	-	12.66	4.32	40.94
		2023-24	-	49.40	1.20	1.08	49.28
		2022-23	-	-	-	-	-
Anil Singh Nahar	Loan Taken	2024-25	20.00	-	-	-	20.00
		2023-24	-	40.00	20.00	-	20.00
		2022-23	-	-	-	-	-
Narinder Kumar Ahuja	Loan Taken	2024-25	70.00	-	33.00	-	37.00
		2023-24	-	75.00	5.00	-	70.00
		2022-23	-	-	-	-	-
Vishal Nahar (HUF)	Loan Taken	2024-25	22.62	74.51	67.51	-	29.62
		2023-24	-	22.62	-	-	22.62
		2022-23	-	-	-	-	-
Jishu chowdhury	Loan Taken	2024-25	-	-	-	-	-
		2023-24	-	-	-	-	-
		2022-23	13.11	-	13.11	-	-

e

Name of the Related Party		Financial Year	Opening Balance	Amount Given	Amount Repaid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Jishu chowdhury	Advance Given	2024-25	-	-	-	-
		2023-24	10.50	-	10.50	-
		2022-23	-	148.50	138.00	10.50
Vishal Nahar	Advance Given	2024-25	-	67.51	67.51	-
		2023-24	5.45	36.46	41.91	-
		2022-23	-	5.45	-	5.45
S.R Creation*	Advance Given	2024-25	-			-
		2023-24	-	-	-	-
		2022-23	16.51	62.00	78.51	-
Raiment Lifestyle Co.*	Advance Given	2024-25	-	-	-	-
		2023-24	-	-	-	-
		2022-23	21.00	79.21	100.21	-

f.

Name of the Related Party		Financial Year	Opening Balance	Transaction during the year	Amount paid	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
S.R Creation*	Purchase	2024-25	-	-	-	-
		2023-24	251.76	-	251.76	-
		2022-23	-	304.23	52.47	251.76

g.

Name of the Related Party		Financial Year	Opening Balance	Sales during the year	Amount Rece	Closing Balance
			Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
Raiment Lifestyle Co.*	Sales	2024-25	-	-	-	-
		2023-24	131.05	81.53	212.58	-
		2022-23	5.15	284.95	159.04	131.05

** Transactions are disclosed only till the date of takeover.*

h.

Takeover Company	Name of the Related Party	Year of Takeover	Issue Price	No. of Shares Issued	Consideration paid during the Year including Premium on account of Takeover (Rs. In lakhs)
Raiment Lifestyle Co.	Rishabh Nahar	2023-24	61	73,332	44.73
	Chirag Ahuja	2023-24	61	73,329	44.73
S R Creation	Chirag Ahuja	2023-24	61	29,036	17.71
	Vishal Nahar	2023-24	61	29,035	17.71

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN- : U17299WB2017PTC219383
Notes forming part of the Restated Financial Statements for the period ended 31st March, 2025

29	FOB Value of Export and CIF Value of Import	31st March 2025	31st March 2025	31st March 2024	31st March 2024	31st March 2023	31st March 2023
		($ in Lakhs)	(Rs. in Lakhs)	($ in Lakhs)	(Rs. in Lakhs)	($ in Lakhs)	(Rs. in Lakhs)
	FOB of Exports	-	-	-	-	-	-
	Total (Rs. in Lakhs)	0.00	0.00	0.00	0.00	0.00	0.00

30	Contingent liabilities and commitments (to the extent not provided for)	31st March 2025 (Rs. in Lakhs)	31st March 2024 (Rs. in Lakhs)	31st March 2023 (Rs. in Lakhs)
	Contingent Liabilities			
	Bank Guarantee to Customs, EPCG	0.82	0.82	-
		1.10	0.82	-

31 Notes to Long Term and Short Term Borrowings

Additional Information for Securities given, Terms of Repayment, Guarantees, Rate of Interest, etc
Loan from Bank (Sanction Letter)
Overall Limit :

SL No.	Nature of Facility	Lender	Sanction Letter Date	Sanctioned Amount (Rs in Lakhs)
	Long Term Borrowings			
1	Cholamandalam Inv. & Finance	Cholamandalam Investment and Finance Co.	10.01.2023	10.42
2	Bajaj Finserve A/c No. P410PPS11546150	Bajaj Finance Limited	31.03.2024	35.94
3	Hero Fincorp Limited a/c no. HCFKOKUBL00017403525	Hero Fincorp Limited	27.03.2025	40.49
4	Indusind Bank TL A/c No. 508200000294	Indusind Bank Limited	15.06.2024	156.67
5	Indusind Bank TL A/c No. 508200000300	Indusind Bank Limited	15.06.2024	70.45
6	1 & T Finance A/c No. BL250226506349170	L & T Finance Limited	28.05.2025	75.00
7	Poonawalla Loan a/c no. APPL00460059	Poonawalla Fincorp Limited	31.03.2024	30.00
8	SMFG India Credit Company Limited	SMFG India Credit Company Limited	10.04.2024	40.42
9	tata capital limited a/c no. TCFBL0542000013605436	Tata Capital Limited	07.03.2025	50.62
SL No.	Short Term Borrowings			
1	Indusind Bank CC A/c No. 650014160032	Indusind Bank Limited	15.06.2024	1,080.00
2	Indusind Bank WCTL a/c No. 518100000647	Indusind Bank Limited	15.06.2024	190.00
3	Indusind Bank Aadhoc Loan A/c No. 617014007930	Indusind Bank Limited	10/01/2025	100.00
SL No.	Loan Closed			
1	IOB Machinery Loan 103503707000003	Indian Overseas Bank		
2	Iob Term Loan (Building) A/c 103503303000004	Indian Overseas Bank	21.06.2022	201.00
3	IOB TL A/c No. 103503632000001	Indian Overseas Bank		
4	Iob TL A/c No. 103533000000185	Indian Overseas Bank	21.06.2022	37.50
5	Kotak Building Loan (A/c 6568TL0100000005)	Kotak Mahindra Bank Limited	29.03.2023	195.00
6	Edelwiess Loan	Edelwiess Retail Finance Limited	05.02.2023	20.00
7	Hero Finance Corp. Ltd.	Hero Fincorp Limited	16.02.2023	20.21
8	IOB Adhoc A/c No. 103533000000207	Indian Overseas Bank		
9	IOB New TL A/c No. 103533000000197	Indian Overseas Bank		
10	IOB (Raiment) A/c No. 103533000000200	Indian Overseas Bank	01.11.2023	85.00
11	IOB (SR Creation) A/c No. 103533000000203	Indian Overseas Bank	29.12.2023	200.00
12	IOB Term Loan (Raiment) A/c No. 103503707000009	Indian Overseas Bank	01.11.2023	6.11
13	IOB TL A/c No. 103503410000376	Indian Overseas Bank		
14	IOB TL A/C NO. 103503707000005	Indian Overseas Bank	02.08.2023	184.41
15	IOB TL A/C NO. 103503707000006	Indian Overseas Bank	02.08.2023	82.92
16	IOB TL A/C NO. 103503707000007	Indian Overseas Bank	02.08.2023	6.64
17	IOB TL New A/c No. 103503410000378	Indian Overseas Bank	07.02.2024	5.88
18	Iob TL (SR Creation) A/c No. 103503707000010	Indian Overseas Bank	29.12.2023	3.87
19	Iob TL (SR Creation) A/c No. 103503707000011	Indian Overseas Bank	29.12.2023	10.94
20	KOTAK MAHINDRA BANK OD A/c No. 2647555059	Kotak Mahindra Bank Limited	29.03.2023	385.00
21	Kotak Term Loan (A/c 6568CL0100000007)	Kotak Mahindra Bank Limited	29.03.2023	9.21
22	Kotak Term Loan (A/c 6568DL0100000025)	Kotak Mahindra Bank Limited	29.03.2023	90.00
23	Kotak Term Loan (A/c 6568TL0100000006)	Kotak Mahindra Bank Limited	29.03.2023	85.00
24	IOB TL New A/c No. 103503510000011	Indian Overseas Bank		
25	IOB CC A/c No.103533000000009	Indian Overseas Bank	02.08.2023	385.00

Security Details	Description/Property Address	Security Provider	FACILITY	Nature of Charge
Imovable Fixed Assets	Ward No. 29,Holding No. 3/A, Kutulsahi, Kolkata-7000124, PS - Barasat, ADSR-Barasat, District-24 Parganas(N)	Fascinate Textiles Pvt. Ltd.	Working Capital Term Loan Cash Credit Term Loan I, Term Loan II	First and Exclusive
Imovable Fixed Assets	Residential Flat at "Greenfield Ambition" , 1st floor,Tower No.1 North 24 parganas under New Town Kolkata Development Authority	Ranjini Ahuja Narinder Ahuja	Working Capital Term Loan Cash Credit Term Loan I, Term Loan II	First and Exclusive collateral security
Current Assets	Current assets comprising, inter alia , of stock of raw materials, work in progress, Finished goods, receivables, book debts and and other current assets	Fascinate Textiles Pvt. Ltd.	Working Capital Term Loan Cash Credit Term Loan I, Term Loan II	First and Exclusive
Imovable Fixed Assets	4th Floor, Aradhana Apartment situated at Mouza Shyamnagar, Rafi Ahmed Kidwai Road, Kolkata - 700055	Vishal Nahar Neetu Nahar (they have taken a loan from the branch for the said property) Anil Singh Nahar	Term Loan Cash Credit Term Loan I,Term Loan II	Collateral sec.
Imovable Fixed Assets	Hypothecation of Plant and Machineries costing EURO 65000.	Fascinate Textiles Pvt. Ltd.	Term Loan II	primary security
Imovable Fixed Assets	Hypothecation of various machineries purchased out of bank financee	Fascinate Textiles Pvt. Ltd.	Term Loan II	primary security
Fixed Deposits	FD to be opened after sanction	Fascinate Textiles Pvt. Ltd.	Term Loan I Term Loan II Cash Credit, GECL	collateral security
FDR 7349501909	Amount (Rs. In lakhs) 5 Lakh	S.R Creation(before the takeover)	cash credit, term loan I, term loan II	collateral security
FDR 7391129948	Amount (Rs. In lakhs) 5 Lakh	S.R Creation(before the takeover)	cash credit, term loan I, term loan II	collateral security
FDR 7633043773	Amount (Rs. In lakhs) 28 Lakh	S.R Creation(before the takeover)	cash credit, term loan I, term loan II	collateral security
Immovable Fixed Asset	Property of Old Ralpara road, VII-Chattakalikapur, P.S Maheshtala,Dist. 24 Parganas,Kolkata-700141	Jogesh Chandra Jana Jayprakash Jana	cash credit,wcdl(as a sublimit of cc) Capex term loan 1,Term loan 2 GECL ,ADHOC(WCDL)	collateral security

IP TREND

Interest Details					
SL N	Particulars	Apr'24 to March'25	2023-24	2022-23	Secured/unsecured
1	Cholamandalam Business Loan	ROI : 18.50% APR	ROI : 18.50% APR	ROI : 18.50% APR	Unsecured
2	Bajaj Finserv Term Loan	ROI : 17.00% APR	ROI : 17.00% APR	NA	Unsecured
3	Hero Fincorp unsecured Business loan-HCFKOKUBL00011931251	ROI : 18.50% P.A	ROI : 18.50% APR	NA	Unsecured
4	Hero Fincorp unsecured Business loan-HCFKOKUBL00017403525	ROI : 16.00% P.A	NA	NA	Unsecured
5	L&T Term Loan	ROI : 16.00% A.P.R(effective rate : 17.81% APR)	NA	NA	Unsecured
6	Poonawalla Fincorp Business Loan	ROI : 17.00% p.a(on reducing balance)	NA	NA	Unsecured
7	SMFG India Credit Co. Personal Loan	ROI : 16.00% P.A	NA	NA	Unsecured
8	Tata Capital Unsecured Business Loan	ROI : 15.00% P.A	NA	NA	Unsecured
9	Edelweiss	ROI : 18.50% p.a	ROI : 18.50% p.a	NA	Unsecured
10	IndusInd Working Capital Term Loan	Floating Rate of CD-six months-CC/OD +1.55% presently @ 9%p.a at monthly rest. Presently applicable Bank's CD - Six months Loan is 7.45%	NA	NA	Secured
11	IndusInd Term Loan I	Floating Rate of CD six months-CC/OD + 1.55% presently 9%p.a at monthly rest Presently applicable Bank's CD-Six months- CC/OD is 7.45%	NA	NA	Secured
12	IndusInd Term Loan II	Floating Rate of CD six months-CC/OD + 1.55% presently 9%p.a at monthly rest	NA	NA	Secured
13	IndusInd Pre shipment Credit (Adhoc loan)	Floating Rate of CD six months-CC/OD + 2.23% presently 9.75%p.a at monthly rest Presently applicable Bank's CD-Six months- CC/OD is 7.52%	NA	NA	Secured
14	IndusInd Cash Credit Account	Floating Rate of CD six months-CC/OD + 1.55% presently 9%p.a at monthly rest Presently applicable Bank's CD-Six months- CC/OD is 7.45%	NA	NA	Secured
15	IOB TL I (construction of factory site)	NA	NA	RLLR+SP+RP -: 7.75%+0.40%+1.40%=9.55 % p.a	Secured
16	IOB TL II (for purchase of plant and machineries)	NA	NA	RLLR+SP+RP -: 7.75%+0.40%+1.40%=9.55 % p.a	Secured
17	IOB TL I (construction of factory site)	RLLR(9.35)+SP(0..40%)+RP(1.15%) i.e 10.90%p.a	RLLR(9.35)+SP(0..40%)+RP(1.15%) i.e 10.90%p.a	NA	Secured
18	IOB TL II (for purchase of plant and machineries)	RLLR(9.35)+SP(0..40%)+RP(1.15%) i.e 10.90%p.a	RLLR(9.35)+SP(0..40%)+RP(1.15%) i.e 10.90%p.a	NA	Secured
19	IOB GECL Loan	RLLR + 1.00% Max 9.25%	RLLR + 1.00% Max 9.25%	NA	Secured
20	IOB(Raiment) cash credit against book debts	NA	RLLR (9.35)+ Spread(1.75%) i.e 11.10%	NA	Secured
21	IOB(Raiment) term loan	NA	RLLR (9.35)+ Spread(1.75%) i.e 11.10%	NA	Secured
22	IOB SR Creation Cash Credit	NA	RLLR(9.35%)+1 i.e 10.35%	NA	Secured
23	IOB SR Creation Term Loan-1	NA	RLLR(9.35%)+1 i.e 10.35%	NA	Secured
24	IOB SR Creation Term Loan-2	NA	RLLR(9.35%)+1 i.e 10.35%	NA	Secured
25	Kotak Cash Credit	NA	RPRR +2.50% p.a	RPRR +2.50% p.a	Secured
26	Kotak Capex Term Loan-1	NA	RPRR +2.50% p.a	RPRR +2.50% p.a	Secured
27	Kotak Adhoc (WCDL)	NA	RPRR +2.50% p.a	RPRR +2.50% p.a	Secured
28	Kotak GECL	NA	RPRR +2.75% p.a	RPRR +2.50% p.a	Secured
29	Kotak Term Loan	NA	RPRR +2.50% p.a	NA	Secured
30	IOB TL New A/c No. 103503410000378	ROI : 7.74% p.a	ROI : 7.74% p.a	NA	Secured

IPO TREND

Additional Regulatory Information

32 Reporting under AS 15: Employee Benefits

Defined contribution plans:

For the year ended March 31st, 2025

The company makes provident fund and employee state insurance scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The company recognised Rs. 5.87 Lakhs (March 31, 2024 Rs. 5.12 Lakhs) for provident fund contributions and employee state insurance scheme contributions in the statement of profit and loss. The contributions payable to these plans by the company are at rates specified in the rules of the schemes.

For the year ended March 31st, 2024

The company makes provident fund and employee state insurance scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The company recognised Rs. 5.12 Lakhs (March 31, 2023 Rs. 3.03 Lakhs) for provident fund contributions and employee state insurance scheme contributions in the statement of profit and loss. The contributions payable to these plans by the company are at rates specified in the rules of the schemes.

For the year ended March 31st, 2023

The company makes provident fund and employee state insurance scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The company recognised Rs. 3.03 Lakhs for provident fund contributions and employee state insurance scheme contributions in the statement of profit and loss. The contributions payable to these plans by the company are at rates specified in the rules of the schemes.

33 The company does not have any property whose title deeds are not held in the name of the company.

34 The Company has not revalued its Property during the year ended March 31st, 2025, FY 2023-24 and FY 2022-23.

35 Company does not have any intangible asset so there cannot be any revaluation of the same.

36 The Company's CWIP Ageing schedule of the past three years is shown below.CWIP was capitalised in FY **(Rs. In Lakh)**

CWIP Ageing Schedule as on 31.03.2025					
Particulars	**<1year**	**1-2 years**	**2-3 years**	**>3years**	**TOTAL**
Project under Process	-	-	-	-	-

CWIP Ageing Schedule as on 31.03.2024					
Particulars	**<1year**	**1-2 years**	**2-3 years**	**>3years**	**TOTAL**
Project under Process	116.34	184.59	-	-	300.94

CWIP Ageing Schedule as on 31.03.2023					
Particulars	**<1year**	**1-2 years**	**2-3 years**	**>3years**	**TOTAL**
Project under Process	184.59	-	-	-	184.59

37 Disclosures of Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies

a) Loan Repayable on Demand

Type of Borrower	**Amount of loan or advance in the nature of loan outstanding(in Lakhs)**			**Percentage to the total Loans and Advances in the nature of loans**		
	31.03.2025	**31.03.2024**	**31.03.2023**	**31.03.2025**	**31.03.2024**	**31.03.2023**
Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Directors	Nil	Nil	Nil	Nil	Nil	Nil
KMPs	Nil	Nil	Nil	Nil	Nil	Nil
Related Party	Nil	Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

b) The Company has no Loans without specifying any terms or period of repayment.

38 Expenditure in Foreign Exchange

Particulars	**31.03.2025**		**31.03.2024**		**31.03.2023**	
	Foreign Currency (in Lakhs)	**Amount (Rs. in Lakhs)**	**Foreign Currency (in Lakhs)**	**Amount (Rs. in Lakhs)**	**Foreign Currency (in Lakhs)**	**Amount (Rs. in Lakhs)**
- USD	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	-

IPO TREND

FASCINATE TEXTILES LIMITED

(Formerly Known As Fascinate Textiles Private Limited)

CIN- U17299WB2017PTC219383

Notes to Restated Financial Statements for the period ended 31st March, 2025

Sl. No.	RATIO	FORMULA	2024-25		2023-24		2022-23	
1	Current Ratio	Current assets	3,653.80	1.38	1,958.26	1.14	1,229.20	1.08
		Current Liabilities	2,649.77		1,717.88		1,139.28	
2	Debt Equity Ratio	Long Term Debt+Short Term Debt	1,820.91	1.74	1,233.42	2.77	642.88	2.36
		Equity(incl r&s)	1,044.54		445.43		272.76	
3	Debt Service Coverage Ratio	Earning available for Debt Service	905.14	2.23	124.79	0.31	69.26	0.26
		Debt Service (Principal + Interest)	405.07		402.33		270.64	
4	Return on Equity Ratio	Net Profit after Taxes	581.11	78.00%	47.78	13.31%	35.68	14.00%
		Shareholder's fund	744.98		359.10		254.92	
5	Inventory Turnover Ratio	COGS	4,485.29	3.18	2,397.89	2.80	1,850.26	2.16
		Average Inventory	1,408.46		855.90		855.90	
6	Trade Receivable Turnover Ratio	Revenue from operation	6,024.73	5.32	2,888.02	4.91	2,185.35	4.17
		Average Trade Receivables	1,133.41		587.79		524.07	
7	Trade Payable Turnover Ratio	Purchases	3,864.67	4.37	2,751.86	4.05	1,721.74	3.55
		Average Trade Payables	885.18		678.96		485.40	
8	Net Capital Turnover Ratio	Revenue from operation	4,485.29	7.21	2,397.89	14.52	1,850.26	7.31
		Average Working Capital	622.21		165.15		253.28	
9	Net Profit Ratio	Net Profit after Taxes	581.11	9.65%	47.78	1.65%	35.68	1.63%
		Revenue from operation	6,024.73		2,888.02		2,185.35	
10	Return on Capital Employed	EBIT	964.21	42.41%	151.32	11.66%	94.04	13.29%
		Capital Employed (Shareholder's Fund + Long term Borrowings+Short Term Borrowing+DTL)	2,273.55		1,297.25		707.45	
11	Return on Investment	MV at End -MV at Begin	-	-	-	-	-	-
		MV at Begin	-		-		-	

IPO TREND

39	The company has followed accounting as per Division I of Schedule III of Companies Act 2013, but has only disclosed those areas that are applicable to the company.
40	Fascinate Textiles Private Limited had takenover the business of M/s Raiment Lifestyle Co from 1st January, 2024 wherein the Purchase Consideration was determined at Rs 89,46,326/- by issuing Equity Shares valued at Rs 61 per share.
41	Fascinate Textiles Private Limited had takenover the business of S. R. Creation from 1st January, 2024 wherein the Purchase Consideration was determined at Rs 35,42,344/- by issuing Equity Shares valued at Rs 61 per share.
42	The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceedings have been initiated or pending against the company under BT(P) Act, 1988 & Rules made thereunder.
43	The Company has borrowings from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
44	The company has not been declared as a wilful defaulter by any bank or financial Institution or other lender during the year ended March 31, 2025,FY 2023-24 and FY 2022-23.
45	Previous GAAP figures have been reclassified/regrouped to confirm the presentation requirements and the requirements laid down in Division-I of the Schedule-III of the Companies Act,2013.
46	As per the information available with the management, the company has not entered into any transactions with the companies who have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
47	Company has filed necessary forms with ROC for Creation of Charges within stipulated time.

48	**Utilisation of Borrowed funds and share premium**
a	The company has not advanced or loaned or invested any funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
b	The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

49	Ratio Analysis of Financial Year	Remarks	Formula	31st March 2025	31st March 2024	31st March 2023
i	Current Ratio	1	Current Asset/ Current Liability	1.38	1.14	1.08
ii	Debt Equity Ratio	2	Total Debt/shareholder fund	1.74	2.77	2.36
iii	Debt Service Coverage Ratio	3	Earning available for Debt service/ debt service	2.23	0.31	0.26
iv	Return on Equity Ratio	4	Net Profit / Shareholders Fund	78.00%	13.31%	14.00%
v	Inventory Turnover Ratio	5	COGS or Sales/Avg Inventory	3.18	2.80	2.16
vi	Trade Receivable Turnover Ratio	6	Total Sales/Average Trade Receivable	5.32	4.91	4.17
vii	Trade Payable Turnover Ratio	7	Total Purchase /Average Trade Payable	4.37	4.05	3.55
viii	Net Capital Turnover Ratio	8	Sales/Avg Working Cap	7.21	14.52	7.31
ix	Net Profit Ratio	9	Net Profit / Sales	9.65%	1.65%	1.63%
x	Return on Capital Employed	10	EBIT/(Networth+ Total Debt+Deff Tax Liab)	42.41%	11.66%	13.29%

Reason (if variance more than 25%)

31st March 2025:

2 Better performance of company and repayment of borrowings.
3 Better performance of the company.
5,8 Increase in turnover and better performance of company
4,9,10 Proper utilisation of resources resulting in better profitability

31st March 2024:

3 Better performance of the company.
5,8 Increase in turnover and better performance of company

50	No Undisclosed Income has been recorded in the Books of Accounts for year ended 31st March, 2025,FY 2023-24 and FY 2022-23.
51	Compliance with approved Scheme(s) of Arrangements During the year no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

52 **Corporate Social Responsibility(CSR)**

Particulars	F.Y 24-25 (Rs in Lakhs)	F.Y 23-24 (Rs in Lakhs)	F.Y 22-23 (Rs in Lakhs)
Amount required to be spent by the company during the year	₹ -	₹ -	₹ -
Amount of expenditure incurred during the year ending 31st March 2025	₹ -	₹ -	₹ -
Shortfall at the end of the year	₹ -	₹ -	₹ -
Total of previous years shortfall	₹ -	₹ -	₹ -
Nature of CSR activities	NIL	NIL	NIL

53 The Company has neither Traded nor Invested in Crypto or Foreign Currency during the period.

54 The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

55 Balances of Trade Receivables, Trade Payables, Loans & Advances and other Advances are subject to confirmation from respective parties. The management has represented that receivables and payables amonut under these heads are realisable and payable at the stated values.

56 The Company is having single reporting segment hence disclosure as require by the Accounting Standard 17 is not applicable.

57 In the opinion of the Board of Directors, the value of realisation of current assets, advances and deposits in the ordinary course of Business would not be less than the amount at which they are stated in the financial statement.

58 In the opinion of Board of Directors, provision for all known liabilities have been made in the accounts and there does not exist any other liabilities, contingent or otherwise except whatever have been accounted for or stated in the Balance Sheet.

59 Company has not declared any Dividend during the previous year.

60 Fascinate Textiles Private Limited has been converted to Fascinate Textiles Limited with effect from 20th May,2025.

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-
CA. Sonu Jain
Partner
Membership No. 060015

UDIN: 25060015BMLXEJ2271
Place : Kolkata
Date : 28.08.2025

For and on behalf of Board of
Fascinate Textiles Limited (Formerly known as Fascinate Textiles Private Limited)

Sd/-
Vishal Nahar
(Managing Director)
DIN : 00722516

Sd/-
Varun Shah
(Director)
DIN : 11064228

Sd/-
Chirag Ahuja
(WTD Cum CFO)
DIN : 08123032

Sd/-
Ritika Sharma
(Company Secretary)
Membership No: 40852

IP TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN: U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements as on 31st March, 2025

NOTE - '11.1 and 11.2'

Property, Plants & Equipment (Amount in Lakh)

FY 2024-25 (April'24 to March'25)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2024	Addition during the period	Deduction during the period	As on 31.03.2025	As on 01.04.2024	For the period	Deduction during the period	As on 31.03.2025	As on 31.03.2025	As on 31.03.2024
Land and Land development	57.12		-	57.12	-	-	-	-	57.12	57.12
Building	-	312.75	-	312.75	-	9.90	-	9.90	302.85	-
Plant & Machinery	194.95	25.93	-	220.88	46.88	34.12	-	81.00	139.88	148.07
Electrical Equipment	66.02	-	-	66.02	8.12	6.27	-	14.39	51.63	57.90
Furniture & Fixture	11.77	-	-	11.77	2.65	0.98	-	3.63	8.14	9.13
Computer & Peripherals	0.78	1.44	-	2.22	0.04	0.18	-	0.22	2.00	0.74
Office Equipment	2.15	2.39	-	4.54	1.87	0.14	-	2.01	2.52	0.28
Total	**332.78**	**342.52**	**-**	**675.30**	**59.54**	**51.61**	**-**	**111.15**	**564.15**	**273.24**
CWIP										
Building	300.94	11.82	312.75	-	-	-	-	-	-	300.94
Total	**633.72**	**354.34**	**312.75**	**675.30**	**59.54**	**51.61**	**-**	**111.15**	**564.15**	**574.18**
Previous Year (2023-24)	**353.01**	**280.71**	**-**	**633.72**	**29.56**	**29.98**	**-**	**59.54**	**574.18**	

FY 2023-24

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2023	Addition during the year	Deduction during the year	As on 31.3.2024	As on 01.04.2023	For the year	Deduction during the year	As on 31.3.2024	As on 31.3.2024	As on 31.03.2023
Land and Land development	57.12	-	-	57.12	-	-	-	-	57.12	57.12
Building	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	76.88	118.07	-	194.95	23.37	23.50	-	46.88	148.07	53.50
Electrical Equipment	21.33	44.69	-	66.02	2.89	5.23	-	8.12	57.90	18.44
Furniture & Fixture	10.97	0.81	-	11.77	1.68	0.96	-	2.65	9.13	9.28
Computer & Peripherals	0.23	0.54	-	0.78	0.00	0.04	-	0.04	0.74	0.23
Office Equipment	1.90	0.26	-	2.15	1.61	0.25	-	1.87	0.28	0.28
Total	**168.42**	**164.36**	**-**	**332.78**	**29.56**	**29.98**	**-**	**59.54**	**273.24**	**138.86**
CWIP										
Building	184.59	116.34	-	300.94	-	-	-	-	300.94	184.59
Total	**353.01**	**280.71**	**-**	**633.72**	**29.56**	**29.98**	**-**	**59.54**	**574.18**	**323.45**
Previous Year (2022-23)	**102.17**	**250.84**	**-**	**353.01**	**21.54**	**8.03**	**-**	**29.56**	**323.45**	

IPO TREND

FY 2022-23

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2022	Addition during the year	Deduction during the year	As on 31.3.2023	As on 01.04.2022	For the year	Deduction during the year	As on 31.3.2023	As on 31.3.2023	As on 31.03.2022
Land and Land development	57.12	-	-	57.12	-	-	-	-	57.12	57.12
Building	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	34.86	42.02	-	76.88	16.69	6.68	-	23.37	53.50	18.17
Electrical Equipment	5.14	16.19	-	21.33	2.27	0.62	-	2.89	18.44	2.87
Furniture & Fixture	3.16	7.80	-	10.97	1.32	0.36	-	1.68	9.28	1.84
Computer & Peripherals	-	0.23	-	0.23	-	0.00	-	0.00	0.23	-
Office Equipment	1.90	-	-	1.90	1.26	0.36	-	1.61	0.28	0.64
Total	**102.17**	**66.25**	**-**	**168.42**	**21.54**	**8.03**	**-**	**29.56**	**138.86**	**80.64**
CWIP										
Building	-	184.59	-	184.59	-	-	-	-	184.59	-
Total	**102.17**	**250.84**	**-**	**353.01**	**21.54**	**8.03**	**-**	**29.56**	**323.45**	**80.64**

IP TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN-U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements as on 31st March, 2025

(Rs. in lakhs)

14(i) TRADE RECEIVABLES

Trade Receivables ageing schedule As on 31.03.2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
1. Undisputed Trade receivables – considered good	1,725.40	4.96	0.09	-	2.58	**1,733.03**
2. Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	**-**
3. Disputed Trade Receivables considered good	-	-	-	-	-	**-**
4. Disputed Trade Receivables considered doubtful	-	-	-	-	-	**-**
Total of Trade Receivable as on 31.03.2025	**1,725.40**	**4.96**	**0.09**	**-**	**2.58**	**1,733.03**

Trade Receivables ageing schedule As on 31.03.2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	531.10	0.02	-	2.58	0.09	**533.79**
2. Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	**-**
3. Disputed Trade Receivables considered good	-	-	-	-	-	**-**
4. Disputed Trade Receivables considered doubtful	-	-	-	-	-	**-**
Total of Trade Receivable as on 31.03.2024	**531.10**	**0.02**	**-**	**2.58**	**0.09**	**533.79**

Trade Receivables ageing schedule As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	639.11	-	2.58	0.09	-	**641.78**
2. Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	**-**
3. Disputed Trade Receivables considered good	-	-	-	-	-	**-**
4. Disputed Trade Receivables considered doubtful	-	-	-	-	-	**-**
Total of Trade Receivable as on 31.03.2023	**639.11**	**-**	**2.58**	**0.09**	**-**	**641.78**

IPO TREND

FASCINATE TEXTILES LIMITED
(Formerly Known As Fascinate Textiles Private Limited)
CIN: U17299WB2017PLC219383
Notes forming part of the Restated Financial Statements as on 31st March, 2025

8.2(i) TRADE PAYABLES

(Rs. in lakhs)

Trade Payables ageing schedule As on 31.03.2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	-	-	-	-
2. Others	1,006.65	8.87	-	0.55	1,016.08
3. Disputed dues – MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2025	**1,006.65**	**8.87**	**-**	**0.55**	**1,016.08**

(Rs. in lakhs)

Trade Payables ageing schedule As on 31.03.2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	-	-	-	-
2. Others	733.83	13.82	1.21	5.43	754.29
3. Disputed dues – MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2024	**733.83**	**13.82**	**1.21**	**5.43**	**754.29**

Trade Payables ageing schedule As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1. MSME	-	-	-	-	-
2. Others	591.76	5.21	0.52	6.12	603.63
3. Disputed dues – MSME	-	-	-	-	-
4. Disputed dues - Others	-	-	-	-	-
Total of Trade Payables as on 31.03.2023	**591.76**	**5.21**	**0.52**	**6.12**	**603.63**

IPO TREND

OTHER FINANCIAL INFORMATION

The Financial Ratios on Restated Financial Statement of Fascinate Textiles Limited are as follows:

Sl. No.	Particulars	For the Year ended March 31st, 2025	For the Year ended March 31st, 2024	For the Year ended March 31st, 2023
A	Net worth, as restated (₹ in Lakhs)	1,044.54	445.43	272.76
B	Profit /(Loss) after tax, as restated (₹ in Lakhs)	581.11	47.78	35.68
	Weighted average number of equity shares outstanding during the year period/year			
C	For Basic / Diluted earnings per share (in number)	14,06,246	14,06,010	1,201,278
	Earnings per share			
D	Basic / Diluted earnings per share **(B/C)**	41.32	3.40	2.97
E	**Return on Net Worth (%) (B/A*100)**	**55.63%**	**10.73%**	**13.08%**
F	**Number of shares outstanding at the end of the period/ year (in number)**	14,08,010	14,06,010	12,01,278
G	**Net asset value per equity shares of ₹ 10/each (A/F)**	**74.19**	**31.68**	**22.71**
H	**Face value of equity shares**	10	10	10
I	**Earnings Before Interest Taxes, Depreciation & Amortization (EBITDA) (₹ in Lakhs)**	1001.13	168.49	92.56

Notes:

1. The ratios have been computed as per the following formulas:

(i) Basic and Diluted Earnings per Share:

$$\frac{\text{Restated Profit after Tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

(ii) Return on Net worth (%):

$$\frac{\text{Restated Profit after Tax}}{\text{Restated Net worth as at period/year end}}$$

(iii) Net Asset Value (NAV) per Equity Share:

$$\frac{\text{Restated Net worth as at period/year end}}{\text{Total Number of equity shares as at period/year end}}$$

2. The figures disclosed above are based on the Restated Financial Information of the Company.

3. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4. Net worth for the ratios represents sum of share capital and reserves and surplus (surplus in the Restated Summary Statement of Profit and Loss).

5. Earnings per share calculations are done in accordance with Accounting Standard (AS)-20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

6. Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax +Finance Cost (Interest) + Depreciation & Amortization.

For M/s Jain Sonu & Associates
Chartered Accountants
Firm's Registration No. 324386E

Sd/-

CA. Sonu Jain
Partner
Membership No. 060015
Place : Kolkata
Date:

IPO TREND

RELATED PARTY TRANSACTION

For details on Related Party Transactions of our Company, please refer to Note no 28 of Restated Financial Statements" beginning on page 272 under the section titled, "Financial Statements" of this Draft Red Herring Prospectus.

IPO TREND

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the financial years ended on March 31, 2025, 2024, and 2023 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled ***"Restated Financial Statements"*** *beginning on page 255 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.*

You should read the following discussion of our financial condition and results of operations in conjunction with our Restated financial statements attached in the chapter titled ***"Financial Information"*** *beginning on page 255 included in this Draft Red Herring Prospectus. You should also read the section titled* ***"Risk Factors"*** *on page 43 and the section titled* ***"Forward Looking Statements"*** *on page 26 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. Our Financial Statements, as Restated have been derived from our audited Financial Statement for the respective years. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.*

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor which is included in this Draft Red Herring Prospectus under ***"Financial Statements"*** *on Page 255. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Fascinate Textiles Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for Fiscal Year.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

Business Overview

Our Company was originally incorporated on February 09, 2017 as a Private Limited Company in the name and style of "Fascinate Textiles Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation bearing CIN: U17299WB2017PTC219383 issued by the Registrar of Companies, Kolkata. Further, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the shareholders of our Company at the Extra- Ordinary General Meeting held on 25th April, 2025, and consequently the name of our Company was changed from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited" and a fresh certificate of incorporation dated May 20, 2025 pursuant to conversion from Private Limited Company to Public Limited Company was issued by the Registrar of Companies, Central Registration Centre bearing CIN: U17299WB2017PLC219383.

We are engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans menswear, womenswear, and childrenswear, with a significant portion of our

output focused on garments for children. Our offerings include t-shirts, joggers, vests, leggings, shorts, and infant wear, among others, catering to a variety of end-use segments and age groups.

We are an ISO 9001:2015 certified company. This certification reflects the presence of defined quality management systems and standardised operational procedures across our processes. It reinforces our ability to meet buyer specifications consistently, supports compliance with international trade norms, and contributes to the facilitation of cross-border operations, including import and export.

We develop samples both in response to themes and mood boards provided by buyers, as well as through our own in-house design initiatives. Once a sample receives approval, we undertake production at our manufacturing facility. Our garments are supplied to large-format retailers and wholesalers in the local market.

Our manufacturing activities are primarily concentrated in Barasat, North 24 Parganas, West Bengal, where we own and operate our production facility. Most operations following fabric processing including cutting, printing, stitching, and finishing are conducted in-house. We manage design development, sample creation, and production schedules internally through a team of merchandisers, each assigned to specific buyers to ensure continuity and coordination.

We procure yarn, which is then sent for knitting and dyeing through external job workers. Once the processed fabric is received, all subsequent manufacturing operations are carried out within our facility. A significant portion of our production infrastructure is automated, including the use of automatic printing and sequencing machines. This integration of technology enables us to maintain consistency, enhance efficiency, and uphold quality across our product offerings.

BUSINESS SEGMENTS

Our revenue is primarily derived from the sale of garments and fabrics. The table below provides a breakdown of revenue and its percentage contribution by business segment for the fiscal years ended March 31, 2023, 2024, and 2025.

Revenue from Various Business Segment (Amt. in Rs. Lakhs)							
SL NO.	**Business Segment**	**Fiscal 2025**	**% of Total Revenue**	**Fiscal 2024**	**% of Total Revenue**	**Fiscal 2023**	**% of Total Revenue**
1	Kids Garments	2,156.57	35.80	1,847.09	63.96	780.51	35.72
2	Infant Garments	1,120.54	18.60	69.52	2.41	244.56	11.19
3	Women's Garment	403.76	6.70	454.98	15.75	491.10	22.47
4	Men's Garment	690.90	11.47	-	-	-	-
5	Yarn	583.30	9.68	-	-	-	-
6	Knitted Fabric	700.15	11.62	516.43	17.88	669.08	30.62
7	Woven Fabric	369.50	6.13	-	-	0.10	0.00
	Total	**6,024.73**	**100.00**	**2,888.02**	**100.00**	**2,185.35**	**100.00**

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Significant Accounting Policies and Notes to accounts, "Note 02 beginning under Chapter titled **"Restated Financial Statements**" beginning on page 255 of this Draft Red Herring Prospectus.

Principle Components of our Restated Statement of Assets & Liabilities

FY 2025 Compared with FY 2024:

(Amount in Rs Lakhs)

Particulars	For the period ended March 31,		Increase/ (Decrease)	
	2025	2024	Amount	%
Liabilities				
Long Term Borrowings	528.39	381.67	146.72	38.44%
Short Term Borrowings	1,292.52	851.75	440.77	51.75%
Trade Payables	1,016.08	754.29	261.79	34.71%
Assets				
Long term loans and advances	5.00	0	5.00	100%
Inventories	1,546.60	1,270.32	276.28	21.75%
Trade Receivables	1,733.03	533.79	1,199.24	224.67%
Short term loans and advances	301.27	129.46	171.81	132.71%

Reasons for change:

Long-Term Borrowings: Long-term borrowings increased by Rs. 146.72 lakhs, which represents a rise of 38.44%, from Rs. 381.67 lakhs in FY 2024 to Rs. 528.39 lakhs in FY 2025. The primary reason for this increase was availing new term loan of Rs. 275.88 lakhs from IndusInd Bank Ltd, reduced by Rs. 75.14 lakhs classified as current maturities of long-term borrowings under short term borrowings.

Short Term Borrowings: Short-term borrowings increased by Rs. 440.77 lakhs, representing a 51.75% increase from Rs. 851.75 lakhs in FY2024 to Rs. 1,292.52 lakhs in FY 2025. Primarily the increase is driven by new working capital loan taken by the company which has a net impact of Rs. 378.67 lakhs and Rs. 75.14 lakhs due to increase in reclassification of the current maturities of long-term borrowings under short-term borrowings.

Trade Payables: The trade payables of our company increased from Rs. 754.29 lakhs in FY2024 to Rs. 1,016.08 lakhs in FY2025 which represents an increase of 34.71%. The increase in absolute numbers is mainly due to growth in revenue of our company. However, in terms of days it decreased from 90 days in FY2024 to 84 days in FY2025.

Inventories: The inventory increased by Rs.276.28 lakhs, rising from Rs. 1,270.32 lakhs in FY 2024 to Rs.1,546.60 lakhs in FY 2025. This increase is primarily attributable to a rise in WIP by Rs. 236.98 lakhs, and finished goods by Rs. 60.37 lakhs while reporting a decrease in raw material stock by Rs. 21.06 lakhs. Our company recorded inventory holding days at 107 days in FY2024 and 84 days in FY2025.

Long term loans and advances: During the FY2025 we have made a capital advance of Rs. 5.00 lakhs for signing MOU with land owners. This land is proposed to be used for setting up new manufacturing facility.

Trade Receivables: Trade receivables increased by Rs. 1,199.24 lakhs which represents an increase of 224.67%, from Rs. 533.79 lakhs in FY 2024 to Rs. 1,733.03 lakhs in FY 2025. The increase is primarily attributable to the increase in sales to meet elevated demand. In terms of days trade receivables decreased from 74 days in FY2024 to 69 days in FY2025.

Short term loans and advances: Our Short-term loans and advances increased by Rs. 171.81 lakhs which represents 132.71% increase from Rs. 129.46 lakhs in FY2024 to Rs. 301.27 lakhs in FY2025. The increase is mainly due to increase in advance paid to suppliers in line with the increase in purchases to meet the production demand.

FY 2024 Compared with FY 2023:

Particulars	For the period ended March 31,		Increase/ (Decrease)	
	2024	2023	Amount	%
Liabilities				
Long Term Borrowings	381.67	164.95	216.72	131.39%
Short Term Borrowings	851.75	477.94	373.81	78.21%
Trade Payables	754.29	603.63	150.66	24.96%
Assets				
Inventories	1,270.32	441.49	828.83	187.73%
Trade Receivables	533.79	641.78	-107.99	-16.83%
Short term loans and advances	129.46	113.46	16	14.10%

Reasons for change:

Long-Term Borrowings: Long-term borrowings increased by Rs. 216.72 lakhs, which represents a rise of 131.39%, from Rs. 164.95 lakhs in FY 2023 to Rs. 381.67 lakhs in FY 2024. The primary reason for this increase was, new term loans of Rs. 73.30 lakhs taken from banks and financial institutions and Rs. 161.90 lakhs from others, reduced by Rs. 18.47 lakhs classified as current maturities of long-term borrowings.

Short Term Borrowings: Short-term borrowings increased by Rs. 373.81 lakhs, representing a 78.21% increase from Rs. 477.94 lakhs in FY2023 to Rs. 851.75 lakhs in FY 2024. Primarily the increase is driven by increase in working capital loan by Rs. 331.86 lakhs and Rs. 41.95 lakhs due to increase in reclassification of the current maturities of long-term borrowings under short-term borrowings.

Trade Payables: The trade payables of our company increased from Rs. 603.63 lakhs in FY2023 to Rs. 754.29 lakhs in FY2025 which represents an increase of 24.96%. The increase in absolute numbers is mainly due to growth in revenue of our company. However, in terms of days it decreased from 102 days in FY2023 to 90 days in FY2024 which reflects the company's strategy of early settlement of creditors to avail early payment discount which is a general practice in the industry.

Inventories: The inventory increased by Rs. 828.83 lakhs, rising from Rs. 441.49 lakhs in FY 2023 to Rs. 1,270.32 lakhs in FY 2024. This increase is primarily attributable to a rise in WIP by Rs. 262.92 lakhs, raw material by Rs. 371.53 lakhs and finished goods by Rs. 194.38 lakhs. The increase is due to anticipated revenue growth for FY 2025 to meet the increased demand of production and supply. Our company recorded inventory holding days at 124 days in FY2023 and 107 days in FY2024.

Trade Receivables: Trade receivables decreased by Rs. 107.99 lakhs which represents 16.83%, from Rs. 641.78 lakhs in FY2023 to Rs. 533.79 lakhs in FY 2024. The decrease is primarily due to improved collection by implementing early payment discount to customers. In terms of days trade receivables decreased from 88 days in FY2023 to 74 days in FY2024.

Short term loans and advances: Our Short-term loans and advances increased slightly by Rs. 16 lakhs which represents 14.10% increase from Rs. 113.46 lakhs in FY2023 to Rs. 129.46 lakhs in FY2024. The increase is mainly due to increase in advance paid to suppliers.

KEY PERFORMANCE INDICATORS ("KPI's")

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Offer as per the disclosure made in the **"Objects of the Offer**" Section beginning on Page no. 122 whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 15, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified *by* M/s Jain Sonu & Associates, Chartered Accountants, by their certificate dated September 18, 2025, who hold a valid certificate issued by the Peer Review Board of the ICAI. The Statutory Auditors certificate dated September 18, 2025 has been included in the section **'Material Contracts and Documents for Inspection'** beginning on Page no. 431 of this Draft Red Herring Prospectus.

The KPIs disclosed below have been used historically by our Company to understand and analyze the operational and the financial performance, which in result, helps it in analyzing the growth of various verticals in comparison to its listed peers, and other relevant and material KPIs of the business of our Company that have a bearing on arriving at the Basis for Offer Price have been disclosed below.

The Applicants can refer to the below-mentioned Key Performance Indicators, being a combination of financial and operational Key Performance Indicators, to make an assessment of our Company's performances and make an informed decision.

Financial KPI of our Company-

(₹. In Lakhs except Percentages)

Sr. No.	Metrix	As of and for the Fiscal		
		2025	**2024**	**2023**
1	Revenue From Operation (₹ in Lakhs)	6024.73	2888.02	2185.35
2	Total Income (₹ in Lakhs)	6,027.68	2,889.59	2,186.20
3	Growth (%) in Total Income	108.32%	32.35%	
4	Operating EBITDA (₹ in Lakhs)	998.18	163.06	91.72
5	Year on Year growth in Operating EBITDA (%)	512.15%	77.79%	
6	Operating EBITDA Margin (%)	16.57%	5.65%	4.20%
7	Profit/(loss) after tax for the year (₹ in Lakhs)	581.11	47.78	35.68
8	Growth (%) in PAT	1116.17%	33.91%	
9	Net profit Ratio / PAT Margin (%)	9.65%	1.65%	1.63%
10	Return on Assets (ROA) (%)	102.10%	10.65%	16.77%
11	Return on Equity (ROE) (%)	78.00%	13.31%	14.00%
12	Debt To Equity Ratio	1.74	2.77	2.36
13	ROCE (%)	42.41%	11.66%	13.29%
14	Current Ratio	1.38	1.14	1.08
15	Net Capital Turnover Ratio	9.64	17.49	8.63
16	P/E Ratio	[*]	[*]	[*]

17	EPS	41.32	3.40	2.97
18	Networth	1,044.54	445.43	272.76

Notes:

a) *As certified by M/s Jain Sonu & Associates., Chartered Accountants pursuant to their certificate dated September 18, 2025, the Audit committee in its resolution dated September 15, 2025 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.*

p) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
q) *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.*
r) *Operating EBITDA Margin refers to operating EBITDA during a given period as a percentage of revenue from operations during that period.*
s) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
t) *Return on assets (ROA) is equal to profit for the year divided by the total average tangible assets at the end of that period and is expressed as a percentage.*
u) *Return on equity (ROE) is equal to profit for the year divided by the total average equity during that period and is expressed as a percentage.*
v) *Debt to equity ratio is calculated by dividing the Total debt (i.e., Total borrowings) by total equity (Shareholders' Fund).*
w) *RoCE (Return on Capital Employed) (%) is calculated as Earnings Before Interest and Tax divided bytotal average equity plus non-current liabilities (i.e. Tangible Net worth + Total Debt+ Deferred Tax Liabilities).*
x) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
y) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our Average working capital (i.e., current assets less current liabilities)*
z) *P/E ratio is a useful tool for evaluating stock prices, it should be considered alongside other financial metrics and qualitative factors for a comprehensive analysis P/E is calculated by dividing the current share price of the stock by the company's earnings per share (EPS).*
aa) *Investors and analysts often look at EPS in conjunction with other metrics, like the Price-to-Earnings (P/E) ratio, to get a fuller picture of a company's financial health and valuation. It's calculated by dividing a company's net income (after taxes and preferred dividends) by the number of outstanding shares of its common stock*
bb) *EPS is calculated as PAT of relevant year divided by Average number of Equity Share*
cc) *Net worth is a snapshot of financial stability at a given point in time and is useful for assessing financial progress and making informed financial decisions. The formula is Net worth = Total Assets – Total Liabilities*

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

For evaluation our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use

our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of thebusiness and in turn helps assess the overall financial performance of our Company and Size of our business.
Total Income (₹ in Lakhs)	Total Income is used to track the total revenue generated by the business including other income.
Operating EBITDA (₹ in Lakhs)	Operating EBITDA provides information regarding the operational efficiency of thebusiness.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financialperformance of our business.
Profit After Tax for the year (₹ in Lakhs)	Profit after tax provides information regardingthe overall profitability of the business.
Net Profit Ratio/PAT Margin (%)	PAT Margin is an indicator of the overallprofitability and financial performance of our business.
Return on Equity (ROE) (%)	ROE provides how efficiently our Companygenerates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluatea company's financial leverage.
Return on Capital Employed (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It shows management how business can maximize the current assets on its balancesheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.
Price Earning Ratio	The Price-to-Earnings (P/E) Ratio is a financial metric used to evaluate the valuation of a company's stock. It's calculated by dividing the current share price by the company's earnings per share (EPS).
Earning Per Share	Earnings Per Share (EPS) is a financial metric used to gauge a company's profitability on a per-share basis. It tells investors how much profit a company has earned for each share of its common stock.
Net Worth	Net worth is a measure of an individual's or organization's financial health, calculated by subtracting total liabilities from total assets.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET

1. **On April 1, 2025, following the renunciation of rights by existing shareholders, 14,000 equity shares of ₹10 each at a premium of ₹878 per share were allotted to Karnika Industries Limited.**

2. **On April 09, 2025, following the renunciation of rights by existing shareholders, 42,000 equity shares of ₹10 each at a premium of ₹939 per share were allotted to following subscribers:**

Sl No.	Name of Subscriber	Number of Equity Shares Subscribed
1	Somnath Modi	14000
2	Neha Modi	14000
3	Asish Purekha	14000
Total		42000

3. **On April 1, 2025, following the renunciation of rights by existing shareholders, 7,889 equity shares of ₹10 each at a premium of ₹840 per share were allotted to following allotees.**

Sl No.	Name of Subscriber	Number of Equity Shares Subscribed
1	Abdur Rahaman	830
2	Amish Shah	1411
3	Amish Shah (HUF)	1218
4	Chitra Chandak	1790
5	Diwakar Gaggar	840
6	Samir Patra	1800
Total		7889

4. **Bonus issue of 8831394 Equity Shares of face value of ₹10/- each fully paid up on August 12, 2025 in the ratio of 6:1 i.e., 6 Bonus Equity Shares for every 1 Equity Share held by the existing equity shareholders as on record date i.e., August 12, 2025, the details of which are given below:**

Sl No.	Name of Subscriber	Number of Equity Shares Subscribed
1	Vishal Nahar	4709076
2	Chirag Ahuja	1169190
3	Rishabh Nahar	799992
4	Vishal Nahar (Huf)	555000
5	Narinder Kumar Ahuja	1169202
6	Pradeep Kumar Agrawal	33600
7	Encore Events Private Limited	12000
8	Karnika Industries Limited	84000
9	Somnath Modi	84000
10	Neha Modi	84000
11	Ashish Purekha	84000
12	Abdur Rahaman	4980
13	Amish Shah	8466
14	Amish Shah Huf	7308
15	Chitra Chandak	10740
16	Diwakar Gaggar	5040
17	Samir Patra	10800
Total		8831394

Factors affecting our Business:

Our business is subjected to various risks and uncertainties, including those discussed in the section titled **"Risk Factors"** beginning on 43 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and business conditions in the markets in which we operate and in the local & regional economies;
- Changes in Industry Requirements;
- New Innovation of our product portfolio, from time to time;
- Changes in government policies resulting high taxes payable by us;
- Changes in laws and regulations that apply to the industries in which we operate;
- Impact of Russia-Ukraine War and Israel - Hamas War on our business and operations;
- General economic, political, and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company's ability to successfully implement its growth strategy and expansion plans;
- Occurrence of Environmental Problems & Uninsured Losses;
- The performance of the financial markets in India and globally.
- Performance of Company's competitors.
- Our ability to maintain tie-ups or collaboration agreement with our partners;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues
- Rapid Technological advancement and inability to keep pace with the change
- Our ability to retain and hire key employees or maintain good relations with our workforce
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial year ended on 31st March, 2025, 31st March, 2024 and 31st March, 2023.

FASCINATE TEXTILES LIMITED (Formerly Known As Fascinate Textiles Private Limited) CIN-U17299WB2017PLC219383 Restated Statement of Profit & Loss Account For the year ended 31st March 2025								
	Particulars	Notes	31st March 2025	% of Total Income	31st March 2024	% of Total Income	31st March 2023	% of Total Income
A	INCOME		(Rs. in lakhs)		(Rs. in lakhs)		(Rs. in lakhs)	
I	Revenue from Operation	17	6,024.73	99.95%	2,888.02	99.95%	2,185.35	99.96%
II	Other Income	18	2.95	0.05%	1.57	0.05%	0.84	0.04%
III	**TOTAL INCOME (I+II)**		**6,027.68**	**100.00%**	**2,889.59**	**100.00%**	**2,186.20**	**100.00%**
B	EXPENSES							
	Cost of Raw Materials consumed	19	3,885.73	64.46%	2,380.33	82.38%	1,905.26	87.15%
	Change in Inventories of Finished Goods Work-In-Progress & Stock-In-Trade	21	(297.35)	-4.93%	(457.29)	-15.83%	(288.31)	-13.19%
	Employee Benefits Expense	22	310.62	5.15%	171.10	5.92%	129.64	5.93%
	Finance Costs	23	162.88	2.70%	93.84	3.25%	52.28	2.39%
	Depreciation and Amortization Expense	24	51.61	0.86%	29.98	1.04%	8.03	0.37%
	Other Expenses	25	1,105.86	18.35%	608.09	21.04%	331.90	15.18%
IV	**TOTAL EXPENSES**		**5,219.35**	**86.59%**	**2,826.05**	**97.80%**	**2,138.79**	**97.83%**
V	**PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)**		**808.32**	**13.41%**	**63.54**	**2.20%**	**47.40**	**2.17%**
VI	**EXCEPTIONAL ITEMS**		-		-		-	
VII	**PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)**		**808.32**	**13.41%**	**63.54**	**2.20%**	**47.40**	**2.17%**
VIII	**EXTRAORDINARY ITEMS**		-		-		-	
IX	**PROFIT BEFORE TAX (VII-VIII)**		**808.32**	**13.41%**	**63.54**	**2.20%**	**47.40**	**2.17%**
X	**TAX EXPENSES :**							
	(1) Provision for Income Tax							
	- Current Tax		221.84	3.68%	16.52	0.57%	11.72	0.54%
	(2) Deferred Tax							
	- Deferred Tax Liability created/(reversed)		5.38	0.09%	(0.75)	-0.03%	-	0.00%
	TOTAL OF TAX EXPENSES		**227.22**	**3.77%**	**15.76**	**0.55%**	**11.72**	**0.54%**
	PROFIT/(LOSS) FOR THE YEAR (IX-X)		**581.11**	**9.64%**	**47.78**	**1.65%**	**35.68**	**1.63%**
XI	**Earning per equity share(Nominal value of share Rs. 10)**							
	- Basic	26	41.32		3.40		2.97	
	- Diluted		41.32		3.40		2.97	

Revenue from Operations:

Our company is engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans men's wear, women's wear, and children's wear, with a significant portion of our output focused on garments for children. Our offerings include t-shirts, joggers, vests, leggings, shorts, and infant wear, among others, catering to a variety of end-use segments and age groups.

Other Income:

Our other income primarily consists of interest income and discount received and balance write off.

Expenses:

Company's expenses consist of Cost of Raw Materials Consumed, Change in Inventories of Finished Goods & Stock in Trade, Employee Benefits Expense, Finance Cost, Depreciation and Amortization Expense and Other Expenses.

Cost of Raw Materials Consumed:

Cost of Raw Materials Consumed comprises of ready to use Fabrics, Cotton yarn, Dyes and Chemicals and other auxiliary materials such as Lubricants, detergents, binders etc.

Changes in inventories of WIP & finished goods:

Changes in Inventories of finished goods & stock in trade i.e. difference between opening stock and closing stock of Stock-In-Trade & Finished Goods.

Employee benefits expense:

Our Employee Benefits Expense primarily comprises of Salaries, Wages and Bonus, Staff welfare expenses, Remuneration to directors, Contribution to Provident and Other Funds.

Finance Costs:

Our finance cost includes Interest expenses on borrowings like Interest on Term Loan, Interest on Overdraft facility, Interest on Working Capital Loan and Loan Processing Charges.

Depreciation and Amortization Expenses

Depreciation includes depreciation on Building, Plant & Machinery, Electrical Equipment, Furniture & Fittings, Computer & Peripherals and Office Equipment.

Other Expenses: - Other expenses include dying charges , knitting expenses, washing expenses, printing expenses, finishing expenses, electricity expenses, transportation, discount allowed and other expenses pertaining to office, factory and administration.

Summary of major items of Income and Expenditure:

Revenue From Operations: We are engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans menswear, womenswear, and childrenswear, with a significant portion of our output focused on garments for children. Our revenue from operation during the Financial Year ending 2024-25, Financial Year ending 2023-24 and Financial Year ending 2022-23 are 99.95%, 99.81% and 99.96% of total income respectively. In terms actual numbers revenue from operations are Rs. 6,024.73 lakhs in FY2025, Rs. 2,888.02 lakhs in FY2024 and Rs. 2,185.35 lakhs in FY2023.

Other Income: - The other income majorly includes interest, discount received and balance written off. Other income of Rs. 2.95 lakhs, Rs. 1.57 lakhs and Rs. 0.84 lakhs reported for the FY2025, FY2024 and FY2023 respectively.

Total Expenses: - Our total expenses encompass the following - (i) Cost of Raw Materials Consumed, (ii) Purchase of Stock-in-Trade, (iii) Change in Inventories of Finished Goods & Stock-In-Trade, (iv) Employee benefits expense, (iv) Finance Costs, (v) Depreciation and Amortization Expenses and (vi) Other Expenses.

Cost of Raw material consumed: – The cost of raw material consumed includes Opening Stock, Purchase of Raw Material and Closing Stock amounting to Rs 3,885.73 lakhs, Rs. 2,380.33 lakhs and Rs. 1,905.26 for FY2025, FY2024 and FY2023 respectively. In terms of proportion to total income it represents 64.46%, 82.27% and 87.15% in FY2025, FY2024 and FY2023 respectively.

Changes in Inventories of WIP & Finished Goods: - The changes in Inventories of WIP & Finished Goods reported an increase in closing value by Rs. 297.35 lakhs in FY2025, Rs. 457.29 lakhs in FY2024 and Rs. 288.31 lakhs in FY2023. In proportion to total income, it represents 4.93%, 15.80% and 13.19% in FY2025, FY2024 and FY2023 respectively.

Employee Benefit Expenses: - The employee benefit expenses include Salaries, wages and bonus, Staff welfare expenses Salary to Directors, Contribution to provident and Staff incentives expenses amounting to Rs 310.62 lakhs, Rs. 171.10 lakhs and Rs. 129.64 for FY2025, FY2024 and FY2023 respectively. In terms of proportion to total income it represents 5.15%, 5.91% and 5.93% in FY2025, FY2024 and FY2023 respectively.

Finance Costs: – The Finance costs include Interest on term loans, cash credit, unsecured loans, loan processing charges and bank charges which comes to Rs 162.88 lakhs, Rs. 93.84 lakhs and Rs. 52.28 lakhs for FY2025, FY2024 and FY2023 respectively. In terms of proportion to total income it represents 2.70%, 3.24% and 2.39% in FY2025, FY2024 and FY2023 respectively.

Depreciation and Amortization Expenses: - Our company reported depreciation and amortization at Rs. 51.61 lakhs in FY25, Rs. 29.98 lakhs in FY24 and Rs. 8.03 lakhs in FY23.

Other expenses: - Other expenses of our company is Rs. 1,105.86 lakhs, Rs. 611.96 lakhs and Rs. 331.90 lakhs for FY2025, FY2024 and FY2023 respectively. In proportion to total income other expenses stood at 18.35% in FY25, 21.15% in FY24 and 15.18% in FY23.

Details of Financial Year 2024-25 compared to Financial Year 2023-24 (Based on Restated Financial Statements)

Total Income: -Total Income for the Financial Year 2024-25 stood at Rs 6,027.68 Lakhs whereas the same stood at Rs 2,888.02 Lakhs in Financial year 2023-24, representing an increase of 108.32%. The total income includes other income of Rs. 2.95 lakhs in FY25 compared to Rs. 1.57 lakhs in FY2023-24.

Revenue from Operations: - Revenue from Operation for Financial Year 2024-25 stood at Rs 6,024.73 Lakhs as against Rs 2,888.02 Lakhs in financial year 2023-24 representing an increase of 108.61%. The increase in revenue is mainly driven by the boost in sales of our products to wholesale buyers and local customers and introduction of men's wear segments. We started targeting local market in the mid of FY2024 and the venture continued for full year in FY2025. The strategy helped us to grow our sales which is visible in our revenue from operations of Rs. 6,024.73 lakhs in FY2025.

Reasons for increase in revenue:

Introduction of new segments: Our company introduced below segments in our finished products which fetched an additional revenue of Rs. 1,643.70 lakhs in FY2025 which is 27% approx. of total revenue.

Particulars	Amount Rs. in Lakhs
Men's garment	690.90
Woven fabric	369.50
Yarn	583.30
Total	1,643.70

Shifting to automated manufacturing facility: Our company moved to new automated manufacturing facility in mid of FY2023-24 which we utilized for full financial year during FY2025. This helped us in increasing our capacity and efficiency and ultimately in faster production and meeting increased demand.

Merger synergy: We took over existing enterprises in the similar line of business which contributed Rs. 273.00 lakhs in Q4 of FY2024 and Rs. 1,100.00 lakhs in full year FY2025.

These factors helped us to achieve revenue from operation of Rs. 6,024.73 lakhs in FY2025

Other Income: -Other income for financial year 2025 was Rs 2.95 Lakhs compared to Rs. 1.57 Lakhs in financial Year 2024 representing an increase of 87.84%. Increase in other income is primarily due to increase in interest income of our company in FY2025.

Total Expenses: - Total Expense for Financial Year 2024-25 stood at Rs. 5,219.35 Lakhs whereas the same stood at Rs. 2,829.91 Lakhs in Financial Year 2023-24, representing an increase of 84.44%. It is analyzed that total expenses in proportion to total revenue constitute 86.59% in financial year 2024-25 in comparison to 97.80% in financial year 2023-24. This change indicates a certain level of efficiency in managing expenses proportion to the increased income, as the company has been able to maintain a lower expense-to-income ratio, despite the growth in both income and expenses.

Cost of Materials Consumed: - Cost of Material Consumed for Financial Year 2024-25 stood at Rs 3,885.73 Lakhs as compared to Rs. 2,380.33 Lakhs in Financial year 2023-24, representing an increase of 63.24%. In proportion to total income, it represents 64.46% in the Financial Year 2024-25 and 82.27% in FY2023-24. The primary reason for increase in cost of material consumed is increased revenue and production. Further, in proportion to total income it decreased from 82.27% to 64.46%.

Though in proportion to total income cost of material consumed is representing a drop from 82.27% in FY2024 to 64.46% in FY2025, it includes the production cost of finished products in stock as well. The combined effect of cost of material consumed and change in inventory of finished stock, in proportion to total income it is 66.59% in FY2024 and 59.56% in FY2025. Thus, the overall decrease in cost of raw material consumed 7% approx..

Changes in Inventories of Finished Goods and WIP: - Changes in Inventory of finished goods and WIP for Financial Year 2024-25 reflects an increase in closing stock by Rs 297.35 Lakhs whereas the increase in closing stock was reported at Rs 457.29 Lakhs in Financial Year 2023-24. In proportion to total income, it represents 4.93% in Financial Year 2024-25 and 15.80% in FY2023-24.

Employee benefits expense: - Employee Benefit Expense for Financial Year 2024-25 stood at Rs 310.62 Lakhs as compared to Rs. 171.10 lakhs in FY2023-24. In proportion to total Income, it represents 5.15% in FY2025 whereas in FY2024 it was 5.91%. Our company has managed to maintain the employee benefits expense at the similar level compared to previous year.

Finance Cost: - The Finance Cost for FY 2025 stood at Rs 162.88 Lakhs with an increase of 73.57% compared to the preceding F.Y. 2024, which stood at Rs. 93.84 Lakhs in FY2024. The rise is due to increase in unsecured borrowings from financial institutions during the year. In proportion to total income, it is 2.70% in FY2025 compared to 3.24% in FY2024. Though the finance cost of our company increased in absolute terms we have managed to keep it lower in proportion to total income in FY2025.

Depreciation and Amortization Expenses: - Our company recorded Depreciation & Amortization expenses of Rs. 51.61 Lakhs in FY2025 compared to Rs 29.98 Lakhs in FY2024, representing an increase of 72.14% % over previous year. The major reason for increase in depreciation is addition in block of fixed assets of Rs. 342.52 lakhs in FY2025. It is analysed and observed that in FY2025 depreciation and amortization represent 0.86% of total income compared to 1.04% in FY024.

Other Expenses: - Other Expense for FY2025 stood at Rs 1,105.86 Lakhs compared to Rs. 611.96 Lakhs in FY2024 a jump of 80.71% recorded over FY2024. This significant increase is attributed to increase in Finishing charges by Rs 188.29 Lakhs, Stitching charges by Rs. 63.72 lakhs, Dying charges by Rs. 68.55 lakhs, Embroidery Charges by Rs. 23.38, Printing Charges by Rs. 18.54 lakhs and increase in administrative expense by Rs. 86.82 lakhs over previous financial year. In proportion to total income other expenses represents 18.35% in FY2025 compared to 21.15% in FY2024. This reflects that in proportion to total income our company has savings in other expense by 3% approx.

Restated Profit before Exceptional Items, Extraordinary Item & Tax: - Restated Profit before Exceptional Items, Extraordinary Item & Tax reported Rs 808.32 Lakhs in FY2025 compared to Rs 63.54 Lakhs in FY2024. This increase is mainly due to significant improvement in the company's financial performance during the FY2025. In proportion to total income, it represents 13.41% in FY2025 compared to 2.20% in FY2024.

Profit after Tax: - For the FY2025, we reported a Profit After Tax (PAT) of Rs. 581.11 lakhs, marking an impressive increase compared to Rs. 47.78 lakhs in FY 2024. The PAT margin also saw a significant improvement, with PAT contributing 9.64% of total income in FY 2025, compared to 1.65% in FY 2024. The total expenses to total income ratio improved to 86.59% in FY 2025 from 97.80% in FY 2024, underscoring better cost control and resource optimization along with increase in selling price in local market sales.

Primary reasons for increase in PAT margin are as below:

1. **Rise in sale price:** As the demand of our product rose in FY2025 we strategically increased our sale price with no increase in cost of material consumed which resulted into increase in total income and decrease in proportion of cost of material consumed. Sale price increase attributed to Kids garment price increased by 11%, Women Garment by 2.5% and Knitted fabric by 2.91%.
2. **Additional segment introduction:** We have introduced three segments namely menswear, processed knitted fabric and yarn in FY2025 which contributed Rs. 1643.70 lakhs in revenue which represents 27% approx. of total revenue in FY2025 with incremental margin. This additional revenue ultimately resulted in improved PAT margin.
3. **Local market sales:** Our company targeting local market with higher sale price ultimately resulting into higher margin with constant cost. Since the sale price of the products increased with the flat cost of raw material as a result in proportion to total income cost of material consumed decreased. Currently we have a sales mix of 17% from local market and 83% from corporate brands with a contribution margin of more than 100% in local market and 25%-30% in corporate brands.
   The higher margin in local sales is due to use lower intensity fabric which reduces the cost of raw material.
4. **Raw material mix:** We improved our raw material mix by blending polyester up to 8.5% to optimize the cost, which resulted into a drop in average cost of material from Rs. 347.66 per kg to Rs. 321.32 per kg. representing a drop of 8.20%.
5. **Wastage control:** By introduction of automated machines, we reduced the manual processing and cutting of fabrics and to some extent eliminated the wastage from manual cutting. This contributed into savings in cost of material by 2% in purchase volume.
6. **Synergy from merger of entity:** We took over 2 enterprises towards end of the FY2024 namely S R Creations and Raiment Lifestyle. The benefit of merger for full year was available in FY2025 and contributed an incremental PAT of Rs. 116.20 lakhs representing 14.20% of total PAT.
7. **Benefit from moving to new automated facility:** In the mid of the FY2024 we relocated to our new manufacturing facility with automated equipment which boosted our capacity and efficiency. This shifting to new facility helped us achieving revenue of Rs. 6024.70 lakhs in FY2025 by utilizing 2 automatic printing machines, 1 cutting spreader, and AutoCAD machine. The efficiency of printing doubled by reducing cutting and stitching time. This saved us proportionate labor cost and reduced wastage.

The above-mentioned factors combined together end up in increase in PAT margin from 1.65% % in FY2024 to 9.64% in FY2025.

Details of Financial Year 2023-24 compared to Financial Year 2022-23 (Based on Restated Financial Statements)

Total Income: -Total Income for the FY2024 stood at Rs 2,889.59 lakhs compared to Rs. 2,186.20 lakhs in FY 2023. The total income includes revenue from operations and other income, it has operating revenue of 99.81% in FY2024 and 99.96% in FY2023 and other income of 0.19% in FY2024 and 0.04% in FY2023.

Revenue from Operations: -Revenue from Operations for FY 2024 reported at Rs. 2,888.02 lakhs compared to Rs 2,185.35 lakhs in FY2023. This increase of 32.15% is primarily attributed to growth in revenue from new customers and merger of entity during the financial year.

Other Income: - Other income of our company increased from Rs. 0.84 lakhs in FY2023 to Rs. 1.57 lakhs in FY2024. Reason for increase is attributed to interest on security received Rs. 1.16 lakhs in FY2024.

Total Expenses: The Total Expense for FY2024 stood at Rs. 2,829.91 lakhs compared to Rs. 2,186.20 lakhs in FY2023. In proportion to revenue, it represents 97.80% in FY2024 compared to 97.83% in FY2023. We managed to maintain our total expense to total income at the same level in FY2024 as compared to FY2023. Increase in absolute numbers are in line with the increase in revenue and production.

Cost of Materials Consumed: - Cost of Material Consumed for FY2024 stood at Rs 2,380.33 lakhs whereas the same was reported at Rs 1,905.26 lakhs in FY2023, representing a increase of 24.93%. This increase in the cost of materials consumed is attributed to increase in demand in production and revenue of our company. In proportion to total income, it represents 82.27% of total Income in the Financial Year 2023-24 whereas in financial year 2022-23 it comprises 87.15% of total income. It is visible that cost of material consumed decreased in FY2024 due to automated environment reduced wastage, improved efficiency.

Changes in Inventories of Finished Goods & WIP: - Changes in Inventory of Finished Goods & WIP in FY2024 reported an increase in closing stock of Rs. 457.29 lakhs the same stood at Rs. 288.31 lakhs in FY2023, representing an increase majorly due to an increase in stock of wip to meet the anticipated demand in FY2025 from merger of entity in FY2024. In proportion to revenue, it represents 15.80% in FY2024 compare to 13.19% in FY2023.

Employee benefits expense: - Employee Benefit Expense for Financial Year 2024 stood at Rs 171.10 Lakhs as compared to Rs. 129.64 lakhs in FY2023. In proportion to total Income, it represents 5.91% in FY2024 whereas in FY2023 it was 5.93%. Our company has managed to maintain the employee benefits expense at the similar level compared to previous year.

Finance Cost: - Finance cost for FY2024 reported at Rs 93.84 lakhs compared to Rs 52.28 lakhs in FY2023. This represents an increase of 79.50% in FY 2024. Increase in term loan of Rs. 216.72 lakhs during the FY2024 resulted into increase in interest cost from Rs. 37.13 lakhs in FY2023 to Rs. 74.97 lakhs in FY2024. In proportion to total income finance costs represents 3.24% in FY2024 and 2.39% in the FY2023.

Depreciation and Amortization Expenses: - Depreciation & Amortization expenses in FY2024 stood at Rs 29.98 lakhs compared to Rs 8.03 lakhs in FY2023, representing an increase of 273.50% over previous year. The increase in depreciation is due to purchase of Plant & Machinery of Rs 118.07 lakhs, and Electrical Equipment of Rs. 44.69 lakhs by our company in FY2024. In proportion to total income it represents 1.04% in FY2024 and 0.37% in FY2023.

Other Expenses: - Other Expenses of our company increased from Rs. 331.90 lakhs in FY2023 to Rs. 608.09 lakhs in FY2024. Primary reason for increase in other expense is increase in revenue in FY2024.

Other reasons for increase in other expenses are increase in Discount Allowed to customers from Rs. 16.04 lakhs in FY2023 to Rs. 43.66 lakhs in FY2024 to improve the debtors collection, increase in

transportation cost Rs. 17.64 lakhs in FY 2023 to Rs. 43.24 lakhs in FY2024, Increase in stitiching charges by Rs. 18.53 lakhs in FY2024, Electricity charges from Rs. 18.33 lakhs in FY2023 to Rs. 35.19 lakhs in FY2024 and printing charges from Rs. 49.74 lakhs in FY2023 to Rs. 118.20 lakhs in FY2024 due to high demand of printed products by customers. It analyzed that in proportion to total income other expenses increased by 6% approx. and represents 21.04% in FY2024 compared to 15.18% in FY2023.

Restated Profit before Exceptional Items, Extraordinary Item & Tax:

Restated Profit before Exceptional Items, Extraordinary Item & Tax is reported at Rs 63.54 lakhs in FY2024 compared to Rs. 47.40 lakhs in FY2023. When analyzing the Restated Profit before Exceptional Items, Extraordinary Item & Tax in proportion to the total income, it is 2.20% in FY2024 and 2.17% in FY2023.

Profit after Tax: - Our company reported net profit after tax of Rs. 47.78 lakhs in FY2024 compared to Rs. 35.68 lakhs in FY2023which marks an increase of 33.91% over FY2023. The PAT margin of our company remained similar 1.63% in FY2023 and 1.65% in FY2024. The total expense in proportion to total income incurred in FY2024 is 97.80% and in FY2023 it is 97.83%.

Our company was able to maintain the PAT margin similar to FY2023 in FY2024 and in absolute number PAT of Rs. 47.78 lakhs in FY2024 and Rs. 35.68 lakhs in FY2023.

LIQUIDITY AND CAPITAL RESOURCES:

We have been able to finance our capital requirements and the expansion of our business and operations through a combination of funds generated from our operations, equity infusions from shareholders and debt financing, and we expect to continue to do so. Our primary capital requirements are for repayment / prepayment of Unsecured/Secured Loans, Investment in capital expenditure and working capital for our operations.

We believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Fresh Issue and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated requirements for our working capital, Capital Expenditure and General Corporate Purposes requirements for the 12 months following the date of this Draft Red Herring Prospectus. For the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023 we had cash and cash equivalents (comprising of cash on hand and balances with banks) of Rs. 72.89 lakhs, Rs. 24.70 lakhs and Rs. 32.47 lakhs respectively as per our Restated Financial Statements.

CASH FLOW:

The table below summaries our cash flows from our Restated Financial Information for the financial year ended on March 31, 2025, March 31, 2024 and March 31,2023.

Particulars	**31st March 2025**	**31st March 2024**	**31st March 2023**
	(Rs. in Lakhs)	**(Rs. in Lakhs)**	**(Rs. in Lakhs)**
Net Cash Flows From / (Used) In Operating Activities (A)	(357.52)	(362.34)	(31.92)
Net Cash Flows From / (Used) In Investing Activities (B)	(36.89)	(267.01)	(272.89)
Net Cash Flows From / (Used) In Financing Activities (C)	**442.61**	**621.58**	**328.43**

Net Increase / (Decrease) In Cash and Cash Equivalent (A+B+C)	**48.20**	**(7.77)**	**23.62**
Cash and Cash Equivalents at the beginning of the year	24.70	32.47	8.85
Cash and Cash Equivalent at The End of The Year	72.89	24.70	32.47

FINANCIAL MARKET RISKS

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

INTEREST RATE RISK

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

EFFECT OF INFLATION

We are affected by inflation as it has an impact on the material cost, operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

OTHER MATTERS INFORMATION REQUIRED AS PER ITEM 11 (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI (ICDR) REGULATIONS, 2018:

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled **"Risk Factors"** beginning on page no 43 of the Draft Red Herring Prospectus. To our knowledge, except as we have described in the Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

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 titled **"Risk Factors"** beginning on page no. 43 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and other economic factor.

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.

Fascinate Textiles Limited (registered under MSME) is engaged in the manufacturing of readymade garments, with operations based in West Bengal. Our product range spans menswear, womenswear, and

childrenswear, with a significant portion of our output focused on garments for children. Our offerings include t-shirts, joggers, vests, leggings, shorts, and infant wear, among others, catering to a variety of end-use segments and age groups.

6. Total turnover of each major industry segment in which the issuer company operated.

The Company operates in the textile industry. Relevant industry data, as available, has been included in the chapter titled **"Industry Overview"** beginning on page 156 of this Draft Red Herring Prospectus.

7. Status of any publicly announced new products or business segment.

Fascinate Textiles Limited (registered under MSME) specializing in manufacturing of Readymade Garments. It spans urban as well as semi-urban markets. Our Company has not announced any new product and segment / scheme, other than disclosed in chapter title **"Our Business"** beginning on Page 173 in this Draft Red Herring Prospectus.

8. The extent to which business is seasonal.

Our business does not depend to a certain extent on the seasonal, environmental and climate changes. Hence, our business is not seasonal in nature.

9. Competitive conditions:

We face competition from existing and potential competitors which is common for any business. Over a period of time, we have developed certain competitive strengths which have been discussed in section titles **"Business Overview"** beginning on page 173 of this Draft Red Herring Prospectus.

IPO TREND

CAPITALISATION STATEMENT

Based on Restated Financial Statement of

FASCINATE TEXTILES LIMITED

CAPITALISATION STATEMENT ₹ *In lakhs*			
Sl.No	**Particulars**	**Pre issue As at March 31, 2025**	**Post issue**
	Debts		
A	Long Term Debt	528.39	-
B	Short Term Debt	1,292.52	-
C	**Total Debt**	**1,820.91**	**-**
	Equity (Shareholders Funds)		
	Equity Share Capital	140.80	-
	Reserves and Surplus	903.74	-
D	**Total Equity**	**1,044.54**	-
E	**Total Capitalization (C+D)**	**2,865.44**	-
	Long Term Debt/ Equity Ratio (A/D)	0.51	-
	Total Debt/Equity Ratio (C/D)	1.74	-

As certified by our Statutory Auditors, M/s Jain Sonu & Associates, Chartered Accountants by way of their certificate dated September 18, 2025

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for purposes such as, *inter alia*, term loans and other fund-based working capital loans. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, such as, inter alia, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Offer. For details regarding the resolution passed by our Shareholders on August 12, 2025 authorizing the borrowing powers of our Board, see "***Our Management – Borrowing Powers of our Board***"

As on March 31, 2025, our company has total outstanding borrowings aggregating to ₹ 1,820.91 Lakhs based on Restated Financial Statements of Fascinate Textiles Limited. Set forth below is a brief summary of our Company's secured and unsecured borrowings as on March 31, 2025:

Sl. No.	Category of borrowing	Sanctioned Amount	O/s Amount as on March 31, 2025^	Rate of Interest
	SECURED BORROWING	**(₹ In Lakhs)**	**(₹ In Lakhs)**	
(I)	**Term Loan**			
	Indusind Bank TL A/c No. 508200000294	156.67	129.37	9.00%
	Indusind Bank TL A/c No. 508200000300	70.45	58.18	9.00%
	Indusind Bank TL a/c No. 518100000647	190.00	88.33	9.00%
	Total (I)	**417.12**	**275.88**	
(II)	**Working Capital**			
	Indusind Bank Aadhoc Loan A/c No. 617014007930	100.00	100.00	9.75%
	Indusind Bank CC A/c No. 650014160032	1,080.00	1,049.69	9%
	Total (II)	**1,180.00**	**1,149.69**	
	Total of Secured Borrowings (I+II)	**1,597.12**	**1,425.57**	
	UNSECURED BORROWING			
(III)	**Term Loan**			
	Bajaj Finserve Ltd	35.94	31.40	**17%**
	Cholamandalam Inv. & Finance	10.42	7.03	**18.50%**
	Hero Fincorp Limited	40.49	40.49	**16%**
	L & T Finance A/c No. BL250226506349170	75.00	75.00	**17%**
	Poonawalla Fincorp	30.00	22.81	**17%**
	SMFG India Credit Company Limited	40.42	40.42	**16%**
	TaTa capital limited	50.62	50.62	**15%**
	Total (III)	**282.89**	**267.77**	
(IV)	**Other related Party**	**NA**	**127.56**	
	Total (IV)	**NA**	**127.56**	
	Total (I+II+III + IV)	**1,880.01**	**1,820.9**	

^As certified by our Statutory Auditors, M/s Jain Sonu & Associates, Chartered Accountants by way of their certificate dated September 18, 2025

SECTION – VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated 14th August, 2025 any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Draft Red Herring Prospectus, if:

1. The aggregate monetary claim/ dispute amount/ liability made by or against our Company or our Subsidiaries in any such pending litigation (individually or in aggregate), is equivalent to or above the lower of (a) two percent of turnover, as per latest annual Restated Financial Statements; or (b) two percent of net worth, as per latest annual Restated Financial Statements, except in case the arithmetic value of the net worth is negative, or (c) five percent of the average of absolute value of profit and loss after tax, as per the last three annual Restated Financial Statements, being the lowest of the above amounts to ₹ 11.08 lakhs;
2. Any such pending litigation / arbitration proceeding involving the Directors or Promoters of our Company, which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation our Company; and
3. any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) or (b) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the business, operations, performance, prospects, financial position or reputation of our Company.

Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 10% of restated trade payables for the most recent period for which financial statements have been included in the Draft Red Herring Prospectus as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on 14th August, 2025. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

All terms defined in a particular litigation are for that particular litigation only.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

There are no outstanding criminal proceedings filed by the Company.

(b) Criminal proceedings filed by the Company

There are no outstanding criminal proceedings filed by the Company.

€ Actions by statutory and regulatory authorities against the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Disciplinary actions taken by SEBI or any stock exchange against our Company in the last five fiscal years

There are no disciplinary actions by SEBI or any Stock Exchange initiated against the Company.

€ Tax Proceedings:

(i) Direct Tax:

Income Tax and TDS:
Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

Particulars	Number of cases	Amount involved* (Rs. In Lacs)
Direct Tax		
Income Tax and TDS	**3**	**0.27**
Total	**3**	**0.27**

Income Tax*:

1. *A demand was raised against the company vide demand reference number 20202019370084001O4C for the assessment year 2019-2020 under section 143(1)(a) of the Income Tax Act, 1961 on 30th June, 2020 for an amount of Rs.13,393/- (Outstanding Demand Amount Rs.0/- + Accrued Interest Rs.13,393/-). Response has been submitted by the Company on 18th June, 2025. No appeal has been preferred against the said demand. This matter is still Pending.*

2. *A demand was raised against the company vide demand reference number 20212020370780724C for the assessment year 2020-2021 under section 143(1)(a) of the Income Tax Act, 1961 on 24th December, 2021 for an amount of Rs.5,670/- (Outstanding Demand Amount Rs.0/- + Accrued Interest Rs.5,670/-). Response has been submitted by the Company on 18th June, 2025. No appeal has been preferred against the said demand. This matter is still Pending.*

TDS:

1. ***Demands were raised against the company for the Financial Years 2023-2024, 2024-2025, 2025-2026 and Prior Years for a total amount involving Rs.44,550/-. However, the Company has paid the TDS amounting to Rs.5,721/-on 20.08.2025 and Rs. 30,493/- on 06.09.2025.*** *The Company was unable to paid its liability towards the payment of the sum of Rs. 8,336/-.*

(ii) Indirect Tax:

Particulars	Number of cases	Amount involved (Rs. In Lacs)
Indirect Tax		
GST	Nil	Nil
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	**Nil**	**Nil**

(f) Other pending material litigation against the Company

There are no outstanding litigation initiated against the Company, which have been Considered material by the Company in accordance with the Materiality Policy.

(g) Other pending material litigation filed by the Company

There are no outstanding litigation initiated by the company, which have been considered Material by the Company in accordance with the Materiality Policy.

(h) Outstanding Dues from EPF
Nil

(i) Outstanding Dues from ESI
Nil

B. LITIGATION INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company
There are no outstanding criminal proceedings against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the company
There are no outstanding litigation initiated by the Promoters and Directors.

€ Actions by statutory and regulatory authorities against the Promoters & Directors of the Company
There are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

(d) Tax Proceedings against the Promoters & Directors.
(i) Direct Tax –

Below are the details of pending tax cases involving our Promoter & Director, specifying the number of cases pending and the total amount involved:

Particulars	**Number of cases**	**Amount involved (Rs. In Lacs)**
Direct Tax		
Income Tax and TDS	**4**	**4.21**
Total	**4**	**4.21**

Income Tax:
Narinder Kumar Ahuja

1. *A demand was raised against Mr. Narinder Kumar Ahuja, the Promoter of the Company vide demand reference number 20122008511141392 43T for the assessment year 2008-2009 under section 143(1) of the Income Tax Act, 1961 on 12th January, 2010 for an amount of Rs.63,102/- (Outstanding Demand Amount Rs.0/- + Accrued Interest Rs. 63,102/-). No response has been filed by the Company till date. No appeal has been preferred against the said demand. This matter is still Pending.*

2. *A demand was raised against Mr. Narinder Kumar Ahuja, the Promoter of the Company vide demand reference number 20192010370246827 31T for the assessment year 2010-2011 under section 154 of the Income Tax Act, 1961 on 14th May, 2019 for an amount of Rs. 35,409/- (Outstanding Demand Amount Rs.0/- + Accrued Interest Rs. 35,409/-). No response has been filed by the Company till date. No appeal has been preferred against the said demand. This matter is still Pending.*

3. *A demand was raised against Mr. Narinder Kumar Ahuja, the Promoter of the Company vide demand reference number 20202019370063563 66T for the assessment year 2019-2020 under section 143(1)(a) of the Income Tax Act, 1961 on 2nd June, 2020 for an amount of Rs. 88,080/-*

(Outstanding Demand Amount Rs. 54,060/- + Accrued Interest Rs. 34,020/-). No response has been filed by the Company till date. No appeal has been preferred against the said demand. This matter is still Pending.

4. *A demand was raised against Mr. Narinder Kumar Ahuja, the Promoter of the Company vide demand reference number 20212020370022005 70T for the assessment year 2020-2021 under section 143(1)(a) of the Income Tax Act, 1961 on 6th April, 2021 for an amount of Rs. 2,34,520/- (Outstanding Demand Amount Rs. 1,43,000/- + Accrued Interest Rs. 91,520/-). No response has been filed by Mr. Narinder Kumar Ahuja till date. No appeal has been preferred against the said demand. This matter is still Pending.*

(ii) Indirect Tax
NIL

€ Other pending material litigation against the Promoters & Directors of the company
There are no outstanding litigation initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigation filed by the Promoters & Directors of the company
There are no outstanding litigation initiated by the Promoters & Directors, which have been considered Material by the Company in accordance with the Materiality Policy.

C. LITIGATION INVOLVING THE GROUP COMPANY WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY
As on date of this Draft Red Herring Prospectus, the Company has no group companies.

D. LITIGATION INVOLVING THE SUBSIDIARIES
As on date of this Draft Red Herring Prospectus, the Company has no subsidiaries.

E. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT
As on date of this Draft Red Herring Prospectus, there are no pending criminal proceedings or actions by regulatory authorities and statutory authorities involving our Key Managerial Personnel and Senior Management.

F. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS
There are no disputes with such entities regarding payments to our Creditors. Details of amounts due to these creditors are available on our Company website.
Below are the details of Creditors with outstanding amounts as on March 31, 2025:
(₹ in lakhs)

Particulars	**No. of Creditors**	**Amount**
Outstanding dues to micro, small and medium enterprises	NIL	NIL
Outstanding dues to other creditors	173	1,016.08
Total outstanding dues	173	1,016.08

Outstanding litigation involving the Company or any other person or company whose outcome

may materially affect the Company's results of operations or financial position
As of the date of this Draft Red Herring Prospectus, except as described above, there are no outstanding litigation involving the Company or any other person or company that could materially affect the Company's results of operations or financial position.

No litigation or legal actions against our Promoters by any Ministry, Government Department, or statutory authority during the last 5 years
Pending proceedings initiated against our Company for economic offences
No proceedings for economic offences have been initiated against our Company.

Inquiries, investigations, etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company
No inquiries or investigations have been instituted under the Companies Act or any previous Companies enactment since our Company's incorporation.

Material Fraud against our Company in the last five years
No material fraud has been committed against our Company since incorporation.

Fines imposed or compounding of offences for default
No fines have been imposed and no compounding of offences for default or outstanding defaults has occurred.

Non-Payment of Statutory Dues
Except as disclosed in the chapter titled "Financial Statements as Restated" beginning on page 255, there 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 the Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 289 of this Draft Red Herring Prospectus, no material developments have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY 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 Offer or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this Offer and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Offer:

The following approvals have been obtained or will be obtained in connection with the Offer.

Corporate Approvals:

a. Our Board, pursuant to its resolution dated 19th August, 2025 authorized the Offer subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;

b. The shareholders of our Company have, pursuant to their resolution passed at the Extra Ordinary General meeting of our Company held on 10th September, 2025 under Section 62(1)(c) of the Companies Act, 2013, authorized the Offer;

c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 22, 2025

d. ISIN No.: INE1Q2D01019.

Approval from the Stock Exchange:

a. In-principal approval dated [●] from the Emerge Platform of National Stock Exchange of India Limited (NSE Emerge) for using the name of the Exchange in the Offer documents for listing of the Equity Shares Offered by our Company pursuant to the Offer.

II. Incorporation related Approvals

Sr. No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry

1.	Certificate of Incorporation of "Fascinate Textiles Private Limited"	U17299WB2017PTC219383	Companies Act, 2013	Registrar of Companies, Central Registration Centre	09/02/2017	Perpetual
2.	Fresh Certificate of Incorporation after conversion of "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited"	U17299WB2017PLC219383	Companies Act, 2013	Registrar of Companies, Central Processing Centre	20/05/2025	Perpetual

III. Tax Related Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department	AADCF0004D*	09/02/2017	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department	CALF02317A*	04/06/2025	Valid until cancelled
3.	Certification of registration of Goods and Service Tax (West Bengal)	West Bengal Goods and Services Tax Act, 2017	Central Board of Indirect Taxes and Customs	19AADCF0004D1ZD*	26/06/2025	Valid until cancelled
4.	Professional Tax Certificate of Registration	West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1976	West Bengal Municipal Corporation	191007806081*	09/09/2019	Valid until cancelled

Note- * Issued in the name of Fascinate Textiles Limited.

IV. General Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Certificate of Importer –Exporter Code (IEC)	Foreign Trade (Development & Regulation) Act, 1992	Government of India, Ministry of Commerce and Industry, Directorate General of Foreign trade, Office of the Additional Director General of Foreign Trade, Kolkata	AADCF0004D*	21/10/2019 Last Modified on 22/07/2025	Valid until cancelled
2.	MSME Registration -Udyam Registration	MSME Development Act, 2006	Ministry of Micro, Small and Medium Enterprise	UDYAM-WB-14-0007285*	20/03/2021	Valid until cancelled
3.	Fire License	West Bengal Fire Services Act, 1950	West Bengal Fire & Emergency Services, Government of West Bengal	Application No. 21192250630001548 4**	07/06/2025	06/06/2026

Note: *Registered in the name of Fascinate Textiles Limited.

****Registered in the name of Fascinate Textiles Private Limited.***

V. Approvals obtained in relation to business operations of our Company

Our Company requires various approvals and/or licenses to carry on our business. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Registered Office & Manufacturing Unit: 3/A, Kutul Sahi Road, Barasat, North 24 Parganas, Barasat – I, 700124, West Bengal, India.

Sr. No	Description	Applicable Laws	Authority	Registration/ Certificate Number	Date of Issue/renewal	Date of Expiry
1.	Permanent Certificate of Enlistment (Trade License)	West Bengal Municipal Act, 1993	Barasat Municipality	0917P90622110730*	25/07/2025	22/04/2028
2.	Shops and Establishment Certificate	West Bengal Shops and Establishments Act, 1963	Office of the Registering Authority, Govt. of West Bengal	NP02772N2025013303*	02/09/2025	Valid until cancelled

Note: * Registered in the name of Fascinate Textiles Limited.

VI. Labour related Approvals obtained by our Company

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under ESI	Employees State Insurance Act, 1948	Employees State Insurance Corporation	40000461050000108*	15/11/2017	Valid Until cancelled
2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organization, Kolkata	WBTLO1670033000*	12/03/2019	Valid Until cancelled

Note: *Registered in the name of Fascinate Textiles Private Limited.

VII. Quality Certifications Approvals obtained by our Company:

Sr. No.	Description	Registration/ License No.	Authority	Date of Issue	Date of Expiry
1.	ISO 9001:2015	24EQNN91*	Assurance Quality Certification LLC	15/10/2024	14/10/2027

Note: *Registered in the name of Fascinate Textiles Limited for Manufacturer of Readymade Garments.

VIII. Intellectual Property Related Approval

The details of trademark registered by our Company is as under: -

Sr. No.	Trademark/ Copyright	Class	Nature of Trademark / Copyright	Owner	Application Number / Certificate Number	Status
1	FASCINATE TEXTILES	25#	Trade marks Act, 1999	Fascinate Textiles Limited	7168263	Formalities Check Pass.
2	FASCINATE TEXTILES	25#	Trade marks Act, 1999	Fascinate Textiles Limited	7168192	Formalities Check Pass.
3	FASCINATE TEXTILES	25#	Trade marks Act, 1999	Fascinate Textiles Private Limited	5951847	Objected
4	FASCINATE	25#	Trade marks Act, 1999	Fascinate Textiles Private Limited	5951846	Objected
5	Peneon	25#	Trade marks Act, 1999	Fascinate Textiles Private Limited	3245244*	Registered
6	CHEEKOS	25#	Trade marks Act, 1999	Fascinate Textiles Private Limited	1780296*	Registered
7	KIDS CLOTHING C2B2 Chitti Chitti Bang Bang!!	25#	Trade marks Act, 1999	Fascinate Textiles Limited	7060900**	Formalities Check Pass.

*Assignment from Mr. Anil Singh Nahar vide deed of Assignment dated 15th November, 2021.

** Assignment from Mr. Vishal Nahar vide deed of Assignment dated 25th June, 2025.

#***Class 25:*** *Manufacturing, marketing, and trading of goods falling under Class 25 of the Trade Marks Act, 1999, namely clothing, footwear, and headgear, including but not limited to kids' garments, men's garments, and women's garments The Applicant seeks registration of the proposed trademark under Sections 2(1)(zg) and 18 of the Trade Marks Act, 1999, to secure statutory protection and to distinguish its goods from those of other manufacturers or traders in the same or allied trade.*

IX. The Details of Domain Registered by Our Company are:

The details of domain registration by our Company is as under: -

Sl. No.	Domain Name and ID	Sponsoring Registrar	Creation Date	Registration Expiry Date
1.	Domain Name: FASCINATETEXTILE.COM Domain ID: 2702752186_DOMAIN_COM-VRSN	gooddomainregistry.com	10/06/2022 Updated on: 10/09/2025	10/06/2026

X. APPLICATIONS MADE WHICH ARE PENDING FOR APPROVAL

The details of applications made which are pending for approval-

I. Factory License

Manufacturing Unit I- (3/A, Kutul Sahi Road, Barasat, North 24 Parganas, Barasat – I, 700124, West Bengal, India***)***

Application for approval of Renewal has been made vide reference number AP2025005959 dated 02/07/2025 to Labour Department, Govt. of West Bengal.

XI. THERE ARE NO LICENSES/APPROVALS WHICH WERE REQUIRED AND ARE YET TO BE APPLIED BY COMPANY.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. The Fresh Offer and Offer for Sale of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on 19th August, 2025 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 Selling Shareholders have confirmed and approved their participation in the Offer for Sale in relation to their respective portion of the Offered Shares vide their consent letter dated 16th September, 2025.

Each of the Selling Shareholder has, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sl. No.	Name of Selling Shareholder	Date of Consent Letter	Maximum Number of Offered Shares
1.	Mrs. Neetu Nahar	16th September, 2025	8,36,000

3. Our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on 19th August, 2025

4. The Fresh Issue and Offer for Sale of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by the shareholders by special resolution at the Extra – Ordinary General Meeting held on 10th September, 2025 under section 62 (1)(c) and other applicable provisions of the Companies Act 2013.

5. The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on 22nd September, 2025.

6. Our Company has received in-principal approval from NSE vide their letter [●] dated [●] to use the name of NSE in this Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus for listing of the Equity Shares on SME Platform of NSE ("NSE EMERGE"). NSE is the Designated Stock Exchange for the purpose of this Issue with which the Basis of Allotment will be finalized.

Confirmation:

- Our Company, our Promoters, members of our Promoter Group, our directors and person(s) in control of the Promoter or our Company are not prohibited from accessing or operating in 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.

- Each of the Selling Shareholders, severally and not jointly, is not 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 and the members of our Promoter Group and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended to the extent applicable, as on the date of this Draft Red Herring Prospectus

- 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 in the five years preceding the date of this Draft Red Herring Prospectus

- 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 Promoters or the person(s) in control of our Company have been identified as a willful 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 Chapter titled, "Outstanding Litigations and Material Developments" beginning on page no. 309 of the Draft Red Herring Prospectus.

- Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Eligibility for the Offer

- 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, members of the promoter group or directors or selling shareholders are debarred from accessing the capital market by the SEBI
- Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the SEBI
- Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender
- Neither our Company, nor any of our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoter nor our directors, are Willful Defaulters or Fraudulent Borrowers.

- Our Company is eligible for the Initial Public Issue in accordance with the Regulation 229(2) 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 is more than 10 crores rupees and up to twenty-five crore rupees and satisfying track record and/or other eligibility conditions of **SME Platform of NSE ("NSE EMERGE").**

We further confirm that:

i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the total Issue Size. For details pertaining to underwriting, please refer to chapter titled **"General Information – Underwriting Agreement"** beginning on page 90 of the Draft Red Herring Prospectus.

ii. In accordance of the Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire bid amount will be unblocked forthwith. 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 director of the Company who is an officer in default shall, on and from expiry of fourth day, be jointly and severally liable to repay such bid amount, with interest at the rate of 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer of the Company who is in default shall be punishable with fine and/or imprisonment in such a case.

iii. In terms of Regulations 246 (5) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the Book Running Lead Manager submits a soft copy of the Prospectus along with Due Diligence Certificate including additional confirmations as required to the SEBI immediately upon filing the same with the Registrar of Companies and Stock Exchange. The SEBI however, in terms of Regulation 246(2), shall not issue observation on the Prospectus. Further, the Prospectus shall be displayed from the date of filing with the Registrar of Companies on the website of the SEBI, the Book Running Lead Manager to Issue and the NSE.

iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we have entered into an agreement dated [●], with the Book Running Lead Manager and the 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 NSE EMERGE. For further details of arrangement of market making please refer to the Chapter titled "General Information – Details of Market Making Arrangement for the Issue" beginning on page 91 of the Draft Red Herring Prospectus.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, we confirm that we have fulfilled eligibility criteria for NSE EMERGE, which are as under:

- **Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.**
  Our Company was incorporated in India as Private limited company on February 09, 2017, under the Companies Act, 2013.

- **Post Issue Paid Up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 2500.00 Lakhs.**

  The present paid-up capital of our Company is ₹ 1,030.33 Lacs comprising of 1,03,03,293 Equity Shares of ₹ 10/- each and we are proposing to issue upto 42,94,000 Equity Shares of ₹10/- each comprising of upto 34,58,000 Equity Shares as Fresh Issue and upto 8,36,000 Equity Shares as an Offer for Sale at an Offer Price of ₹ [●] per Equity Share including Share Premium of ₹ [●] per Equity Share, aggregating to ₹ [●]. Hence, post issue paid up capital of the company will be ₹ 1376.13 Lacs which is not more than ₹ 2,500.00 Lacs. Hence, our post issue paid up capital will be upto ₹ [●] Lacs which is not more than ₹ 2,500.00 Lacs.

- **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**

Our Company was originally incorporated as a Private Limited Company in the year 2017 in the name and style of "Fascinate Textiles Private Limited" under the provision of the Companies Act, 2013 vide certificate of incorporation dated February 10, 2017 issued by the Registrar of Companies, Kolkata, West Bengal. Later the status of our company was changed to a Public Limited Company by a special

resolution passed on April 25, 2025. A fresh Certificate of Incorporation consequent upon conversion of Company to public limited Company and consequent to change of name to "Fascinate Textiles Limited" was issued on May 20, 2025 by the Registrar of Companies, Central Processing Center. The Company's Corporate Identification Number is U17299WB2017PLC219383. The registered office of our Company is situated at 3/A, Kutul Sahi Road, Barasat, North 24 Parganas, West Bengal, India, 700124.

- **Net Worth: Positive Net Worth**

  Our Company satisfies the criteria of positive net worth, as mentioned hereunder based on Consolidated Restated Financial Statement.

(Rs. in Lakhs)

Particulars	F.Y. 2024-2025	F.Y. 2023-2024	F.Y. 2022 – 2023
Net Worth	1,044.54	445.43	272.76

- **Operating Profit (earnings before interest, depreciation and tax) from operations for at least any 2 (two) out of 3 (three) financial years:**

  Our Company is having operating profit, details are mentioned as below:

(Rs. in Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Profit Before Tax	808.32	63.54	47.40
Add: Depreciation	51.61	29.98	8.03
Add: Interest	141.20	74.97	37.13
Less: Other Income	2.95	1.57	0.84
Operating Profit (earnings before interest, depreciation, and tax) from operations	998.18	166.92	91.72

We are, therefore, in compliance with the criteria of having operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application, based on the Standalone Restated Financial Statement.

- **The company/entity should have positive Free Cash Flow to Equity (FCFE) for at least 2 out of 3 financials years preceding the application.**

Particulars	FY 24-2025	FY 23-2024	FY 22-2023
Cash Flow from Operation			
Cash Generating from Operating Activity	(331.78)	(351.93)	(26.21)
Less- Income Tax Paid	(25.74)	(10.41)	(5.71)
Total (A)	**(357.52)**	**(362.34)**	**(31.92)**
Less: Capital Expenditure (CAPEX)			
Purchase of Property, plant, and equipment (PPE) (Including CWIP)	354.34	280.71	250.67
Capital advance paid during the year	5.00	-	-
Sale Proceed from PPE (Including CWIP)	(312.75)	-	-
Total (B)	**46.58**	**280.71**	**250.67**
Add: Net Borrowings			
Net Proceed from Long Term Borrowings	146.72	216.72	(97.23)
Net Proceed from Short Term Borrowings	440.77	373.81	477.94
Total (C)	**587.49**	**590.53**	**380.71**
Less: Interest Expenses after Tax (I*(1-t))			
Interest Before Tax	141.20	74.97	37.13
Effective Rate of Tax (1-PAT/PBT)	28.11%	24.80%	24.73%
Tax on Interest {Interest*Tax}	39.69	18.60	9.18
Total (D)	**101.51**	**56.37**	**27.95**
Free Cash Flow to Equity (A-B+C-D)	**81.87**	**(108.89)**	**70.16**

***Effective Tax Rate calculated as shown below**

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Effective Tax Rate	28.11%	24.80%	24.73%
PAT (Rs. in lakhs)	581.11	47.78	35.68
PBT (Rs. in lakhs)	808.32	63.54	47.40

We are in compliance with the criteria of having positive Free Cash Flow to Equity (FCFE) for atleast 2 out of 3 financial years preceding the application, based on the Standalone Restated Financial Statement.

- **The application of the applicant money should not have been rejected by the Exchange in last 6 complete months**

We have never made application for in-principle approval for listing on any recognized stock exchange in India in the history of our Company and the said application is being made for the first time with National Stock Exchange of India Limited seeking in-principle approval for listing on NSE EMERGE.

- **Issuer seeking listing shall ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft Issue document filed with the Exchange being returned in the past 6 months from the date of application**

Our Company ensures that Book Running Lead Manager involved in the IPO have no instances of any of their IPO draft Issue document filed with the National Stock Exchange of India Limited being returned in the past 6 months from the date of application.

- Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR)
- No proceedings have been admitted under Insolvency and Bankruptcy Code against our Company
- Our Company has not received any winding up petition admitted by a NCLT/Court.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.
- Our Company has a functional website – www.fascinatetextile.com

Disclosure:

We further confirm that:

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of our Company.
- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies), during the past three years.
- There are no litigations record against our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies), except as disclosed in this Draft Red Herring Prospectus.
- There are no criminal cases filed against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences.

In terms of Regulation 230 (1) of the SEBI (ICDR) Regulations, 2018, our Company has ensured:

- The Draft Red Herring Prospectus has been filed with NSE and our Company will make an application to NSE for listing of its Equity Shares on the NSE EMERGE. NSE is the Designated Stock Exchange with which the Basis of Allotment will be finalized.
- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated February 19, 2025 and National Securities Depository Limited (NSDL) dated April 17,2025 for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares of our Company held by our Promoters are in dematerialized form.
- The entire fund requirements are to be financed from the Net Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised

through the Issue. For further details, please refer the Chapter titled **"Objects of the Issue"** on page 122 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230(2) of the SEBI ICDR Regulations, to the extent applicable.

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.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ICDR) REGULATIONS, 2018. 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 DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER AND THE SELLING SHAREHOLDERS DISCHARGES THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE / SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 26, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018. WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus and Prospectus, as applicable, with the Registrar of Companies, Kolkata in terms of Section 26, 32 And 33 of the Companies Act, 2013.

DISCLAIMER FROM OUR COMPANY, SELLING SHAREHOLDERS, DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors, the Selling Shareholders and the Book Running Lead Managers accept no responsibility for statements made in relation to the Company or the Issue other than those confirmed by itself or its Offered Shares in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.fascinatetextile.com would be doing so at his or her own risk.

Each of the Selling Shareholders, severally and not jointly, is providing information in this Draft red Herring Prospectus only in relation to themself as a selling shareholder and their respective portion of the Offered Shares, and each of the Selling Shareholders accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder and its respective portion of the Offered Shares in this Draft Red Herring Prospectus.

CAUTION

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Public Issue Agreement entered into between the Company, the Selling Shareholders and Book Running Lead Manager on 18th September, 2025 and the Underwriting Agreement dated [●], entered into between the Company, Selling Shareholders and Underwriters and the Market Making Agreement dated [●], entered into between the Company, Selling Shareholders, Book Running Lead Manager and Market Maker.

All information shall be made available by our Company, each of the Selling Shareholders (to the extent that the information pertains to themselves and their respective portion of the Offered Shares) and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

None among our Company or the Selling Shareholders is liable for any failure in (i) uploading the Bids due to faults in any software / hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, Selling Shareholders, 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 and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Selling Shareholders, 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

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to

invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), NBFCs or trusts under applicable trusts law and who are authorized under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, provident funds with minimum corpus of ₹2500.00 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹2500.00 Lakhs registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Kolkata, West Bengal only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with NSE for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any Issue or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders and their affiliates since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE DESIGNATED STOCK EXCHANGE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with Registrar of Companies, Kolkata.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Equity Shares are being offered and sold (i) outside the United States in 'offshore transactions' as defined and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur; and (ii) within the United States only to persons reasonably believed to be "Qualified Institutional Buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those 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 Issued or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Bidder, wherever required agrees that such Bidder 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 allotted through the Red Herring Prospectus and the Prospectus are proposed to be listed on NSE EMERGE. Applications will be made to the NSE for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Issue.

Our Company has obtained in-principle approval from NSE by way of its letter bearing Ref. No. [●] dated [●] for listing of equity shares on NSE EMERGE.

NSE 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 NSE EMERGE is not granted by NSE, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the NSE EMERGE are taken within three (3) Working Days from the Bid/Issue Closing Date or such period as may be prescribed by SEBI. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchanges within three (3) Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to interest on such refunds will be reimbursed by the Selling Shareholders in proportion to their respective Offered Shares.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present the requirement of 6 working days (T+6 days). 'T' being issue closing date. The provisions of this circular were applicable, on a voluntary basis for public issues opening on or after September 01, 2023 and on mandatory basis for public issues opening on or after December 01, 2023.

If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period in accordance with applicable law.

FILING

The Draft Red Herring Prospectus is being filed with the National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India on September 26, 2025

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

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations.

However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Issue Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Issue Document will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in immediately upon filing of the Red Herring Prospectus / Prospectus with Registrar of Companies.

After getting in-principal approval from NSE, a copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who –

a) Makes or abets making of an application in a fictious name to a company for acquiring, or subscribing for, its securities; or

b) Makes or abets making of multiple applications to a company in a different name 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 fictious name, shall be liable to action under Section 447 of the Companies Act, 2013.

The liability prescribed under Section 447 of the Companies Act, 2013 – Any person who is found to be guilty of fraud involving an amount of at least ten Lakhs rupees or one percent of turnover of the Company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one percent of the turnover of the Company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

Consents in writing of (a) Directors, Selling Shareholders, Promoters, Promoter Group, Company Secretary & Compliance Officer, Chief Financial Officer and Statutory Auditors; (b) Book Running Lead Manager to the Issue, Registrar to the Issue, Bankers to the Issue (Escrow Collection Bank, Public Issue Account Bank, Sponsor Bank and Refund Bank)(1), Legal Counsel to the Issue, Syndicate Members(1) Underwriters to the Issue(1) and Market Maker to the Issue(1) to act in their respective capacities, have been obtained as required under Sections 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus / Prospectus / for filing with the RoC.

(1) The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

EXPERT OPINION

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

Our Company has received written consent dated September 25, 2025 from M/s Jain Sonu & Associates, Chartered Accountants, Statutory Auditors holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "Expert" as defined under Section 2(38) of the Companies Act to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) Examination Report dated August 28, 2025 on our Restated Financial Statements; and (ii) their report dated September 18, 2025 on the statement of possible special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "Expert" shall not be construed to mean an "Expert" as defined under the U.S. Securities Act, 1933.

PARTICULARS REGARDING PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is the initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus

CAPITAL ISSUES DURING THE PRECEDING THREE YEARS BY OUR COMPANY

Except as disclosed in the Chapter titled **"Capital Structure – History of Paid – Up Equity Share Capital of our Company"** on page 99 of the Draft Red Herring Prospectus, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus

CAPITAL ISSUES DURING THE PREVIOUS THREE YEARS BY LISTED GROUP COMPANIES, SUBSIDIARIES OR ASSOCIATES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed group companies or listed subsidiaries or associates.

PARTCULARS REGARDING PUBLIC OR RIGHTS ISSUES BY OUR COMPANY DURING THE LAST FIVE YEARS AND PERFORMANCE VIS-À-VIS OBJECTS

Our company has not undertaken any public or rights issues (as defined under SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC / RIGHTS ISSUE OF THE LISTED SUBSIDIARIES/LISTED PROMOTERS OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries or any corporate promoter.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Redeemable Preference Shares or convertible instruments as on the date of filing this Draft Red Herring Prospectus.

OPTIONS TO SUBSCRIBE

Equity Shares being offered through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this being an Initial Public Issue of the Equity Shares of our Company in terms of the SEBI (ICDR) Regulations, the Equity Shares are not listed on any Stock exchanges as on the date of Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement dated September 18, 2025 entered into between the Company, The Selling Shareholders and the Registrar to the Issue provides for retention of records with the Registrar to the Issue for a period of at least eight (8) years from the date of listing and commencement of trading of the Equity Shares on the NSE, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances or such period as prescribed under applicable laws.

All Issue related grievances (other than of Anchor Investors) may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application form, address of the bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgement Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

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

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholders, the Book Running Lead Managers and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking.

For Issue related grievance, investors may contact Book Running Lead Manager, the details of which are given in Chapter titled **"General Information – Investor Grievances"** on page 82 of the Draft Red Herring Prospectus.

SEBI, by way of its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("March 2021 Circular") read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 ("**June 2021 Circular**") and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and any subsequent circulars, as applicable has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by the Designated Intermediaries/SCSBs and failure to unlock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Subsequently, SEBI vide its June 2021 Circular, modified the process timelines and extended the implementation timelines for certain measures introduced by March 2021 Circular.

As per the March 2021 Circular read with the June 2021 Circular and amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank(s) to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalization of the Basis of Allotment.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation Amount	Compensation Offered
Delayed unblock for cancelled / withdrawn / deleted applications	₹100/- per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the electronic bidding platform of the Stock Exchange till the date of actual unblock.
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative	From the date on which multiple amounts were blocked till the date of actual unblock.

	blocked amount except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock.
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. 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 Book Running Lead Managers, 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.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

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.

Our Company has obtained authentication on the SCORES in terms of the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES and will comply with the SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 (to the extent applicable) and SEBI Press Release PR No. 06/2024 dated April 01, 2024 and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Draft Red Herring Prospectus.

Pursuant to SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD/P/CIR/2023/145 dated July 31, 2023, SEBI has launched a common Online Dispute Resolution Portal "ODR Portal" to harness online conciliation and online arbitration for resolution of disputes between Investors and listed companies (including their registrar and share transfer agents). For more details, investors are requested to visit the website www.smartodr.in

The Company shall also obtain authentication on the SMARTODR Portal and comply with the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD/P/CIR/2023/145 dated July 31, 2023 to provide resolution of disputes through time bound online conciliation and/or online arbitration on SMARTODR Portal.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SCORES shall be ten (10) Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on August 14, 2025 comprising of Mrs. Anjali Lakhotia– Chairman, Mrs. Chetna Gupta– Member and Mr. Varun Shah– Member. For further details, please refer to the Chapter titled **"Our Management – Stakeholders Relationship Committee"** on page no. 235 of this Draft Red Herring Prospectus.

Our Company has appointed Mrs. Ritika Sharma as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Issue. The contact details for our Company Secretary & Compliance Officer are as follows:

Mrs. Ritika Sharma

Company Secretary & Compliance Officer

Fascinate Textiles Limited

3/A, Kutul Sahi Road, Barasat, North 24 Parganas, West Bengal, India, 700124

Contact No: +91 8240301827

Email ID: compliance@fascinatetextile.in

Website: **www.fascinatetextile.com**

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

STATUS OF INVESTOR COMPLAINTS

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending for resolution as on the date of filing of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters, as on the date of filing of this Draft Red Herring Prospectus.

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

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provision of the securities laws, as on the date of the Draft Red Herring Prospectus.

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

Statement on Price Information of past Issues handled by Affinity Global Capital Market Private Limited:

Sr. No.	Issue Name	Issue Size (Rs. in Lakhs)	Issue Price (In Rs.)	Listing Date	Opening Price on listing date (In Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] – 30th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark] – 90th calendar days from listing**	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar days from listing***
	Main Board							
-	-	-	-	-	-	-	-	-
	SME Board							
1	Auro Impex & Chemicals Limited	2,706.91	78/-	23-05-2023	78/-	(-9.10%) 2.77%	(-13.85%) 5.24%	(-13.59%) -10.89%
2	Jiwanram Sheoduttrai Industries Limited	1,707.06	23/-	18-09-2023	30/-	(-33.00%) (-1.60%)	(-45.50%) 6.57%	(-48.00%) 9.39%
3	Atmastco Limited	5,625.31	77/-	23-02-2024	91/-	53.13% (-0.52%)	172.31% 1.73%	180.99% 11.19%
4	Vdeal System Limited	1,807.68	112/-	03-09-2024	170/-	(-19.71%) (-0.12%)	(-16.15%) (-4.54%)	(-24.26%) (-12.48%)
5	Rama Telecom Limited	2,513.28	68/-	02-07-2025	72/-	(-2.69%) (-4.97%)	NA	NA
6	Pushpa Jewellers Limited	9865.00	147/-	07-07-2025	112/-	(-3.19%) (11.44%)	NA	NA
7	Galaxy Medicare Limited	2,231.28	54/-	17-09-2025	54/-	NA	NA	NA

Source: Price information www.nseindia.com

*30th calendar day has been taken as listing day plus 29 calendar days

**90th calendar days has been taken as listing day plus 89 calendar days

***180th calendar days has been taken as listing day plus 179 calendar days

Notes:

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.

2. in case where 30th, 90th and 180th days is holiday, closing price on BSE / NSE of the previous trading 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

5. "Closing Price" on the listing day of respective scrips is taken as "Base Price" for calculating % Change in Closing Price of the respective Issue on 30th / 90th / 180th Calendar days from listing.

6. "Closing Benchmark" on the listing day of the respective scrips is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th / 180th Calendar days from listing.

Summary statement of Disclosure:

Financial Year	*Total no. of IPOs*	*Total Funds Raised (₹ in Lakhs.)*	*Nos. of IPOs trading at discount – 30th calendar day from listing day*			*Nos. of IPOs trading at premium – 30th calendar day from listing day*			*Nos. of IPOs trading at discount -180th calendar day from listing day*			*Nos. of IPOs trading at premium – 180th 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 %*
Main Board														
2025-26	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2024-25	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2023-24	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2022-23	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
SME Board														
2025-26	3*	14,609.56	NA	NA	1	NA	NA	1	NA	NA	NA	NA	NA	NA

2024-25	1	1,807.68	NA	NA	1	NA	NA	NA	NA	NA	1	NA	NA	NA
2023-24	3	10,039.28	NA	1	1	1	NA	NA	NA	1	1	1	NA	NA
2022-23	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

**Latest issue handled is younger than 30 days.*

Notes:

1. Issue opening date is considered for calculation of total number of IPOs in the respective financial year
2. Source: Price information www.nseindia.com

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER AFFINITY GLOBAL CAPITAL MARKET PRIVATE LIMITED

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: www.affinityglobalcap.in

IPO TREND

SECTION VIII - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered pursuant to this Issue are and shall be subject to the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations, the SCRA, the SCRR, the SEBI Listing Regulations, the Memorandum of Association, the Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, the Application Form, the Revision Form, the Abridged Prospectus, Confirmation of Allocation Note (CAN),SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all the 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 Government of India, the Stock Exchange, the RBI, the ROC, the FIPB and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchange, theROC, the FIPB and/or any other authorities while granting their approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and Offer for Sale by Selling Shareholders.

Expenses associated with and in connection with the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in the Chapter titled **"Objects of the Offer – Offer Related Expenses"** on page 135 of this Draft Red Herring Prospectus.

Ranking of Equity Shares

The Equity Shares being issued and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to the section titled ***'Description of Equity Shares and Terms of the Articles of Association'*** beginning on page no. 402 of this Draft Red Herring Prospectus.

Authority for the Offer

The present Public Offer of 42,94,000 Equity Shares includes a fresh issue of 34,58,000 equity shares and an Offer for Sale by the Selling Shareholder of 8,36,000 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on Tuesday, 19th August 2025 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on Wednesday, 10th September 2025 in accordance with the provisions of Section 23(1)(c), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

The Offer for Sale has been authorized by the Selling Shareholder by their respective consent letters dated 16th September, 2025.

Sl. No.	Name of the Selling Shareholder	Type	Maximum Number of Equity Shares Offered
1	Neetu Nahar	Selling Shareholder	8,36,000

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Our Company shall pay dividends in cash and as per the provisions of Companies Act and our Articles of Association. Further Interim Dividend (if any) declared will be approved by the Board of Directors. For further details in relation to dividends, see Chapters titled ***"Dividend Policy"*** and ***"Description of Equity Shares and Terms of the Articles of Association"*** beginning on pages 254 and 402 respectively of this Draft Red Herring Prospectus.

Face Value and Offer Price per Share

The Equity Shares having Paid-up value of Rs. 10/- each are being offered in terms of the Draft Red Herring Prospectus at a Price Band of Rs. [●] per Equity Share ("Floor Price") and at the higher end of the Price Band at Rs. [●] per Equity Share ("Cap Price"). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company and the Selling shareholders in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Bengali Edition of [●] a regional newspaper (Bengali being the regional language of the state of West Bengal, wherein our Registered Office is situated) each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building process.

At any given point of time there shall be only one denomination of the Equity Shares, subject to applicable laws.

Compliance with disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from 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, the Equity Shareholders shall have the following rights:

a) Right to receive dividend, if declared;
b) Right to receive Annual Reports & notices to members;
c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
d) Right to vote on a poll either in person or by proxy and voting, in accordance with the provisions of the Companies Act,2013
e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
f) Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
g) Right of free transferability subject to applicable law, subject to applicable laws including any RBI rules

and regulations; and

h) Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, please refer to the section titled '***Main Provisions of the Articles of Association'*** beginning on page no. 402 of this Draft Red Herring Prospectus.

Allotment of securities only in Dematerialized Form

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations 2018, the trading of the Equity Shares shall only be in dematerialized form for all Bidders.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Offer:

1) Tripartite agreement dated April 17, 2025 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.

2) Tripartite agreement dated April 17, 2025 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.

Minimum Bid Value, Market Lot and Trading Lot

For Individual Individual Bidders: The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Bids, the Individual Bidders have to ensure that the Bid Price does not exceed ₹ 2,00,000.

For Other than Individual Bidders (Non-Institutional Applicants and QIBs): The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Bids after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Bid(s).
In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.
Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE EMERGE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with Regulation 267(2) of SEBI ICDR Regulations the minimum Bid size in terms of number of specified securities shall not be less than ₹2.00 Lakh per Bid.

Minimum Number of Allottees

In accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuantto this Offer and all the monies blocked by SCSBs shall be unblocked forthwith within two (2) working days of closure of Offer.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Kolkata, West Bengal.

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 offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall 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 read with the Companies (Share Capital and Debenture), Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest to the exclusion of all the other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself orto transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Bid/Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the Applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Option to receive equity shares in dematerialized form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

Withdrawal of the Offer

Our Company, the Promoter Selling Shareholders in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Fresh Offer, and the Promoter Selling Shareholders, severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their respective Offered Shares, at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

EVENTS	**INDICATIVE DATE**
Anchor Bid/Offer Opening Date	[●]
Bid/Offer Opening Date*	[●]
Bid/Offer Closing Date**^	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	on or about [●]
Initiation of Allotment/Refunds / Unblocking of Funds from ASBA Account orUPI ID linked bank account[(1)] (T+2)	on or about [●]
Credit of Equity Shares to demat accounts of Allottees (T+2)	on or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	on or about [●]

The above time table is indicative and does not constitute any obligation on our Company and the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE Emerge platform is taken

within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

- In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Draft Red Herring Prospectus with the Registrar of Companies.
- In terms of Regulation 266(3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Offer Period disclosed in the Draft Red Herring Prospectus, for a minimum period of three (3) working days, subject to the Offer Period not exceeding ten (10) working days.

** The Company and the selling Shareholder may, in consultation with the Book Running Lead Manager, considering the Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date*
*** Our Company and the Selling Shareholder may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one*
Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations
^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date

 # In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid- Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual and non- Individual Bidders. The time for applying for Individual Bidders on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account total number of applications received up to the closure of timings.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bid cum Application Forms (Other than Bids from Anchor Investors):

Bid/Offer Period (except the / Bid/Offer Closing Date):	
Submission and Revision of Bid cum Application Form	Only between 10:00 am and 5:00 pm [Indian Standard Time ("IST")]
Bid/Offer Closing Date	
Submission and Revision of Bid cum Application Form*	Only between 10:00 am and 3:00 pm IST

**UPI mandate end time and date shall be at 5.00 P.M. on the Bid/Offer Closing Date.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

1. Until 4.00 p.m. IST in case of bids by QIBs and Non – Institutional Investors; and
2. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Individual Investors.

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Investor who applies for minimum application size after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BOOK RUNNING LEAD MANAGER and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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. Individual Investor who applies for minimum application size can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Investor who applies for minimum application size, in this Offer will be on a proportionate basis.

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the Paid-up value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding a total of 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BOOK RUNNING LEAD MANAGER, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BOOK RUNNING LEAD MANAGER and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Bid/Offer is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on Bid cum application is not received within a period of 30 days from the date of Draft Red Herring Prospectus, the bid cum application money has to be returned within such period as may be prescribed.

If our Company does not receive the 100% subscription of the Bid/Offer through the Bid/Offer Document including devolvement of Underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of Bids, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Bid/Offered under the Draft Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, the Bid/Offer shall be hundred percent underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***"General Information Underwriting Agreement"*** on page 90 of this Draft Red Herring Prospectus.

In accordance with SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

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.

Thus, the underwriting obligations shall be for the entire hundred percent of the Bid/Offer through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the

minimum Bid size shall not be less than ₹ 2,00,000 (Rupees Two Lakh) per bid.

Migration to Main Board

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018, and NSE/SME/47077 dated January 21, 2021. NSE has further reviewed and revised the migration policy effective from April 20, 2023, from NSE Emerge to NSE Main Board as follows:

1. The paid-up equity capital of the company shall not be less than ₹10 crores and the capitalization of the company's equity shall not be less than ₹25 crores**

   *** Explanation for this purpose, capitalization will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post Offer number of equity shares*

2. The company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.

3. The company should have been listed on SME platform of the Exchange for at least 3 years.

4. The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.

5. The company has not received any winding up petition admitted by a NCLT.

6. The net worth of the company should be at least ₹50 crores.

7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.

8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:

a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.

b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.

c) Redressal mechanism of Investor grievance.

d) PAN and DIN no. of Director(s) of the Company.

e) Change in Control of a Company/Utilization of funds raised from public.

Market Making

The Equity Shares Bid/Offered through this Bid/Offer are proposed to be listed on the EMERGE Platform

of NSE, wherein the Book Running Lead Manager to the Bid/Offer shall ensure compulsory market making through the registered Market Maker of the EMERGE Platform of NSE for a minimum period of three (3) years or such other time as may be prescribed by the Stock Exchange, from the date of listing of shares Bid/Offered through this Draft Red Herring Prospectus on the EMERGE Platform of NSE. For further details of the agreement entered into between the Company, the Book Running LeadManager and the Market Maker, please refer to Chapter titled '***General Information – Market Making'*** on page no. 91 of this Draft Red Herring Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Offer size in the following manner:

Offer Size	**Buy quote exemption threshold (including mandatory initial inventory of 5% of offer size)**	**Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of offer size)**
Up to ₹[●] Crore	[●]%	[●]%

Further, the Market Maker shall give (2) Two ways quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the 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 minimumcontract size allowed for trading on the EMERGE platform of NSE.

Bids by Eligible NRIs, FPIs, QFIs, AIFs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs, QFIs, AIFs or VCFs registered with SEBI. Such Eligible NRIs, FPIs, QFIs, AIFs or VCFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

New Financial Instruments

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments, or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Offer. Further, our Company is not issuing any new financial instruments through this Offer.

As per the extant policy of the Government of India, OCBs cannot participate in this Bid/Offer

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of

subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals

Restrictions, if any, on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-issue Equity Shares of our Company and Promoters' minimum contribution in the Bid/Offer as detailed in the Chapter titled '***Capital Structure – 'Details of Promoters' Contribution locked in for three years'*** and ***'Details of Promoters' holding in excess of Promoters' Contribution locked-in for one year'*** on page 111 and 111 of this Daft Red Herring Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled ***'Description of Equity Shares and Terms of the Articles of Association'*** beginning on page no. 402 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper, [●] and (iii) Regional Newspaper, [●] each with wide circulation. In the pre-offer advertisement, we shall state the Bid/offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations

OFFER STRUCTURE

The Offer is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, since our post-issue paid up capital is more than Ten Crore Rupees but less than twenty-five crore rupees. The Company shall offer Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (SME) Exchange platform of NSE ("NSE EMERGE"). For further details regarding the salient features and terms of this Offer, please refer to the Chapters titled **'*Terms of the Offer*' and '*Offer Procedure*'** beginning on page no. 339 and 356 respectively, of this Draft Red Herring Prospectus.

Offer Structure:

Initial Public Offer of upto 42,94,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), (the "Offer Price") aggregating up to ₹ [●] Lakhs consisting of a Fresh Offer of upto 34,58,000 Equity Shares aggregating up to ₹ [●] Lakhs by our Company and an Offer for Sale of 8,36,000 Equity Shares aggregating upto ₹ [●] Lakhs by the Selling Shareholders. The Offer comprises a reservation of upto [●] Equity Shares of ₹ 10/- each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Offer to Public of upto [●] Equity Shares of ₹ 10 each ("the Net Offer"). The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post issue paid up equity share capital of the Company. The Offer is being made through the Book Building Process:

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 252 of the SEBI ICDR Regulations:

Particulars of the Offer[(2)]	Market Maker Reservation Portion	QIB's [(1)]	Non-Institutional Bidders	Individual Investors
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Offer Size available for allocation	[●] % of the Offer Size	Not more than 50% of the Net Offer	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer
Basis of Allotment / of Allotment if respective category is over subscribed [(3)]	Firm Allotment	Proportionate as follows: a) Upto [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Upto [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with	Allotment to each Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Iindividuall Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see "Offer Procedure"

		Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "Offer Procedure" beginning on page [●] of this Draft Red Herring Prospectus.	beginning on page [●] of this Draft Red Herring Prospectus.
Particulars of the Offer	**Market Maker Reservation Portion**	**QIB's**	**Non-Institutional Bidders**	**Individual Investors**
Mode of Bid	Compulsorily in dematerialized form.			
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	**[●]** Equity Shares; However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	**[●]** Equity Shares and in multiples thereof	**[●]** Equity Shares and in multiples thereof	**[●]** Equity Shares and in multiples thereof

Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA Process	Through ASBA Process via Banks or by using UPI ID for payment
Terms of payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4]			
Bid Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter.			

***** *Assuming full subscription in the Offer*
This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

[1] Our Company and selling shareholders may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

[2] In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post Offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253(1) of the SEBI (ICDR) Regulations.

[3] Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in the Non – Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.

[4] Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum Application Forms provided that any positive difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under chapter titled ***"Offer Procedure - Bids by FPIs"*** on page 374 of the Draft Red Herring Prospectus and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint

names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

Bidders will be required to confirm and will be deemed to have represented to our Company, Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, our Company and Selling Shareholder, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Offer and the Selling Shareholder, in whole or in part thereof, to the extent of their portion of the Offered Shares at any time before the Offer Opening Date without assigning any reason thereof.

In case, the Company and the Selling Shareholder wishes to withdraw the Offer at any time after Bid/ Offer Opening Date but before allotment of the Equity Shares, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and in Bengali edition of [●] (a widely circulated [●] daily newspaper, Bengali being the regional language of West Bengal where our Registered Office is situated).

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. If our Company and the Selling Shareholders withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus and Prospectus with the RoC.

Bid / Offer Programme:

EVENT	INDICATIVE DATE
Anchor Bid/Offer Opening Date	[●]
Bid/Offer Opening Date *	[●]
Bid/Offer Closing Date **^	[●]
Finalization of Basis of Allotment with Designated Stock Exchange (T+1)	On or about [●]
Initiation of Refunds/ Unblocking of ASBA Accounts or UPI linked bank account (T+2)	On or about [●]
Credit of Equity Shares to demat accounts of the Allottees (T+2)	On or about [●]
Commencement of trading of the Equity Shares on Designated Stock Exchange (T+3)	On or about [●]

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 EMERGE Platform of NSE are taken within 3 (three) working days of the Offer Closing Date, the time table may change due to various factors such as extension of the Offer Period by the Company or any delay in receiving final listing and trading approval from the Designated Stoc Exchange. The Commencement of the trading of Equity shares will be entirely at the discretion of the Designated Stock Exchange in

accordance with the Applicable Laws.

** The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date*
***Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations*
^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date

 # In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of
₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, , SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds..

Bids and any revisions to the same will be accepted only between 10:00 a.m. and 5:00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centers mentioned in the Bid cum Application Form except that on the Bid/Offer Closing Date bids will be accepted only between 10.00 a.m. and 3:00 (Indian Standard Time).

Standardization of cut-off time for uploading of bids on the Bid/Offer Closing Date:

a) A standard cut-off time of 3:00 p.m. for acceptance of bids.
b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than Individual Applicants.
c) A standard cut-off time of 5:00 P.M. for uploading of bids received from only Individual Applicants, which may be extended up to such time as deemed fit by the National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the National Stock Exchange of India Limited 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 bid cum application form of that Bidder may be taken as the final data for the purpose of Allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

IPO TREND

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular no. CIR/CFD/DIL/12/2013 dated October 23,2013 notified by SEBI and updated pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 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, 2013, the Companies Act, 1956, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange, the Company and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the offer.*

*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 **CAN** (Confirmation of Allocation Note) and allotment advice in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications and electronic registration of bids; and (xiii) interest in case of delay in allotment or refund.*

*The 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. UPI has been introduced in a phased manner as a payment mechanism with ASBA for applications by Individual Investors who applies for minimum application size through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹ 2.00 lakhs to ₹5.00 lakhs for all the individual investors applying in public issues.*

*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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was continued for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the Covid-19, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.*

The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 introduced certain additional measures for streamlining the process of initial public offers

and redressing investor grievances, which came into force with effect from May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI (ICDR) Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.

The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Promoter Selling Shareholders and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not

exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, the Promoter Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Offer.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

Process for generating list of allotees: -

- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts. System reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these application s will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications. On the basis of the above, the RTA will work out the allotees, partial allotees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Phased implementation of Unified Payments Inter face

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars; , the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public Offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement 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 is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Bidder 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 closer to listing continued to be Six Working days. For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and will be replaced by the UPI mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public Offer closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Streamlining Circulars, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

The processing fees for bids made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application and such application shall be made only after (i) unblocking of application amounts in the bank accounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

All SCSBs offering facility of making application in public issues shall also provide facility to make

application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.
Individual investors bidding under the Non-Institutional Portion bidding for more than ₹2.00 lakhs and up to ₹5.00 lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 ("UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.
All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Company has appointed certain of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 229(2) and 252 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 253(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and selling shareholders, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (i) one-third of the such portion shall be reserved for Bidders with an application size of more than ₹2,00,000 and up to ₹10,00,000 , and (ii) two-third of the such portion shall be reserved for Bidders with

application size of more than ₹10,00,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders, and not less than 35% of the Net Offer shall be available for allocation to Individual Investor who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Selling Shareholders in consultation with the BRLM, and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion would not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders using UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, in compliance with applicable laws.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres and at Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the NSE (www.nseindia.com), the Registered Brokers,the RTAs and the CDPs at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of with the BRLMs.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. The individual bidders can additionally Bid through the UPI Mechanism. Individual bidders bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. Individual Investors Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI ASBA Bidders (other than Individual Investor who applies for minimum application size using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

ASBA Bidders (other than I*ndividual* Investor who applies for minimum application size using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected-and must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021 and CBDT Circular No.7 of 2022 dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent applicable circular issued thereto.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid

Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	**Colour***
Anchor Investor	White
Resident Indians including resident QIBs, Non-Institutional Bidders, Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FPI's , FVCIs, etc. applying on a repatriation basis	Blue

**Excluding Electronic Bid cum Application Form*
Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com)
(2) Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked.

For ASBA Forms (other than UPI Bidders using UPI Mechanism), the Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s)and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a ASBA bank account and shall not submit it to any non-SCSB Bank or Escrow Collection Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

Bidders shall only use the specified Bid Cum Application Form for making a Bid in terms of the Red Herring Prospectus. The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

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 exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Pursuant to NSE circular dated August 3, 2022, with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5 pm on the initial public offer closure day;

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no:

SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Bidders shall only use the specified Bid cum Application Form for the purpose of making a Bid in terms of this Draft Red Herring Prospectus and Red Herring Prospectus.

The Bid cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Applicants wish to apply for. Bid cum Application Forms downloaded and printed from the websitesof the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI liked Bank Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this *Issue*, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)

3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Applicants are required to submit their applications, either in physical or electronic mode, during the Offer Period only through Designated Intermediaries

Individual Investor who applies for minimum application size submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The Offer Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding ten (10) Working Days.

During the Offer Period, Bidders who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Bidders cannot apply through another Bid cum Application Form after an application through a Bid cum Application Form has been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic application platform or at any point prior to the allocation or Allotment of Equity Shares in this Offer.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic application 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).

The Designated Intermediaries will enter each application into the electronic application platform and generate a TRS for the Application and give the same to the applicant.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For Applications submitted by investors to intermediaries other	After accepting the Bid Cum Application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.

than SCSBs with use of UPI for payment	Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: ―Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
d) Mutual Funds registered with SEBI;
e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
k) Foreign Venture Capital Investors registered with the SEBI;
l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any

other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
r) Multilateral and bilateral development financial institution;
s) Eligible QFIs;
t) Insurance funds set up and managed by army, navy or air force of the Union of India;
u) Insurance funds set up and managed by the Department of Posts, India;
v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Bids not to be made by:

1) Minors (except through their Guardians)
2) Partnership firms or their nominations
3) Foreign Nationals (except NRIs)
4) Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members

The Book Running Lead Managers and the Syndicate Member shall not be allowed to subscribe to or purchase Equity Shares in this Offer, in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Member may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "*person related to the Promoter or Promoter Group*":

i. rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
ii. veto rights; or
iii. right to appoint any nominee director on the Board.

Except to the extent of participation in the Offer for Sale by the Promoter Selling Shareholder, the Promoter and Promoter Group will not participate in the Offer.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. **For Individual Investor who applies for minimum application size**

The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Bid Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Bids, Individual Investor who applies for minimum application size have to ensure that the Bid Price does not exceed ₹ 2,00,000.

2. **For Other than Individual Investor who applies for minimum application size (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [•] Equity Shares thereafter. A Bid cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Bids after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Bid(s).

In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and Bengali edition of regional newspaper [•] where the registered office of our company is situated, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed Ten Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding Ten Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [•], all editions of Hindi national newspaper [•] and all edition of [•] Bengali regional daily newspaper (Bengali being the regional language of West Bengal) where the registered office of our company is situated, and also by indicating the change on the websites of the Book Running Lead Manager.

b) During the Bid/ Offer Period, Individual Investor who applies for minimum application size, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Draft Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in **"Offer Procedure - Payment into Escrow Account for Anchor Investors"** in the section **"Offer Procedure"** beginning on page 380 of this Draft Red herring Prospectus/ Red herring Prospectus/Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection

of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Investor who applies for minimum application size may bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Individual Investor who applies for minimum application size, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Investor who applies for minimum application size shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non- Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other

persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Option to Subscribe in the Offer

a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1) Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2) Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3) Copies of the Bid cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid cum Application Forms will also be available on the websites of the Stock Exchange.
4) Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid cum Application Form can obtain the same from our Registered Office.
5) Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6) Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7) The Bid cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investor who applies for minimum application size has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8) Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

10) The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

- where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors
- where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
- where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject toa minimum Allotment of 100.00 Lakhs per Anchor Investor Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.

6. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
7. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
8. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
9. 50% of the Equity Shares allotted to Anchor Investors in the Anchor Investor Portion shall be locked in 364 for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity

Shares allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

10. Neither the BRLM or any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLM) nor any "person related to the Promoter or Promoter Group" shall apply in the Offer under the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

Participation by Promoters, Promoter Group, the BRLMs and the Syndicate Members and associates and/or affiliates of and/or persons related to Promoter/Promoter Group/the Book Running Lead Managers

The BRLMs and the Syndicate Members shall not be allowed to purchase/subscribe to the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares bearing face value of ₹10 each in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

a) **mutual funds sponsored by entities which are associates of the BRLMs;**
b) **insurance companies promoted by entities which are associates of the BRLMs;**
c) **AIFs sponsored by the entities which are associate of the BRLMs; or**
d) **FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs; or**
e) **Pension funds sponsored by entities which are associates of the BRLMs.**

Further, the Promoters, and the members of the Promoter Group shall not participate by applying for Equity Shares bearing face value of ₹10 each in the Offer. Further, persons related to the Promoter(s) and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoters or Promoter Group of our Company:

i. **rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;**
ii. **veto rights; or**
iii. **right to appoint any nominee director on our Board.**

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

a. **either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or**
b. **either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or**
c. **there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.**

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For details of restrictions on investment by NRIs, see **"Restrictions on Foreign Ownership of Indian Securities"** beginning on page 400 of this Draft Red Herring Prospectus.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

BIDS BY ELEGIBLE FPI INCLUDING FIIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re- classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer

are advised to use the Bid cum Application Form for Non-Residents ([●] in color).
In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("MIM Structure"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs, and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and
(vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.
Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:
(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the offer shall be subject to the FEMA Rules
Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilizing the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "FPI Group") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs 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, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.
Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the offer shall be subject to the FEMA Rules.
All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

BIDS BY HUFS

Bids by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

With respect to Bid by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company, in consultation with BRLM reserves the right to reject any application without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

As per the current regulations, the following restrictions are applicable for investments by mutual funds. No mutual fund scheme shall invest more than 10.00% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10.00% of any Company's paid-up share capital carrying voting rights.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Bids has been made. The Bids made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI - certified copies of the (i)certificate of registration issued by the RBI, (ii) a certified copy of its last audited financial statements on a standalone basis and a net worth certificates from its statutory auditor(s) and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important Non- Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time. The investment limit for Systematically Important NBFC's shall be prescribed by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserves the right to reject any bid without assigning any reason thereof, subject to applicable law. Limited liability, partnerships can participate in the Offer only through the ASBA process.

BIDS BY BANKING COMPANIES:

In case of Bids 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 Bid cum Application Form. Failing this, our Company, and the Promoter Selling Shareholders in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or

10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. 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 time-bound action plan for disposal of such shares within a specified period to the RBI.

A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid- up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) 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, as amended.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, which are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company's subscribed capital (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;
2. 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
3. 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 (1), (2) and (3) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,50,000 crore or more or the above limit of 10% shall stand substituted as 12% of outstanding equity shares (face value) for insurers with investment assets of ₹50,000 crore or more but less than ₹2,50,000 crore.*

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of
₹2,500.00 lakhs (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 Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.VCF

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached along with the Bid cum Application Form. Failing this, the Company in consultation with the BRLM, reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.
In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing banks holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less.

BIDS BY SCSBs:

SCSBs participating in the Offer are required to comply with the terms of the SEBI circular bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

<u>Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders</u>

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment Mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Bid Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Bid Amount. However, Non- Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Bid Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Bid by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investor who applies for minimum application size applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Anchor Investors Escrow Account

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list

of
Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for
payment into the Escrow Account should be drawn in favour of:

a. In case of Resident Anchor Investors: - "Fascinate Textiles Limited IPO – Anchor Account- R"
b. In case of Non-Resident Anchor Investors: - "Fascinate Textiles Limited IPO – Anchor Account- NR"

Bidders/Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   a) the applications accepted by them,
   b) the applications uploaded by them,
   c) the applications accepted but not uploaded by them or
   d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
   (i) The applications accepted by any Designated Intermediaries
   (ii) The applications uploaded by any Designated Intermediaries or
   (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will issue an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of fund

Sl. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category

6.	PAN
7.	DPID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
   - Name of the Bidder;
   - IPO Name:
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non- Individual Bidders and Individual Investor who applies for minimum application size, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead 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 Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 P.M. on the next working day after the Bid/ Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then

such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Participation by Promoters, Promoter Group, the Book Running Lead Manager, The Syndicate Members And Persons Related To Promoters/Promoter Group/The Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

i. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;

ii. insurance companies promoted by entities which are associate of the Book Running Lead Manager;

iii. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or

iv. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

v. Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if:

vi. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

vii. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

viii. there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Except to the extent of participation in the Offer for Sale by the Promoter Selling Shareholders, the Promoter Group will not participate in the Offer.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock

Exchange may be made available at the Bidding centers during the Bid/ Offer Period.

Withdrawal of Bids

a) I*ndividual* Investor who applies for minimum application size can withdraw their Bids until Bid/ Offer Closing Date. In case a I*ndividual* Investor who applies for minimum application size wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price including the Anchor Investor Offer Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.

e) In case if the I*ndividual* Investor who applies for minimum application size category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and Selling Shareholders and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process:

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%

1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Signing of Underwriting Agreement and Registering of Draft Red Herring Prospectus/ Red Herring Prospectus with ROC

(a) Our company has entered into an Underwriting Agreement dated [●]
(b) A copy of Draft Red Herring Prospectus / Red Herring Prospectus will be registered with the ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see **"Terms of the Offer"** on page 385 of the Draft Red Herring Prospectus.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in (i) all editions of [●] English National daily Newspaper; and (ii)all editions of [●] Hindi National daily Newspaper and (iii) all editions of [●] Bengali regional daily newspaper(Bengali being the regional language of West Bengal) where Our Registered office is located) each with wide circulation.

In the pre- Offer advertisement, we shall state the Bid Opening Date and the Bid Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Signing of the Underwriting Agreement and the RoC Filing

a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price but prior to the filing of Prospectus dated [●]
b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Allotment Advertisement

Our Company, Selling Shareholders, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●] an English national daily newspaper, [●] and all editions of Hindi national daily newspaper and all editions of [●] Bengali regional daily newspaper (Bengali being the regional language of West Bengal where our Registered Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stoc Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- No further issue of the Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, undersubscription, etc
- Promoter's contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees.
- that if the Issue is withdrawn after the Bid/Issue Closing Date, our Company shall be required to file an Issue Document with SEBI, in the event a decision is taken to proceed with the Issue subsequently.that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
- It shall not issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Issue, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Issue.

GENERAL INSTRUCTIONS:

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders using UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
8. If you are and ASBA Bidder and the first applicant is not the ASBA account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
9. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms;
10. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
12. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in

"active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of power of attorney, are submitted;
20. Ensure that Bids submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
21. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
23. In case of QIBs and NII bidders, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Offer Closing Date;
25. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
26. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
27. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM. Bids by Eligible NRIs for a Bid Amount of less than ₹ 2,00,000/- would be considered under the Category OF I*ndividual* Investor who applies for minimum application size for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non- Institutional Category for allocation in the Offer.
28. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021and CBDT Circular No. 7 of 2022 dated March 30, 2022 read with press release dated March 28, 2023.
29. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not an UPI Bidder;
3. Do not Bid/revise the Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by I*ndividual* Investor who applies for minimum application size);
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Bank or at location other than the Bidding Centre's or to any unauthorized Designated Intermediary;
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. I*ndividual* Investor who applies for minimum application size can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
12. Do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
13. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary; If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;
14. Do not Bid for Equity Shares in excess of what is specified for each category;
15. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000/-;
16. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;
17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
19. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of this Draft Red Herring Prospectus;
22. Do not submit the General Index Register (GIR) number instead of the PAN;
23. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
24. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
25. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
26. Anchor Investors should not bid through the ASBA process;
27. Anchor Investors should submit Anchor Investor Application Form only to the BRLM;
28. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
29. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
30. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
31. Do not Bid if you are an OCB.
32. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not

complied with.

OTHER INSTRUCTIONS FOR THE BIDDERS

Joint Bids in the case of Individuals

In the case of Joint Bids, the Bids should be made in the name of the Bidders 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 Bidders would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre- Offer or post Offer related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

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 Bidders should inform their respective DP.

Submission of Bids

(a) During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
(b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
(c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

GROUNDS OF TECHNICAL REJECTIONS:

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, the bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form
- Bids submitted on a plain paper
- Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI

- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary
- Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- Bids submitted without the signature of the First Bidder or sole Bidder
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- GIR number furnished instead of PAN;
- Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000/-;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- Bids accompanied by stock invest, money order, postal order or cash;
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange; and
- Applications by OCBs

Further, in case of any pre- offer or post offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see **"General Information"** beginning on page 91 of this Draft Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of Entities Responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Stock Exchange, along with the Book Running Lead Manager 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.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any

other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than I*ndividual* Investor who applies for minimum application siz and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No I*ndividual* Investor who applies for minimum application size will be Allotted less than the minimum Bid Lot subject to availability of shares in I*ndividual* Investor who applies for minimum application size Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

1) <u>For Individual Investor who applies for minimum application size</u>

Bids received from the Individual Investor who applies for minimum application size at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investor who applies for minimum application size will be made at the Offer Price.

The Net Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Investor who applies for minimum application size who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Investor who applies for minimum application size to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

2) <u>For Non-Institutional Bidders</u>

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Net Offer size less Allotment to QIBs and I*ndividual* Investor who applies for minimum application size shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non- Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

3) <u>For QIBs</u>

For the Basis of Allotment to Anchor Investors, Bidders may refer to the SEBI ICDR Regulations or Draft Red Herring Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●] %of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●] %of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●] %of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] %of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

"Individual Investor who applies for minimum application size" 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 NSE.
The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running 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.

4) Allotment To Anchor Investor

a. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every

additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c. In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay- in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d. In the event of Offer Price being lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

5) Basis of Allotment for QIBs (other Than Anchor Investors) and NIIs in case of over subscribed offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted [●] equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

"Individual Investor who applies for minimum application size" 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 NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

   The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e., www.nseindia.com . With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites

of NSE i.e., www.nseindia.com.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Share.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 1(one) working day and 3(three) working days

of the Offer Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Offer Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

RIGHT TO REJECT APPLICATIONS

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Investor who applies for minimum application size who applied, the Company has a right to reject Applications based on technical grounds.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- Adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law failing which our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- No further issue of the Equity Shares shall be made until the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;
- Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees.
- Our Company in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed.
- That if our Company in consultation with BRLM withdraws the Offer after the Bid/Offer Closing Date, and thereafter determines that our Company shall be required to file a fresh Offer Document with SEBI, in the event a decision is taken to proceed with the Offer subsequently.
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
- It shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer.

UNDERTAKINGS BY THE SELLING SHAREHOLDERS

The Selling Shareholder specifically undertakes in respect of itself as a 'selling shareholder' and its portion of the Equity Shares offered by it in the Offer for Sale that:

- It is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;
- The Offered Shares, other than equity shares received through bonus issue have been held by it for a period of at least one year prior to the date of filing of the Red Herring Prospectus with SEBI;
- The Equity Shares offered for sale by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- It shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- The Equity Shares being offered for sale by the Selling Shareholder pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialised form at the time of transfer;
- It shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
- That it shall provide such reasonable assistance to our Company and the BRLM in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;
- That it shall extend all necessary support, documentation and cooperation, as required under applicable

laws or requested by to the company and/ or BRLM, to the extent of their respective Offered Shares;

- It shall provide such reasonable cooperation to our Company in relation to the Equity Shares offered by it in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and
- It shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company and Selling Shareholders in consultation with the BRLM, in accordance with applicable law.

UTILIZATION OF OFFER PROCEEDS

The Board of Directors of our Company certifies that:

1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2) Details of all monies utilized out of the proceeds of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Offer, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested;
4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer;
5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer will be attended expeditiously and satisfactorily;

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

The Allotment of the Equity Shares in the Offer shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode) and to enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Tripartite Agreement dated April 17,2025 between NSDL, the Company and the Registrar to the Offer;
b) Tripartite Agreement dated April 17,2025 between CDSL, the Company and the Registrar to the Offer;

The Company's equity shares bear an ISIN No. INE1Q2D01019.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on Foreign Direct Investments **(FDI**) through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("**DPIIT"**), issued the Consolidated FDI Policy Circular of 2020 ("Consolidated FDI Policy"), which, with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT, which were in force and effect prior to October 15, 2020. The Consolidated FDI Policy will be valid and remain in force until superseded in totality or in part thereof and shall be subject to FEMA Non-Debt Instruments Rules. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

As per the Consolidated FDI Policy, FDI in companies engaged in electronics hardware manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route. However, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident
shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, please see chapter titled ***"Offer Procedure – Application by Eligible NRIs"*** and ***"Offer Procedure – Application by FPIs"*** on page 374 and 374 respectively of the Draft Red Herring Prospectus.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see chapter ***"Offer Procedure – Who can apply?"*** beginning on page 366 of the Draft Red Herring Prospectus.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, notified the FEMA NDI Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of, and in accordance with the FEMA NDI Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (Restricted Investors), will require prior approval of the Government, as prescribed in the

Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Nondebt Instruments) (Fourth Amendment) Rules, 2020 which came into effect on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

In terms of the FEMA NDI Rules and Consolidated FDI Policy, a person resident outside India may make investments into India, subject to certain terms and conditions. For further details, see chapter titled ***"Offer Procedure"*** beginning on page 356 of the Draft Red Herring Prospectus. Each Bidder should seek independent legal advice about its ability to participate in the Bid/Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be 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 U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, such Equity Shares are only being issued and sold (i) outside the United States in 'offshore transactions' in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur; and (ii) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act. 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 Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under the laws and regulations.

SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
FASCINATE TEXTILES LIMITED
(Incorporated under the Companies Act, 2013)

Formerly known as
FASCINATE TEXTILES PRIVATE LIMITED

IPO TREND

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FASCINATE TEXTILES LIMITED
(Incorporated under the Companies Act, 2013)

Formerly known as
FASCINATE TEXTILES PRIVATE LIMITED

IPO TREND

* the Articles of Association of the Company are being altered to bring it in line with the provisions of the Companies Act, 2013 applicable to public limited company pursuant to conversion of the status of the company from "Private Company" to "Public Company" and consequential change in the name of the company from "**FASCINATE TEXTILES PRIVATE LIMITED**" to " **FASCINATE TEXTILES LIMITED**" and the new set of regulations comprised in these Articles of Association is adopted pursuant to a Special Resolution passed at the Extraordinary General Meeting of the Members of the Company held on Friday, April 25, 2025.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION*

OF

FASCINATE TEXTILES LIMITED
(Incorporated under the Companies Act, 2013)
Formerly known as
FASCINATE TEXTILES PRIVATE LIMITED

Article No.		Article	Marginal Notes
1		**Table "F" shall not apply**	
	(1)	The Regulations contained in "Table F" of Schedule I to the Companies Act, 2013 shall not apply to the company, except in so far as the same are repeated or expressly made applicable in these articles or by the said Act.	Table F not to apply
	(2)	These regulations for the management of the Company and for the observance by the members thereto and their representatives shall be subject to deletions, alterations or additions made pursuant to the statutory powers under the Companies Act, 2013 from time to time	Articles subject to change
		Interpretation	
2	(1)	The marginal notes given in these Articles are for convenience only and shall not affect the interpretation of the articles.	
	(a)	"The Act" or "The Companies Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force, and shall be deemed to include rules, regulations, notifications, guidelines, circulars or clarifications made, issued / given thereunder from time to time.	The Act
	(b)	"Articles" means these Articles of Association of the company as altered and prevailing from time to time	The Articles
	(c)	"Board of Directors" or "Board" means the collective body of the Directors for the time being of the company.	The Board of Directors or the Board
	(d)	"Business Day" shall mean Monday, Tuesday, Wednesday, Thursday Friday and Saturday, not being a Government holiday in the State of West Bengal	Business day
	(e)	"Chairperson" includes Chairman	Chairperson / Chairman

(f)	"Company" means **FASCINATE TEXTILES LIMITED**	The Company
(g)	"Depository" means Depository as defined in the Act	Depository
(h)	"Director" means a director appointed to the Board.	Director
(i)	"In Writing" and "Written" includes printing, lithography and other modes of representing or reproducing words in visible form including in electronic form.	Writing / Written
(j)	"Member" or "Shareholder" shall mean the registered holder (either holding shares in physical form or in dematerialized form in the records of the Depository) for the time being of any shares in the Capital of the Company.	Member
(k)	"Memorandum" means the Memorandum of Association of the Company , as may be altered and prevailing from time to time.	Memorandum
(l)	"Month" means calendar month.	Month
(m)	"Rules" means Rules prescribed under the Act.	Rules
(n)	"The Office" means the Registered Office for the time being of the Company.	Registered Office
(2)	Where the context admits or requires, words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include feminine gender.	Number and Gender
(3)	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act.	Words to have the same meaning as in the .

3	The Authorised Share Capital of the Company shall be such amount and of such description as specified in Clause V of the Memorandum of Association of the Company at any given point of time, with such rights, privileges and conditions as provided by or under the Act or the terms of their issue as altered from time to time	Authorised Share Capital
4	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 Board, who may issue, allot or otherwise dispose of the same to such persons, in such proportion, on such terms and conditions, either at a premium or at part, as fully or partly paid-up, for cash or for consideration other than cash including by way of payment for goods, property and assets acquired or services availed, or upon conversion of debentures or loans, and at such time as they may think fit	Shares to be under the control of the Board

Share Capital and variation of rights

5	The company may issue following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital; (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act / Rules; and (b) Preference Share Capital	Kinds of share capital
6	The Company shall be entitled to dematerialise its shares of any class, debentures and other securities pursuant to the Depositories Act, 1996, and to offer its shares, debentures and other securities for issue in dematerialized form.	Dematerialisation of securities
7	All the shares in the capital of the company, other than those hold in dematerialised form, shall be numbered consecutively.	Shares to be numbered consecutively
8	Share certificates shall be issued in accordance with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations, if any.	Issue of share certificates
9	In respect of any share(s) held jointly by several persons, the company shall not be bound to issue more than one certificate and the delivery of a certificate for the share(s) to one of several joint-holders shall be sufficient delivery to all such holders.	Issue of share certificate in case of joint holders.
10	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.	Issue of new share certificate
11	Subject to the provisions of Section 46 of the Act, if any certificate is lost or destroyed, the Company may, upon furnishing proof of loss or destruction, execution of indemnity and affidavit, completion of statutory formalities, and reimbursement of out-of-pocket expenses, if any, incurred in investigating the evidence produced, to the satisfaction of the Board, and payment of such fees as may be fixed by the Board, issue a new certificate in lieu thereof.	Issue of duplicate share certificate
12	The company, at the request of the shareholder, issue two or more new share certificates in lieu of an existing share certificate, and consolidate the share comprised in two or more share certificates into one certificate, upon production and surrender of the existing share certificates.	Split / Consolidation of Share certificates
13	The provisions of these articles relating to issue of certificates shall *mutatis mutandis* apply to debentures of the company.	Provisions relating to issue of certificates also apply to debentures
14	(1) The Share capital may be divided into different class 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 the Act, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of that class, as prescribed by the Act. (2) The provisions hereafter contained as to general meetings (including the	Variation of Member's Rights

provisions relating to quorum at such meetings) shall *mutatis mutandis* apply to every such separate meetings.

(3) 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

15 Subject to the provisions of the Act, the Board shall have the power to issue or re- issue preference shares of one or more classes which are liable to redeemed or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board.

Power to issue redeemable preference shares

16 The company, subject to the provisions of the Act, issue further shares to:-

Further issue of share capital

a) persons who, at the date of offer, are holders of equity shares of the company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

b) employees under any scheme of employees' stock option; or

c) any person whether or not including persons referred in (a) and (b) above

d) by way of preferential offer or otherwise as the board may determine.

17 The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed such percentage of the price of shares / debentures as may be statutorily permitted. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Power to pay Commission

Lien

18 (1) The company shall have a first and paramount lien—

Company's lien on shares and disposal of shares thereof

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

(2) 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.

(3) The Company's lien shall be absolute and hence company shall not be bound to recognize any equitable or other claim or interest of any other person, creditor of the registered holder unless required by a court of competent jurisdiction or by any statute.

(4) Unless otherwise agreed registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

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.

(5) 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.

(6) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.

(7) 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. 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

19	(1)	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.	Payment by Installments of Issue Price
	(2)	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be required to be paid by installments.	
	(3)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.	
	(4)	A call may be revoked or postponed at the discretion of the Board.	
20		The joint holders of a share shall be jointly and severally liable for the payment of all installments and all calls due in respect of such share	Liability of joint holders
21	(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sums is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate, as the Board may determine.	Interest on calls not paid

(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

22 (1) 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.

(2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

23 The Board— Payment of Calls-in-Advance

(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

24 Every endorsement upon the certificate of any share in favour of any transferee shall be signed by a Director or by some other person for the time being duly authorised by the Board of Directors in that behalf. Transfer Endorsement

25 Shares in the company shall be freely transferable. However, the Board may decline to register any transfer of shares on which the company has a lien. The transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members in respect thereof. Transferability of Shares

26 The Board may decline to recognise an instrument of transfer unless: - Instrument of transfer

(a) the instrument of transfer is duly executed by or on behalf of both the transferor and the transferee and is in the prescribed form.

(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 a copy of the Income-tax Permanent Account Number (PAN) card of the transferee(s); and

(c) the instrument of transfer is in respect of only one class of shares;

27 On giving not less than seven days' previous notice in accordance with the Act, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Suspension of registration of transfers

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.

28 The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to debentures of the company Provisions to apply for debentures

Transmission of Shares

29 (1) 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. — Persons recognised as having title to shares

(2) Nothing in clause (1) 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.

30 (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - — Rights of the Board with respect to transmission

(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.

(2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(3) 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.

(4) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(5) 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.

31 The Board may require any person(s) to whom any share(s) are being transmitted to fully indemnify the company, its directors, key managerial personnel and officers, before registration of transmission. — Indemnity for registration of transmission

32 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: — Rights of person becoming entitled to share(s) on transmission

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.

33		Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of share in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not he shall have express or implied notice thereof.	Registered holder to be the absolute owner
34		The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to debentures of the company.	Provisions relating to transmission of shares to apply for debentures

Forfeiture of Shares

35	(1)	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued.	Forfeiture for non-payment of calls
	(2)	The notice aforesaid shall 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 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.	
	(3)	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.	
36	(1)	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.	Disposal of forfeited shares
	(2)	At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	
	(3)	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.	
	(4)	The liability of such person shall however cease if and when the company has received payment in full of all such monies in respect of the share.	
37	(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.	Title of the transferee of forfeited shares.

(2) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The transferee shall thereupon be registered as the holder of the share.

(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

38 The provisions of these regulations as to forfeiture shall apply in the case of non- payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified

Provisions relating to forfeiture apply in case of non-payment

Shares held in Depository

39 (1) Except as specifically provided in these articles, the provisions relating to joint holder of shares, calls, lien on shares, forfeiture of shares, transfer and transmission of shares and voting at meeting shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or any other law for the time being in force.

Shares held in Depository

(2) In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 or any other law for the time being in force shall apply.

(3) A Register and an index of beneficial owners in the manner prescribed in the Act maintained by a depository under the provisions of the Depositories Act, 1996 or any other law for the time being in force shall be deemed to be a register of members, index of members and register and index of debenture- holders, as the case may be, for the purpose of the Act.

Alteration of Capital

40 Subject to the applicable provisions of the Act, the company may, from time to time, by ordinary resolution –

Alteration of capital

(1) increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

(2) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(3) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(4) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(5) 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.

41 Where shares are converted into stock, —

Rights of Stock-holders

(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.

Reduction of Share Capital

Reduction of capital

42 Subject to the provisions of the Act, 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

Capitalisation of profits

43 (1) Subject to the provisions of the Act, company in general meeting may, upon the recommendation of the Board, resolve —

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, 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 manner specified in sub-clause (a) and partly in the manner specified in sub-clause (b).

(3) 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;

(4) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Powers of the Board relating to capitalization of reserves

44 (1) 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.

(2) 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;

(3) Any agreement made under such authority shall be effective andbinding on such members.

Buyback of Shares

45		Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy-back of shares

General Meetings

46	(1)	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extra-ordinary General meeting
	(2)	The Board may, whenever it thinks fit, call an extraordinary general meeting.	
	(3)	If at any time, directors capable of acting who are sufficient in number to form a quorum are not within India, any director 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.	
47		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. The quorum for any general meeting shall be as provided in the Act.	Quorum
48	(1)	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.	Chairperson
	(2)	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.	
	(3)	If at any meeting no director is willing to act as Chairperson or if no director is present within thirty minutes or such other extended time the Act for the time being in force may provide, after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	
49	(1)	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	Adjournment of Meeting
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	

IPO TREND

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, 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.

50 When the Chair is vacant, no business shall be transacted or discussed at any general meeting except the election of Chairperson — When Chair is vacant

Conduct at general meetings

51 While attempting to exercise the rights as a shareholder, a shareholder shall keep the order and maintain the decorum of the meeting throughout the entire venue of the meeting. The Shareholders may be duly informed by the Company about the nature of conduct expected from them during their presence at the venue of any general meeting as specified in the permission / approval received from the law enforcement authorities for convening the meeting, by conspicuously displaying at the venue of the general meeting, such terms and conditions subject to which such permission / approval is granted by the law enforcement authorities. — Conduct at General meetings

Voting rights

52 Subject to any rights or restrictions for the time being attached to any class or classes of shares— — Voting rights

(a) on a show of hands, every member present in person shall have one vote;
and

(b) in a poll or in an electronic voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

53 A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. A member who has already voted by electronic means shall not be entitled to vote on the same business again in any other manner whether on a poll or otherwise. — Voting through electronic means

54 The Chairperson shall have a second or casting vote, in addition to the vote(s) to which he may be entitled as a member, on any business transacted at any general meeting, in case of an equality of votes, whether on show of hands, on a poll or in an electronic voting. — Chairperson to have casting vote

55 (1) 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. — Vote of joint-holders

(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

56 (1) If any member is a minor, the vote in respect of his shares shall be exercised by his guardian or any one of his guardians. — How a minor or a member of unsound mind may vote

(2) 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.

57 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. — Other business may proceed, pending taking of poll

58 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. — Restriction on voting rights if calls are unpaid

59 (1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. — Objection as to voting rights

(2) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

60 Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person (whether a member or not) as a proxy on his behalf. — Member may vote through proxy

61 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, and in default the instrument of proxy shall not be treated as valid. — Proxy when to be deposited

62 An instrument appointing a proxy shall be in the form as prescribed in the Act / Rules. — Form of Proxy

63 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: — Proxy valid notwithstanding the death of the principal.

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

64 The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. — First Directors Board of Directors

Name of the first directors are:

- JISHU CHOWDHURY
- VIKASH JAIN
- NEETU NAHAR

- BANDANA NAHAR
- KANTA JAIN

65 Subject to provisions of the Act, the number of Directors shall not be less than three and not more than fifteen. Provided the company may appoint more than fifteen directors after passing a special resolution.

66 Any director is not required to hold any qualification shares. — No share Qualification

67 (1) The Board may, from time to time, appoint one of the Directors of the Company to be Chairperson of the Board of Directors for such period as may be considered necessary. — Chairperson of the Board

(2) Subject to the provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. — Board's power to determine rotation of directors

68 If a Chairperson ceases to hold office as Director, he shall *ipso facto* and immediately cease to be the Chairperson. The Director who is appointed as Chairperson as aforesaid in Clause 7, can occupy both the position of Chairperson and Managing Director or Chief Executive Officer (CEO) and such equivalent managerial position thereof, in the company. The Director who occupies both the position as Chairperson and Managing Director as aforesaid shall not be subjected to retirement by rotation. — Same individual may be Chairperson and Managing Director/ Chief Executive Officer

69 (1) Subject to the provisions of the Act, the Board may appoint an alternate Director to act for a Director (hereinafter called the 'Original Director') during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. — Appointment of Alternate Director

(2) An alternate Director appointed under this Article shall not hold office as such for a period longer than that permitted to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

70 (1) Subject to the provisions of the Act, 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. — Appointment of Additional Director

(2) 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.

71	(1)	Subject to the provisions of the Act, if the office of any director appointed by the Company in any general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of Director to fill a Casual Vacancy
	(2)	The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.	
72	(1)	The remuneration to Directors, in so far as it consists of monthly payment, shall be deemed to accrue from day-to-day.	Remuneration to Directors
	(2)	Subject to the provisions of the Act, a Director, who is neither in the whole time employment nor a Managing Director may be paid remuneration either by way of monthly, quarterly or annual payments or by way of commission, if the Company, by a special resolution, authorizes such payment.	
73		The remuneration payable to Directors, including any Managing or Whole-time Director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act passed by the company in general meeting or in such other manner permitted under the Act.	Member's consent for remuneration
74		The fees payable to every Director including the Managing Directors, Executive Directors and Alternate Directors for attending a meeting of the Board of Directors or Committee thereof, shall be such sum as may be decided by the Board, subject to the provisions of the Act.	Sitting Fees
75		Every Director shall be entitled to be paid all traveling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company or in connection with the business of the Company.	Expenses of Directors in connection with Board/ General Meetings
76		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 or its committee shall from time to time by resolution determine.	Execution of negotiable instruments
77		Every director present at any meeting of the Board or of a committee thereof shall sign his name in a register to be kept for that purpose.	Signing of Attendance

Powers of the Board

78		Subject to the provisions of the Act, the power to manage the company's business shall be vested in the Board, who may exercise all such powers, and do all such acts and things, as the company is permitted by its memorandum of association or otherwise authorised under by any law, directed or required to be exercise or done by the Company in general meeting subject to the provisions of the Act and other laws and of the memorandum and articles of association of the company. Provided no such regulation made by the Company in general meeting shall invalidate any prior act of the Board, which would otherwise have been valid if such regulation had not been made.	General Powers of the Board

79 The Board may appoint at any time and from time to time by a power of attorney in the manner specified under Section 22 of the Act, any person to be the attorney of the Company for such purpose and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board by or under these articles and for such period and subject to such conditions as the Board may from time to time think fit. Power of attorney

80 Subject to the provisions of the Act, the Board may exercise all the powers of the Company to borrow money with or without security and to mortgage or charge its undertaking(s), properties and uncalled capital and to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Such debentures, bonds and other securities may be issued at a Borrowing Powers

IP TREND

discount, premium or otherwise and with any privilege as to redemption, surrender, drawings or otherwise.

81 If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or any other person so becoming liable as aforesaid from any loss in respect of such liability. — Indemnifying Directors

82 Subject to the provisions of the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make a special exertion for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit, which remuneration may be in form of either Salary, Commission or a lump sum and may either be in addition to or substitution of the remuneration specified in the preceding articles. — Office or Place of Profit

Managing Director

83 (1) Subject to the provisions of the Act, the Board may, from time to time, appoint one or more of the Directors of the Company to the office of Managing Director/Whole-Time-Director or Managing Directors / Whole-Time- Directors for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another or otherwise) as they may deem fit. The Whole- Time- Directors who are in the whole-time employment in the Company shall be subject to supervision and control of the Managing Director and exercise such of the powers as vested by the Board from time to time. — Managing Director / Whole-time Director

(2) If a Managing Director / Whole-time Director ceases to hold office as Director, he / shall *ipso facto* immediately ceases to be a Managing Director / Whole-time Director. — Retirement / Cessation of Office of Director

84 Subject to the provisions of the Act, the Board may, from time to time, entrust Director/Whole-Time-Director for the time being, such of the powers exercisable under these presents by the Board as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf; and may, from time to time, revoke, withdraw, alter or vary all or any of such powers. — Delegation of Powers to Managing Director / Whole-time Director

Proceedings of the Board

85 The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. — When meeting to be convened

86 The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company Secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board. — Who may summon a Board meeting

87 The quorum for Board meeting shall be as provided in the Act. — Quorum for Board Meeting

88	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Act / Rules.		Participation at Board Meetings
89	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Decision at Board Meetings
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
90	Subject to the provisions of the Act, 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.		Directors not to act when number falls below minimum
91	(1)	If no Chairperson is elected pursuant to Article 67, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within thirty minutes or such other extended time the Act for the time being in force may provide after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	Directors may elect a Chairperson
92	Subject to the provisions of the Act, the Board may at its discretion delegate all or any of its powers to any Directors jointly or severally or to any one Director or to any Committee of Directors.		Boards' Power to delegate powers to Committee
93	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.		Committee to conform to Board regulations
94	The Participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Act / Rules.		Participation at Committee meetings
95	(1)	A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of the Committee
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes or such other extended time the Act for the time being in force may provide, after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	
96	A committee may meet and adjourn as it thinks fit.		Committee to meet
97	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.		Decisions of the Committee
98	All acts done in any meeting of the Board or of a committee thereof or by any		Acts of Board or

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. | Committee valid notwithstanding defect of appointment

99 Save as otherwise expressly provided in the Act, a resolution in writing, signed by majority of 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. | Passing of resolution by circulation

Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

100 Subject to the provisions of the Act, -

(a) 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; | Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Common Seal

101 (a) The Board shall provide for safe custody of the Common Seal., | Common Seal

(b) The Common Seal of the Company shall be affixed to share certificate of the Company by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and in the presence of at least two Directors duly authorized by the Board for this purpose and the Secretary or such other person as the Board may appoint for the purpose and such Directors and the Secretary or other person aforesaid shall sign every such certificate to which the Common Seal of the Company is so affixed in their presence. | Affixation of Common Seal

(c) The affixation of Common Seal on any other instrument is optional unless otherwise specifically determined by the Board.

Dividends

102 The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. However, the Company may in a general meeting may declare a lesser amount of dividend. | Declaration of dividend in general meetings

103 Subject to the provisions of the Act, 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. | Interim Dividends

104	(1)	No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the net profits shall be conclusive	Dividends to be paid out of profits
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
105	(1)	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.	Entitlement of dividend
	(2)	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.	Calls in advance not entitled for dividend
	(3)	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.	Proportionate payment of dividend
106		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.	Company's rights for deductions from dividends
107		Pursuant to the regulations relating to transmission of shares contained in these Articles, the Board may retain dividends payable on shares in respect of which any person is entitled to become a member pursuant to the transmission clause, until such person becomes a member in respect of such shares.	Power to retain dividends
108	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through post directed to the registered address of the holder or through electronic transfer, 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.	Mode of remittance of dividend
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	
109		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.	Receipt of dividend in case of joint holders

110 No dividend shall bear interest against the company. No interest on dividend

111 Notice of declaration of any dividend, whether interim or otherwise, shall be given to the holder of registered shares in the manner provided in the Act Notice of dividend

112 Payment of dividend in the manner specified in these Articles shall be made at the risk of the person entitled to the dividend paid or to be paid. The Company shall be deemed to have made the payment and assumes a good discharge for such payment, if such payment is made as per the provisions of these Articles or any other permissible means. Discharge to the Company

Reserves Fund

113 The Board may from time to time, before recommending any dividend, set apart any such portion of the profits of the company as they think fit as a Reserve Fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investment (other than shares of the Company) as they may think fit and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the Reserve Fund into such special funds as they think fit with full power to transfer the whole or any portion of a Reserve Fund to another Reserve Fund or a division of a Reserve Fund and also with full power to employ the Reserve Funds or any part thereof in the business of the Company separate from other assets and without being bound to pay interest on the same with power, however to the Board in their discretion to pay or allow to the credit of such funds interest at such a rate as the Board may think proper. Settings aside of Profits

Accounts

114 (1) 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. Accounts

(2) 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.

Statutory Registers

115 (1) The Company shall keep and maintain at its Registered Office all statutory registers, other than the Register of Members, which shall be maintained by the Registrar & Transfer Agents, for such duration as the Board may decide unless otherwise prescribed, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection between 10.30 a.m. to 1.00 p.m. on all business days, at the registered office of the company by the persons entitled thereon on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Statutory Registers and inspection thereof

(2) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register in any country outside India; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members. Foreign Register

Indemnity and Insurance

116 (1) Subject to the provisions of the Act, every director, managing director, whole- time director, manager, chief executive officer, company secretary, chief financial officer and other officer of the company shall be indemnified by the company out of the funds of the company, to pay all costs, losses and expenses (including travelling expenses) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, chief executive officer, company secretary, chief financial officer or officer or in any way in the discharge of his duties in such capacity. Directors and Officers right to indemnity

(2) Subject as mentioned above, every director, managing director, manager, company secretary or other officer of the company shall be indemnified against any liability 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 discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court or the Tribunal.

117 The company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably. Insurance

Winding Up

118. Subject to the provisions of Chapter XX of the Act and rules made thereunder: Winding up of Company

(a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the 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.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

General Power

119 Wherever in the Act, Rules, Regulations, Guidelines, standards etc., by any statutory authority / body, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, Rules, Regulations, Guidelines, standards etc., without there being any specific Article in that behalf herein provided. General Clause

Secrecy Clause

120 No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret proves or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the Public. Secrecy

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

Sr. No	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of Shares taken	Signature
1	**NAME:** JISHU CHOWDHURY **ADDRESS:** 312 SUBARNAPATTAN, KAZIPARA PO KAZIPARA, PS BARASAT, NORTH 24 PARGANAS, BARASAT, WEST BENGAL, PIN 700125 **DESCRIPTION:** 1.**GENDER** - MALE, 2.**FATHER NAME:** TARUN CHOWDHURY 3. **DATE OF BIRTH:** 26/12/1988, 4.**NATIONALITY:** INDIAN, 5.**DESINATION** - DIRECTOR 6.**CATEGORY** - PROMOTER AND EXECUTIVE DIRECTOR 7.**PAN** - AJHPC3278J 8.**OCCUPATION:** BUSINESS	**07721172**	**66668**	
2	**NAME:** VIKASH JAIN **ADDRESS:** 3, TARAK CHATTERJEE LANE, KOLKATA, WEST BENGAL, PIN 700005 **DESCRIPTION:** **1.GENDER** - MALE, **2.FATHER NAME:** VIJAY KUMAR JAIN **3. DATE OF BIRTH:** 03/12/1970, **4.NATIONALITY:** INDIAN, **5.DESINATION** - DIRECTOR **6.CATEGORY** - PROMOTER AND EXECUTIVE DIRECTOR **7.PAN** - ACVPJ2826N **8.OCCUPATION:** BUSINESS	**00821069**	**33333**	
3	**NAME:** NEETU NAHAR **ADDRESS:** ARADHANA APARTMENT, FLAT-4B 27 RAFI AHMED KIDWAI ROAD, BANGUR AVEUNE, NORTH,	**07721183**	**33333**	

	KOLKATA, WEST BENGAL, PIN 700055 **DESCRIPTION:** **1.GENDER -** FEMALE, **2.FATHER NAME:** BIJAY KUMAR SHAH **3. DATE OF BIRTH:** 21/08/1976, **4.NATIONALITY:** INDIAN, **5.DESINATION -** DIRECTOR **6.CATEGORY -** PROMOTER AND EXECUTIVE DIRECTOR **7.PAN -** ADIPN6236A **8.OCCUPATION:** BUSINESS			Neeta Nahar
4	**NAME:** BANDANA NAHAR **ADDRESS:** ARADHANA APARTMENT, FLAT NO. 4B, 27 RAFI AHMED KIDWAI ROAD, BANGUR AVENUE, NORTH 24 PARGANAS, DIST. -NORTH 24 PARGANA, PIN 700055 **DESCRIPTION:** **1.GENDER -** FEMALE, **2.FATHER NAME:** PADAM CHAND DUGAR **3. DATE OF BIRTH:** 11/06/1962, **4.NATIONALITY:** INDIAN, **5.DESINATION -** DIRECTOR **6.CATEGORY -** PROMOTER AND EXECUTIVE DIRECTOR **7.PAN -** AJHPC3278J **8.OCCUPATION:** BUSINESS	**07723455**	**33333**	Bandana Nahar
5	**NAME:** KANTA JAIN **ADDRESS:** 3 TARAK CHATTERJEE LANE, KOLKATA, PIN 700005 **DESCRIPTION:** **1.GENDER -** FEMALE, **2.FATHER NAME:** KAPOOR CHAND MAHAMWAL **3. DATE OF BIRTH:** 24/08/1951, **4.NATIONALITY:** INDIAN, **5.DESINATION -** DIRECTOR **6.CATEGORY -** PROMOTER AND EXECUTIVE DIRECTOR **7.PAN -** AEFPJ0636J **8.OCCUPATION:** BUSINESS	**07723466**	**33333**	Kanta Jain

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	Total Shares Taken	**2,00,000 (Two Lakhs Only)**	

For **FASCINATE TEXTILES PRIVATE LIMITED**

Fascinate Textiles Private Limited

Vishal Nahar

Director

VISHAL NAHAR
Director
DIN: 00722516

IPO TREND

SECTION X – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company), which are or may be deemed material will be attached to the copy of Draft Red Herring Prospectus and Red Herring Prospectus filed with SME platform of NSE and copy of the Prospectus and filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office, from 11:00 A.M. to 07:00 P.M. on all Working Days (Monday to Saturday) and will also be available on the website of our Company at www.fascinatetextile.com from the date of Draft Red Herring Prospectus, Red Herring Prospectus, and Prospectus until the Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law

MATERIAL CONTRACTS

1. Public Issue Agreement dated September 18, 2025 between our Company, the Selling Shareholders and the Book Running Lead Manager.

2. Registrar Agreement dated September 18, 2025 between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the Book Running Lead Manager, Escrow Collection Bank, Public Offer Bank, Sponsor Bank, Refund Bank, Syndicate Members and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] between our Company, the Selling Shareholders, the Book Running Lead Manager and the Share Escrow Agent.

5. Market Making Agreement dated [●] between our Company, the Book Running Lead Manager and the Market Maker.

6. Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the Book Running Lead Manager and the Underwriter.

7. Tripartite agreement between the CDSL, our Company and the Registrar to the Offer dated April 17, 2025.

8. Tripartite agreement between the NSDL, our Company and the Registrar to the Offer dated April 17, 2025.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Copy of Certificate of Incorporation dated February 9, 2017 issued to our Company under the name Fascinate Textiles Private Limited.

3. Fresh Certificate of Incorporation dated May 20, 2025 issued by Registrar of Companies, Central Processing Centre consequent to name change from "Fascinate Textiles Private Limited" to "Fascinate Textiles Limited" pursuant to conversion of our Company to a Public Limited Company.

4. Copy of Resolution of the Board of Directors dated August 19, 2025 approving the Offer and other related matters.

5. Copy of Shareholder's Resolution dated September 10, 2025 approving the Offer and other related matters.

6. Resolution of the Board of Directors dated September 22, 2025 approving this Draft Red Herring Prospectus.

7. Statutory Auditor's Report dated **August 28, 2025** on the Restated Financial Statements for the Financial Year(s) ended March 31, 2025, March 31, 2024 and March 31, 2023 included in this Draft Red Herring Prospectus.

8. Copies of Restated and Audited Financial Statements of the Company for the Financial Year (s) ended March 31, 2025, March 31, 2024, March 31, 2023.

9. The Statement of Possible Special Tax Benefits dated September 18, 2025 issued by the Statutory Auditor included in this Draft Red Herring Prospectus.

10. Consent letter dated **September 25, 2025**, from Jain Sonu & Associates , Chartered Accountants, Statutory Auditors holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) Examination Report dated **August 28, 2025** on our Restated Financial Statement; and (ii) their report dated **September 18, 2025** on the Statement of Possible Special Tax Benefits included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

11. Site Visit Report dated April 22, 2025 provided on site visit conducted by merchant banker

12. Consent letter dated September 24, 2025 from **Jayanta Dutta Z**, Chartered Engineer to include his name as an 'Expert' as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the certificate dated September 24, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus

13. Consents of our Directors, Promoters, Promoter Group, Chief Executive Officer, Chief Financial Officer, Company Secretary & Compliance Officer, the Book Running Lead Manager to the Offer, the Registrar to the Offer, the Legal Counsel to the Offer, the Bankers to the Offer / Sponsor Bank*, the Syndicate Member*, the Underwriters to the Offer* and Market Maker to the Offer* to include their name in this Draft Red Herring Prospectus, to act in their respective capacities.

    a. *The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

14. Certificate dated **September 18, 2025** issued by Jain Sonu & Associates, Chartered Accountants issued in relation to (a) weighted average price at which Equity Share are acquired by the Promoters in last one year preceding the date of DRHP; (b) Weighted average cost of acquisition per Equity Share of our Company held by the Promoters and Selling Shareholders;

15. Certificate dated **September 18, 2025** issued by Jain Sonu & Associates, Chartered Accountants issued in relation to (a)capitalization statement; (b) basis of estimation of working capital requirement and estimated working capital requirements; (c) key performance indicators of our Company; and (d) utilization of loans for the purposes for which loans were sanctioned.

16. Copy of In-principle listing approval letter dated [●], received from NSE to use the name of NSE in the Offer Document for listing of Equity Shares on the SME Platform of NSE.

17. Consent Letter from Vendor Blueberry International dated September 15, 2025, for inclusion of name and quotation in the Draft Red Herring Prospectus.

18. Due diligence certificate dated September 26, 2025 addressed to SEBI from the Book Running Lead Manager to the Offer.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Sd/-

_____

Vishal Nahar
Managing Director
DIN: 00722516

Place: Kolkata
Date: September 26, 2025

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE TIME DIRECTOR OF OUR COMPANY

Sd/-

_____

Chirag Ahuja
Whole-time Director
DIN: 08123032

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

_____

Anjali Lakhotia
Independent Director
DIN: 11238711

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

_____

Chetna Gupta
Independent Director
DIN: 022121440

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

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SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

_____

Varun Shah
Non-Executive & Independent Director
DIN: 11064228

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

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SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

_____

Chirag Ahuja
Chief Financial Officer
PAN: BNAPA3061M

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

_____

Ritika Sharma
Company Secretary & Compliance Officer
PAN: EQTPS6250R

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDIVIDUAL PROMOTER OF OUR COMPANY

Sd/-

_____
Vishal Nahar
Promoter
PAN: ACXPN7979G

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDIVIDUAL PROMOTER OF OUR COMPANY

Sd/-

_____
Chirag Ahuja
Promoter
PAN: BNAPA3061M

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

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SIGNED BY THE INDIVIDUAL PROMOTER OF OUR COMPANY

Sd/-

_____
Rishabh Nahar
Promoter
PAN: BVNPN1991C

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDIVIDUAL PROMOTER OF OUR COMPANY

Sd/-

_____
Narinder Kumar Ahuja
Promoter
PAN: ACZPA4913F

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by the Securities and Exchange Board of India (SEBI), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE PROMOTER OF OUR COMPANY

For and on behalf of Vishal Nahar HUF

Sd/-

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Vishal Nahar (Karta)
Karta
PAN: AANHV6116P

Place: Kolkata
Date: September 26, 2025

IPO TREND

DECLARATION BY SELLING SHAREHOLDER

I, Neetu Nahar, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I, as a Selling Shareholder, assume no responsibility for any other statements, disclosures, and undertakings including statements made or confirmed by or relating to the Company, any other Selling Shareholder(s), or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER OF OUR COMPANY

Sd/-

_____
Neetu Nahar
Selling Shareholder
PAN: ADIPN6236A

Place: Kolkata
Date: September 26, 2025

IPO TREND