Draft Prospectus
Dated: December 29th, 2023
Fixed Price Issue
Please read section 26 and 32 of the Companies Act, 2013
(This Draft Prospectus will be updated upon filing with the RoC)

SCAN ME

RESOURCEFUL AUTOMOBILE LIMITED

Corporate Identification Number: U50401DL2018PLC329756

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi – 110059	-	Mrs. Neha Rani Company Secretary and Compliance Officer	cs@sawhneyauto.com; +91 – 97737 84969	www.sawhneyauto.com

PROMOTERS OF THE COMPANY: MR. RAHUL SAWHNEY, MRS. MEGHA CHAWLA AND MRS. BINDU SAWHNEY

DETAILS OF THE ISSUE

Types	Fresh Issue Size (₹ in Lakhs)	OFS Size (by Nos. of Shares or by amount in ₹)	Total Issue Size	Eligibility
Fresh Issue	Upto 10,24,800 Equity Shares aggregating to ₹ 1,199.02 Lakhs	Nil	Upto 10,24,800 Equity Shares aggregating to ₹ 1,199.02 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLEAS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10/- each and the Issue Price is 11.70 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in "BASIS FOR ISSUE PRICE" on page 70 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section "RISK FACTORS" beginning on page no. 16 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email and Telephone
SWASTIKA INVESTMART LIMITED	Mr. Mohit R. Goyal	**Email Id:** merchantbanking@swastika.co.in **Telephone Number:** +91-22-26254568-69 / 0731-6644244

REGISTRAR TO THE ISSUE

CAMEO CORPORATE SERVICES LIMITED	Mr. R.D. Ramasamy	**Email Id:** ipo@cameoindia.com; **Telephone Number:** +91-44-40020700, 28460390

ISSUE SCHEDULE

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

Draft Prospectus
Dated: December 29th, 2023
Fixed Price Issue
Please read section 26 and 32 of the Companies Act, 2013

RESOURCEFUL AUTOMOBILE LIMITED

Our Company was originally incorporated as "Resourceful Automobile Private Limited" on February 21st, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. Later on, company was converted into public limited company, the name of our Company was changed to "Resourceful Automobile Limited" and fresh Certificate of Incorporation dated October 25th, 2023 was issued by the Registrar of Companies Delhi & Haryana. For details of Conversion of Company, please refer to section titled "HISTORY AND CORPORATE STRUCTURE" beginning on page no. 95 of this Draft Prospectus.

CIN: U50401DL2018PLC329756

Registered office: K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi – 110059, **Website:** www.sawhneyauto.com;
E-Mail: cs@sawhneyauto.com**; Telephone No:** +91 – 97737 84969**; Company Secretary and Compliance Officer:** Mrs. Neha Rani

PROMOTERS OF THE COMPANY: MR. RAHUL SAWHNEY, MRS. MEGHA CHAWLA AND MRS. BINDU SAWHNEY

DETAILS OF THE ISSUE

PUBLIC ISSUE OF 10,24,800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF RESOURCEFUL AUTOMOBILE LIMITED ("RAL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 117/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 107/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 1,199.02 LAKHS ("THE ISSUE"), OF WHICH 51,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 117/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 107/- PER EQUITY SHARE AGGREGATING TO ₹ 60.37 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 9,73,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 117/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 107/- PER EQUITY SHARE AGGREGATING TO ₹ 1,138.64 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 38.59% AND 36.64% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIERMENTS) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

For further details see "TERMS OF THE ISSUE" beginning on Page no. 144 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, all potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts or UPI ID (in case of RIIs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, see "ISSUE PROCEDURE" on Page no. 151 of this Draft Prospectus.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ 117/-. THE ISSUE PRICE IS 11.70 TIMES OF THE FACE VALUE.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is 11.70 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on "BASIS FOR ISSUE PRICE" beginning on Page no. 70 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "RISK FACTORS" beginning on Page no. 16 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited ("BSE") for using its name in this offer document for listing our shares on the SME Platform of BSE Limited ("BSE"). For the purpose of this Issue, the designated Stock Exchange is the BSE.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
SWASTIKA INVESTMART LIMITED **SEBI Registration Number**: INM000012102 **Registered Office:** Flat No18 Floor 2 North Wing Madhaveshwar Coop Hsg Society Ltd Madhav Nagar, 11/12 S V Road Andheri W Mumbai Mumbai City - 400058 (Maharashtra). **Merchant Banking Division Address**: 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001; **Telephone Number**: +91-22-26254568-69 / 0731-6644244; **Email Id**: merchantbanking@swastika.co.in; **Investors Grievance Id**: mb.investorgreivance@swastika.co.in; **Website**: www.swastika.co.in; **Contact Person**: Mr. Mohit R. Goyal; **CIN**: L65910MH1992PLC067052.	**CAMEO CORPORATE SERVICES LIMITED;** **SEBI Registration Number:** INR000003753; **Address:** "Subramanian Building", #1, Club House Road, Chennai - 600 002, India; **Tel. Number:** +91-44-40020700, 28460390; **Email Id:** ipo@cameoindia.com; **Investors Grievance Id:** investor@cameoindia.com; **Website:** www.cameoindia.com; **Contact Person:** Mr. R.D. Ramasamy; **CIN:** U67120TN1998PLC041613.

ISSUE SCHEDULE

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

TABLE OF CONTENTS

SECTION I – GENERAL **2**
DEFINITIONS AND ABBREVIATIONS 2
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA 9
FORWARD LOOKING STATEMENTS 11
SECTION II – SUMMARY OF DRAFT PROSPECTUS **12**
SECTION III - RISK FACTORS **16**
SECTION IV – INTRODUCTION **29**
THE ISSUE 29
SUMMARY OF FINANCIAL STATEMENTS 30
SECTION V - GENERAL INFORMATION **33**
SECTION VI – CAPITAL STRUCTURE **39**
SECTION VII – PARTICULARS OF THE ISSUE **58**
OBJECTS OF THE ISSUE 58
BASIS FOR ISSUE PRICE 70
STATEMENT OF POSSIBLE TAX BENEFITS 72
SECTION VIII – ABOUT THE COMPANY **75**
INDUSTRY OVERVIEW 75
BUSINESS OVERVIEW 81
KEY INDUSTRY REGULATIONS 89
HISTORY AND CORPORATE STRUCTURE 95
OUR MANAGEMENT 99
OUR PROMOTERS AND PROMOTERS GROUP 111
DIVIDEND POLICY 116
SECTION – IX FINANCIAL INFORMATION OF OUR COMPANY **117**
RESTATED FINANCIAL STATEMENTS 117
OTHER FINANCIAL INFORMATION 118
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS 119
CAPITALIZATION STATEMENT 125
SECTION X – LEGAL AND OTHER INFORMATION **126**
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS 126
GOVERNMENT AND OTHER APPROVALS 129
SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES **132**
SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES **133**
SECTION XIII – ISSUE RELATED INFORMATION **144**
TERMS OF THE ISSUE 144
ISSUE STRUCTURE 149
ISSUE PROCEDURE 151
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 195
SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION **197**
SECTION XV – OTHER INFORMATION **208**
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 208
DECLARATION 209

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
"Resourceful Automobiles Limited", "our Company", "we", "us", "our", "the Company", "the Issuer Company" or "the Issuer"	Resourceful Automobiles Limited ("RAL") is a public limited Company domiciled in India and has its registered office K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi - 110059. The company is engaged in the business of dealership and sales of bikes and other related services etc.
"We", "us" or "our" or "Group"	Unless the context otherwise indicates or implies, refers to our Company.
"you", "your" or "yours"	Prospective investors in this Issue.
Our Promoters	Mr. Rahul Sawhney, Mrs. Megha Chawla and Mrs. Bindu Sawhney.
Promoters' Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled "OUR PROMOTERS AND PROMOTER'S GROUP".

Company Related Terms

Term	Description
Articles / Articles of Association / AOA	Articles of Association of our Company.
Audit Committee	The audit committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled "OUR MANAGEMENT" on page 99 of this draft prospectus.
Statutory Auditor	The Statutory Auditors of our Company, being SGNA & Co., Chartered Accountant.
Peer Review Auditor	The Peer Review Auditor of our Company, being SGNA & Co., Chartered Accountant, holding a valid peer review certificate as mentioned in the section titled "GENERAL INFORMATION" beginning on page 33 of this Draft Prospectus.
Bankers to the Company	HDFC Bank Limited.
Board of Directors / Board / BOD	The Board of Directors of Resourceful Automobiles Limited unless otherwise specified.
Companies Act	The Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U50401DL2018PLC329756.
CMD	Chairman and Managing Director.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Ghanshyam Ramkumar Chourasia.
Company Secretary and Company Officer (CS)	The Company Secretary of our Company, being Mrs. Neha Rani.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
ED	Executive Director.
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, "Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in "INFORMATION WITH RESPECT TO "GROUP COMPANIES/ENTITY" on page 132 of this Draft Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	INE0SK201011.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately Below the Board of Directors as described in the section titled "OUR MANAGEMENT" on page no. 99 of this Draft Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on 27th December, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director.

Term	Description
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Non Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled "OUR MANAGEMENT" on page 99 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
Registered Office	The Registered office of our Company located at K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi – 110059.
Restated Financial Statements	The restated financial information of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss, the restated statement of cash flows for period ended 31st October, 2023 and for the financial year ended on March 31, 2023, 2022 and 2021 and the summary statement of significant accounting policies read together with the annexures and notes thereto and other restated financial information, prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI (ICDR) Regulations, 2018 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Delhi.
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled "OUR MANAGEMENT" on page 99 of this Draft Prospectus.
WTD	Whole-Time Director.

Issue Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section "ISSUE PROCEDURE" on page no. 151of this Draft Prospectus.
Bankers to the Issue, Sponsor and Refund Banker	[●].
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
BSE SME	The SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018 which was approved by SEBI as an SME Exchange on [●].
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of	The Note or advice or intimation sent to each successful Applicant indicating the

Term	Description
Allocation Note	Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father / husband, investor status, occupation and Bank Account details.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity Number.
Draft Prospectus	The Draft Prospectus dated 29th December, 2023 issued in accordance with Section 26 and 32 of the Companies Act filed with the SME Platform of BSE Limited under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Engagement Letter	The engagement letter dated 22nd December, 2023 between our Company and the LM.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering.
Issue / Issue Size / Public Issue	The Public Issue of 10,24,800 Equity Shares of ₹10/- each at ₹117/- per Equity Share including share premium of ₹107/- per Equity Share aggregating to ₹1,199.02 Lakhs out of which 51,600 Equity Shares of face value ₹10/- each for cash at a price of ₹117/- per Equity Share aggregating to ₹60.37 Lakhs will be reserved for the subscription by the Market Maker.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹117/- (including share premium of ₹107/- per Equity Share).
LM / Lead Manager	Lead Manager to the Issue, in this case being Swastika Investmart Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the SME Platform of BSE Limited ("BSE SME") ("BSE").
Market Maker	The Market Maker to the Issue, in this case being [●].
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 9,73,200 Equity Shares of ₹10/- each at ₹117/- per Equity Share including share premium of ₹107/- per Equity Share aggregating to ₹1,138.64 Lakhs by Resourceful Automobiles Limited.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Offer, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from

Term	Description
	which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Cameo Corporate Services Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/-.
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Underwriter	Underwriter to the issue is being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●].
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The 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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Days	i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; i. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Technical and Industry Related Terms

Term	Description
OEMs	Original Equipment Manufacturer
PLI	Production-linked Incentive
ECU	Electronic control units
CNG	Compressed natural gas
ACC	Advanced Chemistry Cells

AMP 2026	The Automotive Mission Plan 2016-26
NATRIP	National Automotive Testing and R&D Infrastructure Project
FAME	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India
NEMMP 2020	National Electric Mobility Mission Plan, 2020
EVSE	electric vehicle supply equipment
NATRAX	national automotive test tracks

Conventional and General Terms / Abbreviations

Term	Description
A/c	Account.
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time.
AGM	Annual General Meeting.
AO	Assessing Officer.
ASBA	Application Supported by Blocked Amount.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year.
BG	Bank Guarantee.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation Allocation Note.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
CRR	Cash Reserve Ratio.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996 as amended from time to time.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
DIN	Director's identification number.
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996.
DP ID	Depository Participant's Identification.
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization.
ECS	Electronic Clearing System.
EGM	Extra-ordinary General Meeting.
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year.
Financial Year / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year.
FDI	Foreign Direct Investment.
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board.
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product.
GIR Number	General Index Registry Number.
Gov/ Government/GoI	Government of India.
HUF	Hindu Undivided Family.
IFRS	International Financial Reporting Standard.
ICSI	Institute of Company Secretaries of India.

Term	Description
ICAI	Institute of Chartered Accountants of India.
Indian GAAP	Generally Accepted Accounting Principles in India.
I.T. Act	Income Tax Act, 1961, as amended from time to time.
ITAT	Income Tax Appellate Tribunal.
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India.
Ltd.	Limited.
Pvt. Ltd.	Private Limited.
MCA	Ministry of Corporate Affairs.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Ministry of Finance, Government of India.
MOU	Memorandum of Understanding.
NA	Not Applicable.
NAV	Net Asset Value.
NEFT	National Electronic Fund Transfer.
NOC	No Objection Certificate.
NR/ Non Residents	Non Resident.
NRE Account	Non Resident External Account.
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations.
NRO Account	Non Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
P/E Ratio	Price/ Earnings Ratio.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PIO	Person of Indian Origin.
PLR	Prime Lending Rate.
R & D	Research and Development.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SAT	Security appellate Tribunal.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSBs	Self-Certified Syndicate Banks.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section.
Securities Act	The U.S. Securities Act of 1933, as amended.
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprises.
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time.
State Government	The Government of a State of India.

Term	Description
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE Emerge.
STT	Securities Transaction Tax.
TDS	Tax Deducted at Source.
TIN	Tax payer Identification Number.
TRS	Transaction Registration Slip.
UIN	Unique Identification Number.
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

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

Notwithstanding the foregoing, terms in "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION", "STATEMENT OF TAX BENEFITS", "INDUSTRY OVERVIEW", "REGULATIONS AND POLICIES", "RESTATED FINANCIAL STATEMENTS", "OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS" and "ISSUE PROCEDURE", will have the meaning ascribed to such terms in these respective sections.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year and references to a Fiscal or a Financial Year or Fiscal Year are to the 12 Month period ended on March 31, of that calendar year. Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the corresponding page numbers of this Draft Prospectus.

FINANCIAL DATA

Unless stated otherwise, the financial information in this draft prospectus are extracted from the restated Financial Statements of our Company for the period ended 31st October, 2023 and for the financial Years ended on 31st March 2023, 31st March 2022 and 31st March 2021, prepared in accordance with Ind AS and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled *"*RESTATED FINANCIAL STATEMENTS*"* beginning on page no 117 of this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with GAAP AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in the sections / chapters titled "RISK FACTORS", "BUSINESS OVERVIEW" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS" beginning on page nos. 16, 81 and 119 respectively of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

INDUSTRY AND MARKET DATA

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

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "RISK FACTORS" beginning on page no. 16 of this draft prospectus. Accordingly, investment decisions should not be based on such information.

CURRENCY AND UNITS OF PRESENTATION

In the Draft Prospectus, unless the context otherwise requires, all references to:

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US$’ or ‘USD’ or ‘$’ are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency.
- All references to the word ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

EXCHANGE RATES

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

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows: (*in ₹*)

Currency Exchange rate as on

(Amount in ₹)

Currency	Exchange rate as on*		
USD	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
	82.22	75.81	73.50

Source: *Foreign exchange reference rates as available on www.fbil.org.in.*
****Note:*** *Exchange rate is rounded off to two decimal points.*

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

FORWARD LOOKING STATEMENTS

All statements contained in the Draft Prospectus that are not statements of historical facts constitute "forward looking statements". All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward looking statements. These forward looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

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

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent;
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters "RISK FACTORS", "BUSINESS OVERVIEW" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS" on page nos. 16, 81 and 119 respectively of this Draft 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.

Forward looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II – SUMMARY OF DRAFT PROSPECTUS

PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as Private Limited, under the Companies Act, 2013 ("Companies Act") in the name and style of "Resourceful Automobile Private Limited" on February 21st, 2018, vide Certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. Later on, company was converted into public limited company, the name of the Company has changed to "Resourceful Automobile Limited" and for the same fresh Certificate of Incorporation dated October 25th, 2023 was issued by the Registrar of Companies, Delhi & Haryana.

Our Promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla laid down the foundation of our company in the year 2018 as a Private Limited in the name of "M/s Resourceful Automobile Private Limited" with a vision to establish itself as a one of the most trusted and reliable company in delivering premium bikes.

The Company is engaged in the business as per Memorandum of Association of the company of buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors.

Its object is also to carry on the business of trading of sale, import, export, distribution, and dealership in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.

For details of our awards please refer to section titled as HISTORY AND CORPORATE STRUCTURE on page 95 of this Draft Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The two-wheeler market in India has expanded significantly, and it now plays a crucial role in the nation's transportation infrastructure. India has seen rapid expansion in the two-wheeler sector, making it one of the biggest in the world. Due to their cost, convenience, and efficiency in crowded metropolitan areas, two-wheelers, particularly motorcycles and scooters, are quite popular. The Indian two-wheeler industry has witnessed a steady increase in and production over the years contributing to this growth include rising disposable incomes, expanding middle-class, improving infrastructure, and increasing urbanization Additionally, the easy availability of financing options has made two-wheelers more accessible to a broader consumer base. In order to meet the diverse demands and tastes of its customers, major local and foreign businesses compete in the Indian two-wheeler industry by offering a variety of models. Intense rivalry on the market drives ongoing product innovation, technical improvements, and aggressive marketing tactics.

[**Source:** https://www.ibef.org/news/according-to-emkay-global-financial-services-festive-season-pushed-growth-in-automobiles-industry-led-by-rural-push-in-2ws-two-wheelers/].

NAME OF PROMOTERS

The Promoters of Our Company are Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla. For detailed information on our Promoters and Promoters' Group, please refer to Chapter titled "OUR PROMOTERS AND PROMOTERS' GROUP" on page no. 14 of this Draft Prospectus.

SIZE OF THE ISSUE

Our Company is proposing the public issue of 10,24,800 equity shares of face value of ₹10/- each of Resourceful Automobile Limited ("RAL" or the "company" or the "issuer") for cash at a price of ₹117/- per equity share including a share premium of ₹107/- per equity share (the "issue price") aggregating to ₹1,199.02 Lakhs ("the issue"), of which 51,600 equity shares of face value of ₹10/- each for cash at a price of ₹117/- per equity share including a share premium of ₹107/- per equity share aggregating to ₹60.37 Lakhs will be reserved for subscription by market maker to the issue (the "Market Maker Reservation Portion"), the issue less the market maker reservation portion i.e. net issue of 9,73,200 equity shares of face value of ₹10/- each at a price of ₹117/- per equity share including a share premium of ₹107/- per equity share aggregating to ₹1,134.02 Lakhs is herein after referred to as the "Net Issue". The issue and the net issue will constitute 38.59% and 36.64% respectively of the post issue paid up equity share capital of our company.

OBJECT OF THE ISSUE

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	1,199.02
Less: Public Issue Related Expenses	65.00
Net Issue Proceeds	1134.02

UTILIZATION OF NET PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

S. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	Expansion of the company by opening of new showrooms in Delhi/ NCR	216.26	18.04%	19.07%
2.	Repayment of Debt	455.90	38.02%	40.20%
3.	To Meet Incremental Working Capital Requirements.	336.00	28.02%	29.63%
4.	General Corporate Purpose	125.86	10.50%	11.10%
Net Issue Proceeds		**1134.02**	-	-

SHAREHOLDING

The shareholding pattern of our Promoters and Promoters' Group before and after the Issue is as under:

S. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
Promoters					
1.	Mr. Rahul Sawhney	12,11,947	74.30	12,11,947	45.63
2.	Mrs. Bindu Sawhney	4,19,188	25.70	4,19,188	15.78
3.	Mrs. Megha Chawla	2	Negligible	2	Negligible
Total – A		**16,31,137**	**100.00**	**16,31,137**	**61.41**
Promoters' Group					
1.	Mr. Rajesh Chawla	2	Negligible	2	Negligible
2.	Mr. Mayank Chawla	2	Negligible	2	Negligible
3.	Ms. Rita Chawla	2	Negligible	2	Negligible
Total-B		**6**	**Negligible**	**6**	**Negligible**
Total Promoters and Promoters' Group (A+B)		**16,31,143**	**100.00**	**16,31,143**	**61.41**
Pre-IPO Public					
1.	Mr. Vishal Mittal	2	Negligible	2	Negligible
Total-C		**2**	**Negligible**	**2**	Negligible
1.	**Initial Public Offer – Public**	**-**	**-**	**10,24,800**	**38.59**
Total-D		**-**	**-**	**10,24,800**	**38.59**
Total Public (C+D)		**-**	**-**	**10,24,802**	**38.59**
Grand Total (A+B+C+D)		**16,31,145**	**100.00**	**26,55,945**	**100.00**

*** Rounded off**

FINANCIAL DETAILS

(Amount in ₹ Lakhs)

S. No.	Particulars	For the period ended 31st October, 2023	For the year ended on 31st March,		
			2023	2022	2021
1.	Share Capital	97.28	97.28	50.00	50.00
2.	Net worth	238.35	163.56	74.78	46.05
3.	Revenue from operations	814.93	1,883.92	1,231.71	1,103.79

4.	Profit After Tax	74.79	41.50	28.73	0.16
5.	Earnings Per Share – Basic	7.69	4.27	5.75	0.03
6.	Earnings Per Share – Diluted	7.69	4.27	5.75	0.03
7.	NAV per Equity Shares	24.50	16.81	14.96	9.21
8.	Total Borrowings (As per Balance Sheet) (Including Current Maturity of Long Term Debt).	811.82	747.77	673.73	269.81

AUDITORS' QUALIFICATIONS

There is no auditor qualification which have not been given effect to in the Restated Financial Statements.

OUTSTANDING LITIGATIONS

There are no pending or any Outstanding Litigation against our Company, Group Companies nor against our Promoters or Directors of the company for more details about our outstanding litigations please refer section titled "OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMNENTS" beginning on page no. 129 of this Draft Prospectus.

RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "RISK FACTORS" beginning on page no. 16 of this Draft Prospectus.

CONTINGENT LIABILITIES

(Amount in ₹ Lakhs)

S. No.	Particulars	For the period ended 31st October, 2023	For the year ended on 31st March,		
			2023	2022	2021
1.	Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security	-	-	-	-
2.	Capital Commitment	-	-	-	-
3.	Income Tax Demand	-	-	-	-
4.	TDS Demands	-	-	-	-
	Total	-	-	-	-

For details about our Contingent Liabilities please refer section titled "RESTATED FINANCIALS STATEMENT" beginning on page no. [●] of this Draft Prospectus:

RELATED PARTY TRANSACTIONS

A. LIST OF RELATED PARTIES AND NATURE OF RELATIONSHIP:

Name of the Party	Relationship
Mr. Rahul Sawhney	Directors
Mrs. Bindu Sawhney	
Mrs. Megha Chawla	
Mr. Rajesh Chawla	Shareholder
Mrs. Rita Chawla	
Mr. Mayank Chawla	

B. TRANSACTION WITH RELATED PARTIES:

(Amount in ₹ Lakhs)

Name of the Party	Nature of Transaction		For the year ended on 31st March,

		For the period ended 31st October, 2023	2023	2022	2021
Mr. Rahul Sahwney	Director	-	4.73	-	-
Mrs. Bindu Sahwney	Director	-	-	-	-
Unsecured Loan Taken From					
Mr. Rahul Sahwney	Director	-	-	-	-
Remuneration to					
Mr. Rahul Sahwney	Director	-	-	-	-
Mrs. Bindu Sahwney	Director	-	-	-	-

For details about our Related Party Transaction please refer section titled "RESTATED FINANCIAL STATEMENTS" beginning on page no. 117 of this Draft Prospectus.

FINANCING ARRANGMENTS

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

COST OF ACQUISTION AND WEIGHTED AVERAGE COST

Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:

S. No.	Name of Promoters	No. of Equity Shares Acquired during last one Year	Weighted Average Price* (in ₹ per equity share)
1.	Mr. Rahul Sawhney	4,89,152	Nil
2.	Mrs. Bindu Sawhney	1,69,188	Nil
3.	Mrs. Megha Chawla	1	Nil

*Weighted Average Price of Promoter is Nil due to Bonus Issue of Equity Shares dated 27th December, 2023. Average Cost of Acquisitions of Shares for Promoters:

S. No.	Name of Promoters	No. of Equity Shares Acquired during last one Year	Average Price* (in ₹ per equity share)
1.	Mr. Rahul Sawhney	4,89,152	Nil
2.	Mrs. Bindu Sawhney	1,69,188	Nil
3.	Mrs. Megha Chawla	1	Nil

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, 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 date of the Draft Prospectus.

PRE-IPO PLACEMENT

Our Company has not allotted any shares under Pre-IPO Placement.

ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Our Company has not issued shares for consideration other than cash during last one year.

SPLIT / CONSOLIDATION

No Split or Consolidation were happened during the last one year.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION III - RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline and prospective investors may lose all or part of their investment. Investors in the Equity Shares should pay particular attention to the fact that we are subject to a legal and regulatory environment that may differ significantly from that of other countries.

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. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections "INDUSTRY OVERVIEW", "BUSINESS OVERVIEW", "RESTATED FINANCIAL STATEMENTS" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" beginning on pages 75, 81, 117 and 119, respectively. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective Investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.

This Draft Prospectus contains forward-looking statements that involve risks, assumptions and uncertainties and reflect our current view with respect to future events and financial performance, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See "Forward-Looking Statements" on page 17. 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 risk factors have been determined on the basis of their materiality. Some events may not be material individually but may be found to be material collectively, some events may have a material impact qualitatively instead of quantitatively and some events may not be material at present but may have material impacts in the future.

MATERIALITY

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

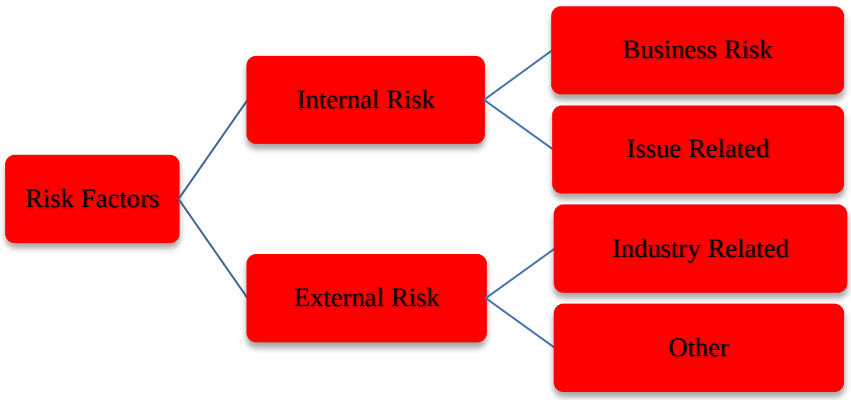
1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

NOTE

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "RISK FACTORS" and elsewhere in this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our Restated Financial Statements prepared in accordance with Indian GAAP.

CLASSIFICATION OF RISK FACTORS



INTERNAL RISK FACTORS

1. **The automotive industry is sensitive to changing economic conditions and various other factors. Any decline in demand for vehicles by individuals or entities may adversely impact our business prospects and results of operations.**

   There are several factors which affect the sales of new and pre-owned vehicles in India which are difficult to predict, including but not limited to the state of the economy, fuel prices, credit availability, interest rates, consumer preferences, the level of personal discretionary spending, unemployment rates, vehicle production levels and capacity, auto emission and fuel economy standards, the rate of inflation, currency exchange rates, tariffs, incentives, intensity of industry competition, product quality, the rise of ride-sharing platforms, improvement in public transport infrastructure, technological innovations, restrictions under environmental laws etc. As a result, the overall demand for our new and pre-owned vehicles may decline, which could adversely affect our business. Further, the rise in demand for electric vehicles and the growth in electric vehicles segment may adversely affect the demand for other passenger and commercial vehicles sold by us. As on date of this Draft Prospectus, m`ost of our OEMs have not started producing electric vehicles to cater to the increasing demand for such vehicles in the market. This may lead to decline in demand for our OEMs resulting in a decrease in demand for our car dealerships. Furthermore, since our sale of new and pre-owned vehicles is closely integrated with our authorised service centres, any decline in demand for new and pre-owned vehicles will also affect demand for our services provided in our authorized service centres. While we have been able to achieve significant growth in our revenue and profits in the last Fiscal, we may not be able to maintain the same level of growth in the coming fiscals.

   Demand for certain types of pre-owned vehicles may suddenly decline due to the introduction of innovative technologies for new vehicles, such as autonomous driving systems or change in laws pertaining to carbon emission by cars and creation of new legal norms such as ban of diesel cars in major cities in India. The pre-owned vehicles procured by us may not offer such innovative features or cater to the change in laws of India. There can be no assurance that our entire pre-owned vehicle inventory will be sold in the future.

   Our vehicle sales, service and spares businesses could also be adversely affected by changes in the automotive Industry driven by new technologies, including autonomous and electric vehicles, and accident-avoidance technology. If new vehicle production exceeds the new vehicle industry selling rate, our new vehicle gross profit per vehicle sold could be adversely impacted by excess supply and any resulting changes in incentive, marketing, and other programs of OEMs.

   Any tightening of the credit markets and credit conditions in India may decrease the availability of automotive loans and adversely impact our new and pre-owned vehicle sales and margins. In particular, if banks and NBFCs apply higher credit standards in respect of loans provided by them generally or in respect of vehicle loans or if there is a decline in the overall availability of credit in the lending market, the ability of consumers to purchase vehicles could be adversely impacted, which could have a material adverse effect on our business and results of operations.

   The imposition of new tariffs, duties, withdrawal of incentive schemes or any increase in prices for vehicles and vehicle components imported into India can adversely impact demand for such vehicles. For instance, the GoI has announced the withdrawal of the faster adoption and manufacturing of electric vehicles II scheme (“FAME II”) from March 2024. FAME II provided subsidies to manufacturers and buyers of electric vehicles and also provided incentives for setting up charging infrastructure for such electric vehicles. Withdrawal of incentives provided under FAME II has led to the increase in prices of certain electric vehicles, including electric three-wheeler and privately registered electric two-wheelers, and has therefore reduced its demand, affecting our sales of electric two-wheeler and three-wheeler vehicles. Further, the Ministry of Road Transport and Highways recently amended the Automotive Industry Standards (AIS) 156 and AIS -038 (Rev 2) norms, a stringent testing and certification standard, to ensure

better safety following reports of several fire related incidents involving electric vehicles, in the summer. The amended AIS156 norms requires certification of certain electric vehicles which has affected the short term sales of such electric vehicles. Any such decline in demand for our electric two wheeler and three wheeler vehicles may have an adverse impact on our business, prospects and results of operation.

2. **We are subject to the significant influence of, and restrictions imposed by our OEMs pursuant to the terms of our dealership agreements that may adversely impact our business, results of operations, financial condition and prospects, including our ability to expand into new territories and acquire additional dealerships.**

   We operate the passenger vehicle dealerships of YAMAHA commercial for the Bikes. Further, we have also entered into dealership agreements for spare parts and accessories distribution with various OEMs. Pursuant to the dealership agreements entered into with the OEMs, we have been authorized as a dealer of such OEMs, on a non-exclusive and non-transferable basis, in identified geographies. Most of the aforesaid dealership agreements have been entered into for fixed periods of time and any renewal is subject to the mutual consent of both parties. There can be no assurance that we will be able to successfully obtain a renewal of such dealership agreements on similar or more favourable terms, as and when necessary, in a timely manner or at all. Additionally, there can be no assurance that the OEMs will not impose any additional onerous restrictions or conditions in the dealership agreements.

   Further, in accordance with the terms of such dealership agreements, the respective OEMs are entitled to unilaterally terminate such dealership agreements without cause by providing written notice ranging from 30 days to 12 months. Furthermore, in certain instances, forthwith, the agreement can be terminated with immediate effect, upon breach of terms of the agreement or upon the occurrence of certain events, including, inter alia, bankruptcy, change in control or ownership without prior intimation to the OEM, failure to honour repayment terms under our loan agreements, conduct of our business not being satisfactory to the relevant OEMs etc.

   Although we have been successful in obtaining renewals for our dealership agreements in the past, there can be no assurance that we may be able to continue to do so in the future. In the event that one or more OEMs are unwilling to renew such agreements or impose terms and conditions at the time of renewal that are less favourable to us than existing terms and conditions, or in the event one or more OEMs exercise their right to unilaterally terminate their dealership agreements, whether upon the occurrence of any of the events described hereinabove or otherwise, or in the event that there are any disputes initiated between us and the OEMs, it may materially and adversely impact our ability to carry on our business operations and also impact our future financial performance.

3. **A large portion of our business revenue is derived from our dealership of Yamaha (Commercial). Any adverse developments in the growth, demand or sales for these OEMs could have an adverse effect on our business, results of operations and financial condition.**

   Our Company's growth is highly dependent on the growth of our OEMs like Yamaha Motors (Commercial). We are subject to concentration risk in the event of any adverse events or financial distress, including bankruptcy, impacting Yamaha Motors (Commercial). Our OEMs are entitled to unilaterally terminate and could attempt to terminate all or certain of their dealership arrangements with us in the event of breach of any of the terms and conditions agreed upon under the dealership agreements. If our OEMs become insolvent or bankrupt we can terminate the dealership agreement with them but we may be unable to collect some or all of the receivables due from such OEM(s).

   Non-renewal or termination or to require adverse material modifications of our dealership agreements with our OEMs or any adverse material modifications made by our OEMs thereto, will have a material and adverse impact on our business prospects and results of operations. Further, these OEMs may be adversely impacted by economic downturns, governmental laws and regulations, import restrictions, significant declines in the sales of their new vehicles, natural disasters, pandemics such as COVID-19, increases in interest rates, decline in their credit ratings, labor strikes, supply shortages or rising raw material costs, rising employee benefit costs, vehicle recall campaigns, product defects, unappealing vehicle designs, adverse publicity that may reduce consumer demand for their vehicles, competition from other OEMs, failure to appropriately adapt to changing customer preferences, poor product mix or other adverse events.

   These and other risks could materially adversely affect the Yamaha Motors (Commercial) and impact their ability to profitably design, market, produce or distribute new vehicles, which in turn could materially adversely affect our business, results of operations and financial condition.

4. **Increasing competition among automotive dealerships through online and offline marketing reduces our profit margins on vehicle sales and related businesses.**

   Automobile selling is a highly competitive business. Our competitors include private and public companies, some of whom may be larger with access to greater financial and marketing resources than us. Our competitors sell the same or similar makes of new and pre-owned vehicles that we offer in our markets at competitive prices.

Further, the internet has become a significant part of the sales process in our industry. Customers are using the internet to compare pricing for vehicles and related finance and insurance services, which may further reduce margins for new and pre-owned vehicles and profits for related finance and insurance services. Our competitors may align themselves with services offered on the internet or invest in the development of their own internet capabilities. Apart from the existing competitors, we also face competition from online portal dealers and other new age disruptive models. Further, our OEMs may seek to directly sell their vehicles through online platforms, thus decreasing their reliance on us, which could materially adversely affect our business, results of operations, financial condition and cash flows. We cannot assure that we will be able to match the online presence that is being offered by our competitors or maintain creativity in our existing online presence.

In addition, our dealership agreements do not grant us the exclusive right to sell vehicles manufactured by the OEMs within a given geographic area. Our revenues or profitability could be materially adversely affected if any of the OEMs award dealerships to others in the same markets where we operate or if existing dealerships increase their market share in our markets. Our OEMs could in certain cases set up their own dealerships in the markets in which we operate. Further, our revenues may also be impacted on account of expansion of dealerships of competing brands of vehicles in the markets in which we operate.

We may also face increasingly significant competition as we strive to gain market share through acquisitions or otherwise. Our operating margins may decline over time as we expand into markets where we do not have a leading position.

5. **Our vehicle sales are impacted by the incentive, marketing, and other programs of the OEMs. Further, any adverse impact on our sales directly impacts our profit margins and adversely affects our financial conditions and results of operations.**

Our OEMs establish various marketing and sales incentive programs from time to time, designed to increase consumer demand for their vehicles, particularly during Indian festivals or periods of excess supply and/or in a flat or declining new or pre-owned vehicle market. These programs impact our operations, particularly our sales margins of new vehicles. Since these programs are often not announced in advance, they can be difficult to plan for when budgeting for inventory. Furthermore, OEMs may modify or discontinue these marketing and incentive programs from time to time depending on various factors which could have a material adverse effect on our results of operations and cash flows. Our business is also dependent on customers' perception of our OEM's brands and marketing campaigns. Any negative public sentiment towards a particular OEM or its marketing campaigns could also have a bearing on our financial condition and results of operations.

6. **We have had certain inaccuracy in relation to regulatory filings to be made with the RoC and our company has made non-compliances of certain provision under applicable law.**

Our Company has in the past not complied with certain provisions of the Companies Act, 2013. For instance, the forms which were filed with Registrar of Companies have some factual discrepancy and errors. we did not follow the prescribed procedures as laid down under the relevant sections of Companies Act but now to overcome the situation our Company has appointed a Whole-Time Company Secretary and Compliance Officer. Although no show because notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be affected.

7. **We may fail to successfully implement our growth strategy, which includes acquiring existing dealerships, diversifying our portfolio and penetrating deeper into existing geographic locations which may adversely affect our financial condition and results of operations.**

In order to continuously grow our operations, we need to increase our penetration by partnering with new OEMs, expand our existing dealerships by opening new showrooms, sales outlets and service centres or acquire existing dealerships and integrating them into our business which is dependent on a multitude of factors including our ability to identify suitable locations or suitable businesses to acquire, receipt of consent from the OEMs, limitation on our capital resources etc. Our ability to partner with different brands of OEMs may also depend on certain additional factors such as overall product mix, customer preferences, brand value etc.

In determining whether to approve an acquisition or set up a new showroom, the OEMs may consider many factors, including our financial condition, ownership structure, the number of dealerships currently operated by us and our performance in such dealerships, frequency of acquisitions, ownership of dealerships in adjoining markets, percentage of market share that may be controlled by our dealerships etc. Further, in determining whether to approve any proposal for us to partner with different brands of OEMs, our existing OEMs may evaluate factors such as competition, geographical considerations, financial performance etc. Obtaining consent of the OEMs may also take

a considerable amount of time. We cannot assure you that the OEMs will approve future acquisitions or expansions in a timely manner or at all.

Further, we may not be able to complete future acquisitions at acceptable costs and terms or identify suitable brands or dealerships. In addition, increased competition in the future for acquisition targets could result in fewer acquisition opportunities for us and higher acquisition prices. Further, we may also face additional risks encountered with growth through acquisitions. These risks include, without limitation:

- failing to assimilate the operations and personnel of acquired dealerships;
- straining our existing systems, procedures, structures and personnel;
- failing to achieve predicted sales levels;
- incurring significantly higher capital expenditures and operating expenses, which could substantially limit our operating or financial flexibility;
- entering new, unfamiliar markets; • encountering undiscovered liabilities and operational difficulties at acquired dealerships;
- disrupting our ongoing business;
- diverting our management resources;
- failing to maintain uniform standards, controls and policies;
- impairing relationships with employees, OEMs and customers;
- incurring increased expenses for accounting and computer systems, as well as integration difficulties;
- incorrectly valuing entities to be acquired; and
- incurring additional facility renovation costs or other expenses required by the OEM.

Although we conduct what we believe to be a prudent level of investigation, an unavoidable level of risk remains regarding the actual operating condition of acquired dealerships and we may not have an accurate understanding of each acquired dealership's financial condition and performance. However, in the event that the dealerships that we acquire do not have financial statements, we may not have an accurate understanding of the historical financial condition and performance of our acquired businesses. Until we assume control of the business, we may not be able to ascertain the actual value or understand the potential liabilities of the acquired businesses and their earnings potential. These risks may not be adequately mitigated by the indemnification obligations that we may have negotiated with sellers. Further, limitations on our capital resources would restrict our ability to complete new acquisitions or could limit our operating or financial flexibility.

8. We may be subject to labour unrest, slowdowns and increased wage costs. Increase in any such cost could impact our profitability which may adversely affect our business and results of operations.

As of December 28, 2023, we operate through our network of 2 showrooms and are subject to stringent labour legislations to protect the interests of workers. While our employees are not unionized currently, there is no assurance that our employees will not seek unionization in the future. In the event that employees at our showrooms, stores or service centres seek to unionize, it may become difficult for us to maintain flexible labour policies and may increase our costs and adversely affect our business. Any strikes or lock-outs, work stoppages, slowdowns, shutdowns, supply interruptions or costs or other factors beyond our control, may disrupt our operations and could negatively impact our financial performance or financial condition. Although in past we have not face such unrest, slowdowns.

9. The premises of our Registered Office and unit in Delhi are not owned by us. If the owners of premises do not renew the lease agreement, our business operation may suffer disruption.

We do not own the premises on which we have our registered office and our unit at Delhi and operate from leased premises. The lease agreements for facilities are renewable on mutual consent upon payment of such rates as stated in these agreements. If the owners of the premises do not renew the agreements under which we occupy the premises or renew such agreements on terms and conditions that are unfavorable to us, we may suffer a disruption in our operations which could have an adverse effect on our business and results of operations. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favorable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For details of please refer section "BUSINESS OVERVIEW" section on page no. 81 of this Draft Prospectus.

10. Our inability or failure to maintain optimum inventory levels or any theft of inventory may adversely affect our business, results of operations and financial condition.

We sell multiple models of vehicles through each of our dealerships and also service new passenger and commercial vehicles through our service centers. Additionally, we sell spare parts and accessories of vehicles through our

distributorship channel. For undertaking the above activities, we are required to have strong inventory management in place. We strive to keep optimum inventory at our showrooms, service centers, retail outlets and warehouses to control our costs and working capital requirements. We are also required to accurately predict the market demand for each of the vehicle models that we sell as well as for the levels of inventory including oils, paints and lubricants that we utilize at our service centers and retail outlets. Our inability or failure to maintain adequate inventory levels may affect our quality of service, relationships with the OEM and our business reputation. Conversely, an inaccurate forecast may result in an over-supply or shortage of products, which may lead to increase inventory costs, negatively impact cash flow and ultimately lead to reduction in margins. Further, even though we have obtained insurance, any inability on our part to prevent theft of inventory, or any illegal use/misuse of the inventory can have an adverse impact on our operations. For further details, see Section "BUSINESS OVERVIEW" on page no. 81 of this Draft Prospectus. Our insurance coverage may not be adequate to protect us against all potential losses, which may have a material adverse effect on our business.

11. Our operations are subject to various governmental laws and regulations and certain state specific notifications and guidelines. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

The automotive retail industry, including our facilities and operations, are subject to certain state specific guidelines and notifications pertaining to display of number plates, road transport office rules and various other laws and regulations, including those relating to new and pre-owned motor vehicle sales, finance and insurance, consumer protection, consumer privacy, environment, vehicle emissions and fuel economy, health and safety, and employment practices. For details, see "KEY INDUSTRY REGULATIONS" beginning on page 89 of this Draft Prospectus. We currently devote significant resources to comply with applicable laws and regulations and we may need to spend additional time, effort, and money to keep our operations and existing or acquired facilities in compliance therewith. Further, the approvals that we obtain may stipulate certain conditions requiring our compliance. If we fail to abide by the conditions mentioned in our existing approvals, so such approvals are withdrawn, or we fail to obtain any of the approvals or licenses required for our operations, or renewals thereof, in a timely manner, or non-compliance with applicable laws and regulations could result in imposition of fines and penalties which could adversely impact our business, results of operations and financial condition. For further details, please see the section entitled "GOVERNMENT AND OTHER APPROVALS" beginning on page 129 of this Draft Prospectus.

Further, OEMs are subject to government-mandated fuel economy and greenhouse gas, or GHG, emission standards, which continue to change and become more stringent over time. New vehicles in India are currently required to be Bharat Emission Stage VI compliant. These and other laws and regulations could materially adversely affect the ability of OEMs to produce, and our ability to sell vehicles in demand by consumers at affordable prices, which could materially adversely impact our business, results of operations and financial condition.

12. Our total portion of our business operations are concentrated in the states of Delhi and any adverse developments in these states could have an adverse effect on our business, results of operations and financial condition.

Our Company's 100% of the total revenue is concentrated and derived from dealership operations in the state of Delhi. The concentration of all of our operations in Delhi heightens our exposure to adverse developments related to regulation, as well as economic, demographic and other changes in the state. In the event of a slowdown in the economic activity in the state, or any other developments including natural disasters, political unrest, disruption or sustained economic downturn, we may experience an adverse impact on our business, results of operations and financial condition, which are largely dependent on the performance and other prevailing conditions affecting the economies of the state. Furthermore, the states of Delhi have experienced social and civil unrest in the past and such tensions could lead to political or economic instability and a possible adverse effect on our business, results of operations and financial condition. There can be no assurance that such situations will not recur or be more intense than in the past.

13. A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.

Our business is dependent upon the efficient operation of our information systems. We rely on our information systems to manage, among other things, our sales, inventory, and service efforts, including through our digital channels, and customer information, as well as to prepare our financial and operating data. The failure of our information systems to perform as designed or the failure to maintain and enhance or protect the integrity of these systems could disrupt our business operations, impact sales and results of operations, expose us to customer or third party claims, or result in adverse publicity, however, there have been no such instances in the past of this nature. Additionally, we collect, process, and retain sensitive and confidential customer information in the normal course of our business. Despite the security measures we have in place and any additional measures we may implement in the

future, our facilities and systems, and those of our third-party service providers, could experience security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism or other events.

Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could damage our reputation, expose us to the risks of litigation and liability, disrupt our business or otherwise affect our results of operations.

With the enactment of the Digital Personal Data Protection Act, 2023 ("DPDP Act"), the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential compliance requirements and penalties. The DPDP Act provides for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto. The DPDP Act defines data principal as individuals to whom the personal data relates and data fiduciary as people determining the purpose and means of processing personal data. By virtue of the DPDP Act, all data fiduciaries are required to obtain free, informed and unconditional consent from individuals before processing their data.

As part of our operations, we are required to comply with the IT Act and the rules thereof, which provides for civil and criminal liability including compensation to persons affected, penalties and imprisonment for various cyber related offenses, including unauthorized disclosure of confidential information and failure to protect sensitive personal data. India has already implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 and the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 as amended, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information.

14. We may be required to make significant capital investments to our existing showrooms, sales outlets, service centers and other premises, the cost of which we may be unable to recoup.

In order to maintain the look and feel in terms of branding and to keep up with requirements of our OEMs, we are required to make significant capital improvements to our existing showrooms, sales outlets, service centers and other premises. This includes carrying out regular repairs and maintenance, replacement of furniture and adopting new interiors in line with the OEM requirements. We may also be required to invest in additional power supply infrastructure at our locations. We cannot assure you that we will be able to obtain such approvals, in a timely manner or at all, and this may have an adverse effect on our business, financial condition and results of operations. We cannot assure you that investments made in upgrading or refurbishments in our showrooms, sales outlets, service stations and other premises or further capital expenditure in newer locations or power infrastructure will result in maintaining or increasing our customer base or sales, resulting in increased profits. This may in turn have an adverse effect on our business, financial condition and results of operations.

15. Our Company is using logo it's Logo, which is not registered with the Trade Mark Authority and our Company has also made an application for registration of its trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

The current status of the application for registration of trademark is as follows:

S. No.	Logo	Authority GrantingApproval	Applicable Laws	Nature of Approvals	Application No. & Date	Current Status
1.	Sawhney Automobile	Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	9787749 and 28th December, 2023	Under Process
2.	Word Mark	Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	9787885 and 28th December, 2023	Under Process

The registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending application would be granted registration or if granted registration, will not be invalidated or circumvented. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

16. **Our vehicles and commercial vehicles sale is subject to seasonality, which may contribute to fluctuations in our results of operations and financial condition.**

Sale of bikes and commercial vehicles is subject to seasonality as we typically see a dip in sales during the first quarter of each financial year. Our sales are considerably higher during the second and third quarter of the year due to the festival season like Diwali, Navratri, Dussehra etc. Accordingly, our results of operations in one quarter may not accurately reflect the trends for the entire financial year and may not be comparable with our results of operations for other quarters.

17. **Fraud or misconduct by our employees could adversely affect our reputation, business, results of operations and financial condition.**

Our business is susceptible to acts of fraud committed by our employees. Fraudulent and unauthorised conduct by our employees could also include binding us to transactions that exceed authorised limits or present unacceptable risks or concealing unauthorised or unlawful activities from us. Employee's misconduct could also involve inter alia misappropriation of funds, cheating our customers, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. In the past, we have been subject to act of fraud, cheating and misappropriation. For details in relation to criminal cases filed by us, see "OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS" section on page no. __ of this Draft Prospectus. Any instances of such fraud or misconduct could adversely affect our reputation, business, results of operations and financial condition.

18. **Any termination of existing dealership or closure of our showrooms, retail outlets and service centres, may have an adverse impact on our revenue and result of operations.**

We have in the past not terminated any dealership owing to market conditions. But there may be instances, our facilities may require to be closed down on account of the COVID-19 induced lock-down restrictions imposed by State Governments in the jurisdictions in which we operate. Such opposition or circumstances may be beyond our control. Permanent or temporary closure of a large number of our showrooms, sales outlets or service centres for prolonged periods of time or termination of dealerships in the future may result in a reduction of revenue and materially affect our business and results of our operations.

19. **We have availed unsecured and secured loans from banks and other financial institutions, which may be recalled on demand thereby impacting our liquidity, and financial position.**

We have availed unsecured and secured loans aggregating ₹ 811.82 Lakhs as of October 31st, 2023. These loans may be recalled by the relevant lender at any time. In such cases, we may be required to repay the entirety of these loans together with accrued interest. We may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favorable to it. Failure to repay loans in a timely manner may have a material adverse effect on our business, results of operation financial condition and cash flow. For further details of our loans, please see "RESTATED FINANCIAL STATEMENTS" on page no. 117 of this Draft Prospectus.

20. **Our business is capital intensive. Difficult conditions in the global as well as Indian capital markets and economy generally may cause us to experience limited availability of funds, which may adversely affect our business and results of operations. We cannot assure you that we will be able to raise sufficient financing on acceptable terms, or at all.**

Our business is capital intensive, requiring substantial capital to maintain our inventory, showrooms and service centers. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. There may be limited availability of financing due to market disruptions, 40 volatile financial market conditions and restrictive regulations. Further, additional debt financing, if available, could increase our interest cost and require us to comply with additional restrictive covenants in our financing agreements. Our ability to obtain additional financing on favourable commercial terms, if at all, will depend on a number of factors, including our results of operations and cash flows; the amount and terms of our existing indebtedness; general market conditions in India; and general condition of the global and Indian debt and equity markets. In addition, changes in the global and Indian credit and financial markets may affect the availability of credit to our customers and decrease in demand for our development.

21. **We have entered into, and will continue to enter into, related party transactions in future, which may potentially involve conflicts of interest**.

In the ordinary course of our business, we have entered into, and will continue to enter into, transactions with related parties. We have entered into certain transactions with related parties, including with respect to the payment of remuneration of certain of our Directors and our Key Managerial Personnel, receipt and repayment of loans obtained from our Promoters and purchase, payment of rent to our Promoters etc. While we believe that all such related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis, we cannot assure you that we could not have achieved more favorable terms had such arrangements not been entered into with related parties. Further, we cannot assure you that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and prospects. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. For further details regarding our related party transactions, see the section "RESTATED FINANCIAL STATEMENTS" as disclosed on page no. 117 of this Draft Prospects.

22. **Our insurance coverage may not be adequate to protect us against all potential losses, which may have a material adverse effect on our business, financial condition and results of operations.**

The total amount of our insurance coverage was ₹ 807.00 Lakhs. Our policies are subject to standard limitations, including with respect to the maximum amount that can be claimed.

For example, in the case of business interruption, limitations apply with respect to the length of the interruption covered and the maximum amount that can be claimed. Therefore, our insurance policies might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. Further, several of our insurance policies exclude the insurer's liability in relation to loss or damage arising directly or indirectly from any communicable disease or pandemic.

The clause expressly clarifies that 'communicable disease' would include Covid-19 and any variation or mutation thereof. Thus, any loss arising in connection with a communicable disease or pandemic would be excluded from our insurance cover, which may have a material adverse effect on our business, financial condition and results of operations.

23. **Our Promoters will continue to hold a significant equity stake in our Company after the Offer and their interests may differ from those of the other shareholders.**

Upon completion of the Offer, our Promoters will hold 61.41% of our paid-up Equity Share capital. For details, see "CAPITAL STRUCTURE" on page no. __ of this Draft Prospectus. Our Promoters will therefore have the ability to influence our operations significantly. This will include the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings including issue of Equity Shares, payment of dividends, determining business plans and mergers and acquisitions strategies. Further, if, in the future, our Promoters are unwilling to dilute their equity stake in our Company and do not, or are unable to, fund us, our growth may be affected. In addition, the trading price of the Equity Shares could be materially adversely affected if potential new investors are disinclined to invest in us because they perceive disadvantages to a large shareholding being concentrated in the hands of our Promoters.

EXTERNAL RISKS

1. **Any downturn in the macroeconomic environment in India and globally would adversely affect our business, financial condition, results of operations and cash flows.**

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Therefore, any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows. The Indian economy could be adversely affected by various factors, such as the impact of pandemics, epidemics, political and regulatory changes, including adverse changes in the Government's liberalisation policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, volatility in interest rates, volatility in commodity and energy prices, a loss of investor confidence in other emerging market economies and any worldwide financial instability. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and thereby adversely affect our business, financial condition, results of operations and cash flows.

2. **The occurrence of natural disasters and man-made disasters could adversely affect our business, financial condition results of operations and cash flows. In addition, terrorist attacks and other acts of violence or war as well as civil unrest or rioting in India could create a perception that investment in Indian companies involves a higher degree of risk, thereby adversely affecting the market price of the Equity Shares.**

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemics (such as COVID-19) and epidemics, and man-made disasters, including acts of terrorism, other acts of violence and war, could adversely affect our business, financial condition, results of operations and cash flows. In addition, terrorist attacks and other acts of violence or war as well as civil unrest or rioting in India could create a perception that investment in Indian companies involves a higher degree of risk, thereby adversely affecting the market price of the Equity Shares.

3. **Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations across the multiple states we operate in, could have a material adverse effect on our business, financial condition, results of operations and cash flows.**

In India, our business is governed by various laws and regulations including, amongst others, the Batteries (Management and Handling) Rules, 2001, the Legal Metrology Act, 2009, the Sale of Goods Act, 1930, Motor Vehicles Act, 1988, Central Motor Vehicles Rules, 1989, as amended from time to time, and various laws relating to employment. For details, see "Key Regulations and Policies" on page 188. Any failure or alleged failure to comply with the applicable laws, regulations or requirements could subject us to inspection, enforcement actions and penalties imposed by authorities.

Our business could be adversely affected by any change in laws, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

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

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

4. **Regulation of greenhouse gas emissions and climate change issues may adversely affect our operations.**

Many governments are moving to enact climate change legislation and treaties at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to emission levels and energy efficiency are generally becoming more stringent. Some of the costs associated with meeting more stringent regulations can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, meeting more stringent regulations is anticipated to result in increased costs, and this may have a material adverse impact on our financial condition and results of operations. Further, India and many other nations are signatories to international agreements related to climate change including the 1992 United Nations Framework Convention on Climate Change, which is intended to limit or capture emissions of greenhouse gas, such as carbon dioxide and the 2016 Paris Agreement, which extended the potentially binding set of emissions targets to all nations. Our compliance with any new environmental laws or regulations, particularly relating to greenhouse gas emissions, may require significant capital expenditure or result in the incurrence of fees and other penalties in the event of non-compliance. We cannot guarantee that future legislative, regulatory, international law, industry, trade or other developments will not negatively impact our operations and the demand for the products we sell. If any of the foregoing were to occur, our business, financial condition and results of operations may be adversely affected.

5. **If inflation rises in India, increased costs may result in a decline in profits.**

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages, raw materials and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

6. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.

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

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations ("Combination Regulations") under the Competition Act with effect from June 1, 2011. The Combination Regulations require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India. Additionally, on May 11, 2011, the Competition Commission of India issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

The Government of India has also passed the Competition (Amendment) Act, 2023 on April 11, 2023, which has made several amendments to the Competition Act. These amendments include the introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information. Such amendment to the Competition Act result in additional costs for compliance, which in turn may adversely affect our business, results of operations, cash flows and prospects.

7. Our business is substantially affected by prevailing economic, political and other conditions.

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;

- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

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

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS

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

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter "OBJECTS OF THE ISSUE" beginning on page no. 58 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

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

With the increased scrutiny of the affairs of a public-listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange which requires us to file unaudited financial results on a half-yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

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

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

11. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchange, we are required to refund all the monies collected to investors.

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

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

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

Under current Indian tax laws and regulations, 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 will be subject to capital gains tax in India and also would also be subject to Securities Transaction Tax ("STT"). STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

For more details, please refer to "STATEMENT OF POSSIBLE TAX BENEFITS" beginning on page no. 72 of this Draft Prospectus.

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

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

15. Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend upon a variety of factors such as future earnings, financial condition, cash flows, working capital requirements, and restrictive covenants in our financing arrangements.

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

SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	Details
Equity Shares Offered	10,24,800 Equity Shares of ₹10/- each at an Issue Price of ₹117/- each aggregating to ₹1,199.02 Lakhs.
Of which:	
Reserved for Market Makers	51,600 Equity Shares of ₹10/- each at an Issue Price of ₹117/- each aggregating to ₹60.37 Lakhs.
Net Issue to the Public*	9,73,200 Equity Shares of ₹10/- each at an Issue Price of ₹117/- each aggregating to ₹1,138.64 Lakhs.
Of which	
Retail Portion	4,98,000 Equity Shares of ₹10/- each at an Issue Price of ₹117/- each aggregating to ₹582.66 Lakhs.
Non-Retail Portion	4,75,200 Equity Shares of ₹10/- each at an Issue Price of ₹117/- each aggregating to ₹555.98 Lakhs.
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	16,31,145 Equity Shares of ₹10/- each.
Equity Shares outstanding after the Issue	26,55,945 Equity Shares of ₹10/- each.
Use of Proceeds	For details please refer chapter titled "OBJECTS OF THE ISSUE" beginning on Page no. 58 of this Draft Prospectus for information on use of Issue Proceeds.

** Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:*

a) minimum fifty per cent. to retail individual investors; and
b) remaining to:
  i) individual applicants other than retail individual investors; and
  ii) *other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for.*

Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. In case of joint Applications, the Application Form should contain only the name of the first applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB shall be authorized to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Retail Individual Bidders must ensure that the Bid Amount, does not exceed ₹2,00,000. Retail Individual Bidders should note that while filling the "SCSB/Payment Details" block in the Application Form, Retail Individual Bidders must mention the Bid Amount.

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

NOTES

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 27th, 2023 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the EGM held on December 28th, 2023.

SUMMARY OF FINANCIAL STATEMENTS

Restated Balance Sheet

(Rs. in Lakhs)

Particular				As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I	**EQUITY AND LIABILITIES**						
	1	**Shareholder's Fund**					
		a)	Share Capital	97.28	97.28	50.00	50.00
		b)	Reserve and Surplus	141.07	66.27	24.78	-3.95
		c)	Money received against share warrants				
	2	**Non-Current Liabilities**					
		a)	Long term borrowings	781.76	668.20	524.23	118.37
		b)	Deferred tax liabilities (Net)	-	-	-	-
		c)	Other long term liabilities	-	-	-	-
		d)	Long term provisions	-	-	-	-
	3	**Current Liabilities**					
		a)	Short Term Borrowings	30.06	79.57	149.50	151.45
		b)	Trade Payable				
			(A) total outstanding dues of micro enterprises and small enterprises; and	-	-	-	-
			(B) total outstanding dues of creditors other than micro enterprises and small enterprises."	94.19	41.74	109.84	41.25
		c)	Other current liabilities	16.04	28.67	139.96	68.68
		d)	Short term Provisions	32.41	18.76	10.26	3.67
			Total	**1192.81**	**1000.49**	**1008.58**	**429.46**
II	**ASSETS**						
	1	**Non-Current Assets**					
		a)	Property, plant and equipment	31.48	35.51	40.43	43.65
		b)	Intangible assets	-	-	-	-
		c)	Capital work in progress	-	-	-	-
		d)	Intangible assets under development	-	-	-	-
		e)	Non-current investments				
		f)	Deferred tax assets (net)	7.53	6.73	6.51	5.09
		g)	Long term loans and advances	-	-	-	-
		h)	Other non current assets				
	2	**Current Assets**					
		a)	Current investments				
		b)	Inventories	709.92	512.21	415.50	166.25
		c)	Trade Receivables	9.00	8.60	134.77	14.86
		d)	Cash and cash equivalents	19.88	20.59	7.46	69.65
		e)	Short-term loans & advances	286.89	272.57	196.61	115.45
		f)	Other current assets	128.11	144.28	207.30	14.51
			Total	**1192.81**	**1000.49**	**1008.58**	**429.46**

Restated Profit and Loss Account (Rs. in Lakhs)

Particular			For the Seven month ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
I	Revenue From Operations		814.93	1883.92	1231.71	1103.79
II	Other Income		36.54	54.34	18.39	23.47
III	**Total Revenue (I + II)**		**851.47**	**1938.26**	**1250.10**	**1127.26**
IV	**Expenses**					
	Purchase of Stock in Trade		822.59	1696.04	1275.19	1041.58
	Changes in Inventory		-197.71	-96.71	-249.25	-71.47
	Employee Benefits Expense		8.54	33.37	45.87	50.77
	Finance Cost		45.44	73.83	39.51	14.69
	Depreciation and amortization Expense		4.04	14.05	12.52	20.66
	Other Expenses		68.33	157.79	87.65	70.23
	Total Expenses		**751.23**	**1878.37**	**1211.49**	**1126.44**
V	**Profit before exceptional and extraordinary items and tax**		**100.24**	**59.89**	**38.61**	**0.82**
	Exceptional and Extraordinary items		-	-		
	Profit before tax		**100.24**	**59.89**	**38.61**	**0.82**
IX	Tax expense					
	a)	Current Tax	26.25	18.61	11.30	3.67
	b)	Deferred tax	-0.80	-0.22	-1.42	-3.01
	Profit (Loss) for the period from continuing operations		**74.79**	**41.50**	**28.73**	**0.16**
X	Profit (Loss) for the period (XI + XIV)		**74.79**	**41.50**	**28.73**	**0.16**
	Basic & Diluted EPS of Face Value of Rs.10 each (In Rupees)		7.69	4.27	5.75	0.03

Restated Cash Flow Statement **(Rs in Lakhs)**

Particulars	For the period ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
I Cash flow from Operating Activities				
Net Profit before tax	100.24	59.89	38.61	0.82
Adjustments for :				
Depreciation & Amortization Exp.	4.04	14.05	12.52	20.66
Interest Expense	45.44	73.83	39.51	14.69
Operating profit before working capital changes	**149.72**	**147.77**	**90.64**	**36.17**
Movements in working capital :				
(Increase)/ Decrease in trade receivables	-0.41	126.17	-119.91	11.85
(Increase)/ Decrease in Inventories	-197.71	-96.71	-249.25	-71.49
(Increase)/ Decrease in loans & advances	-14.31	-75.95	-81.18	23.33
(Increase)/ Decrease in other current asset	16.17	63.00	-192.77	16.53
Increase/ (Decrease) in other current liability	-12.64	-111.29	71.29	45.56
Increase/ (Decrease) in trade payable	52.45	-68.10	68.59	-6.94
Increase/ (Decrease) in short term provisions	13.66	8.50	6.59	3.03
Increase/ (Decrease) in long term provisions	0.00	0.00	0.00	0.00
(Increase)/ Decrease in other non current asset	0.00	0.00	0.00	0.00
Increase/ (Decrease) in non current liability	0.00	0.00	0.00	0.00
Cash generated from operations	**6.92**	**-6.60**	**-406.04**	**58.02**
Net income tax paid	26.25	18.61	11.30	3.67
Net Cash Flow from Operating Activities (A)	**-19.33**	**-25.21**	**417.31**	**54.35**
II Cash flow from investing Activities				
Purchase of property, plant and equipment (net)	-0.01	-9.14	-9.29	-18.17
(Investment in) / Withdrawal from Deposits with banks (net)	0.00	0.00	0.00	0.00
Interest Received	0.00	47.28	0.00	0.00
Issue of Equity Shares	0.00	0.00	0.00	0.00
Net cash used for investing activities	**-0.01**	**38.14**	**-9.29**	**-18.17**
III Cash Flow from Financing Activities				
Proceeds from long term borrowings (Net)	64.07	74.02	403.93	32.25
Dividend Paid	0.00	0.00	0.00	0.00
Interest paid	-45.44	-73.83	-39.51	-14.69
Net Cash Flow from Financing Activities (C)	**18.63**	**0.19**	**364.42**	**17.56**
IV Net Increase /(Decrease) in cash and cash equivalents (A+B+C)	**-0.71**	**13.13**	**-62.19**	**53.75**
Cash and cash equivalents at the beginning of the year	20.59	7.46	69.65	15.90
Cash and cash equivalents at the end of the year	**19.88**	**20.59**	**7.46**	**69.65**

SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as "Resourceful Automobile Private Limited" on February 21st, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. Later on, company was converted into public limited company, the name of our Company was changed to "Resourceful Automobile Limited" and fresh Certificate of Incorporation dated October 25th, 2023 was issued by the Registrar of Companies Delhi & Haryana. For details of Conversion of Company, please refer to section titled "HISTORY AND CORPORATE STRUCTURE" beginning on page no. 95 of this Draft Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
Name of Issuer	Resourceful Automobile Limited.			
Registered Office	K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi - 110059; **Telephone No.:** +91 9773784969; **Website:** www.sawhneyauto.com; **E-Mail:** info@sawhneyauto.com; **Contact Person:** Mrs. Neha Rani			
Date of Incorporation	February 21st, 2018.			
Company Identification Number	U50401DL2018PLC329756.			
Company Registration Number	329756.			
Company Category	Company Limited by Shares.			
Registrar of Company	ROC-Delhi & Haryana.			
Address of the RoC	Registrar Of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019. **Phone:** 011-26235703, 26235708; Fax No.: 011-26235702; **Email id:** roc.delhi@mca.gov.in.			
Company Secretary and Compliance Officer	Mrs. Neha Rani; **Membership No.:** ACS61898; K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi - 110059; **Phone:** +91 – 9773784969; **Email id:** cs@sawhneyauto.com; **Website:** www.sawhneyauto.com.			
Designated Stock Exchange	SME Platform of BSE Limited; **Address:** 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.			
Issue Programme	**Issue Opens On:**	[●]	**Issue Closes On:**	[●]

Note:

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository's beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, UPI ID (in case of RII's if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of 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 Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

S. No.	Name of Directors	Designation	Address	DIN
1.	Mr. Rahul Sawhney	Chairman and Managing Director	E-25, Villa –A, Rajouri Garden, Rajouri Market, Tagore Garden, West Delhi, Delhi, - 110027.	07635427
2.	Mrs. Bindu Sawhney	Non-Executive Director	E-25, Villa –A, Rajouri Garden, Rajouri Market, Tagore Garden, West Delhi, Delhi, - 110027.	08060807
3.	Mrs. Megha Chawla	Executive Director	H. No.-4, Road No.-20, East Punjabi Bagh, Punjab Bagh S. O., West Delhi, Delhi -110026.	09473673
4.	Mrs. Manju Verma	Independent Director	House No. 1634, Jawahar Colony, Faridabad Sector-22, Faridabad, Haryana – 121005.	10438187
5.	Mr. Dinesh Dilip Durgani	Independent Director	Flat No. 9, Anand Bhavan, A-Wing SVP Road, Opposite Bhagwati Hospital, Borivali West, Mumbai – 400103.	10438389

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled "OUR MANAGEMENT" beginning on Page no. 99 of this Draft Prospectus.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
SWASTIKA INVESTMART LIMITED **SEBI Registration Number:** INM000012102 **Registered Office:** Flat No.18, 2nd Floor, North Wing, Madhaveshwar Co-op- Hsg Society Ltd, Madhav Nagar,11/12, S. V. Road, Andheri W, Mumbai– 400058 (Maharashtra); **Merchant Banking Division:** 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001. **Telephone Number:** +91-22-26254568-69 / 0731-6644244; **Email Id:** merchantbanking@swastika.co.in, **Investors Grievance Id:** mb.investorgrievance@swastika.co.in; **Website:** www.swastika.co.in; **Contact Person:** Mr. Mohit R. Goyal **CIN:** L65910MH1992PLC067052	**CAMEO CORPORATE SERVICES LIMITED;** **SEBI Registration Number:** INR000003753; **Address:** "Subramanian Building", #1, Club House Road, Chennai - 600 002, India; **Tel. Number:** +91-44-40020700, 28460390; **Email Id:** ipo@cameoindia.com; **Investors Grievance Id:** investor@cameoindia.com; **Website:** www.cameoindia.com; **Contact Person:** Mr. R.D. Ramasamy; **CIN:** U67120TN1998PLC041613.
STATUTORY AND PEER REVIEW AUDITORS OF THE COMPANY*	**LEGAL ADVISOR TO THE COMPANY**
M/s. SGNA & CO., CHARTERED ACCOUNTANT; **Address:** 208, Arunachal Building, 19, Barakhamba Rd, Connaught Place, New Delhi, Delhi - 110001; **Phone:** +91 742832 6262; **Email:** niitesh@sgna.co.in, info@sgna.co.in; **Contact Person:** Mr. Niitesh N Agrawal; **Membership No:** 527125; **F.R.N.:** 017007N; **Website:** NA. **Peer Review Certificate No**: 015270.	**BIZ CHANCELLOR;** **Address:** 57A, Om Vihar Phase –III Uttam Nagar, Delhi - 110059; **Tel No.:** +91 88820 17384; **Email:** adv.parvindra@gmail.com; **Contact Person:** Mr. Parvindra Nautiyal; **Website:** NA.
ADVISOR TO COMPANY	**BANKERS TO THE COMPANY**
BIZZLAB (INDIA) PRIVATE LIMITED; **CIN:** U74999DL2022PTC408204; **Address:** 1111A, Indraprakash Building, Barakhamba Road, New Delhi – 110001; **Phone No.:** +91-11 40512625 / +91-9990061143; **E-mail Id:** info@bizzlab.in; **Website:** www.bizzlab.in; **Contact Person:** Mr. Sam Patel / Mr. Shakeel Latif Khan.	HDFC BANK LIMITED; **Address:** Ground Floor, K-1, Dwarka Main Road, Rajapuri, New Delhi; **Phone No.:** +91 – 99716 43526; **E-Mail Id:** vikas.duevedi@hdfcbank.com; **Website:** www.hdfcbank.com; **Contact Person:** Mr. Vikas Duevedi.
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	
[●]	

*SGNA & Co., Chartered Accountant, hold a valid peer review certificate dated 30th April, 2026 issued by The Institute

of Chartered Accountants of India.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on www.sebi.gov.in/pmd/scsb.pdf For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

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

BROKERS TO THE ISSUE

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

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

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

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Swastika Investmart Limited is only Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

IPO GRADING

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

FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THEM BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Draft Prospectus is being filed with SEBI. However, SEBI does not issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI.

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

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

CHANGES IN AUDITORS

Except as stated below, there has been no Change in the Auditors of our Company during the last three years:

Name of Auditor	Appointment /Resignation	Date of Appointment / Resignation	Reason
M/s Jain Rajeev and Associates, Chartered Accountant; **Address:** Shop No. 1, 1st Floor, Opp. Allahabad Bank, Railway Road, Modinagar, Uttar Pradesh – 201204; **Phone:** +91 92104 89717; **Email:** corporateconsultantlaw@gmail.com; **Contact Person:** Mr. Rajeev Jain; **Membership No:** 097354; **FRN:** 027521N; **Peer Review No.:** NA.	Appointment	01st July, 2023	Appointment as the statutory auditor from 01st July, 2023 till ensuing Annual General Meeting.
M/s. SGNA & Co., Chartered Accountant; **Address:** 208, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi, Delhi 110001; **Phone:** +91742832626**;** **Email:** niitesh@sgna.co.in, info@sgna.co.in; **Contact Person:** Mr. Niitesh Agrawal; **Membership No:** 527125; **FRN:** 017007N; **Peer Review No.:** 015270.	Appointment	30th September, 2023	Appointment as the statutory auditor from 30th September, 2023 till 30th September, 2028.

TRUSTEES

As this is an issue of Equity Shares, the appointment of Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

However, Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet (s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Prospectus.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being

offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	100.00

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges – Noted for Compliance.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

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

[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

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

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE (BSE SME) and SEBI from time to time

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

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

5. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 51,600 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 51,600 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.

6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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 / BSE from time to time.

SECTION VI – CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Prospectus, is set forth below:

(₹ in Lakh except per share amount)

S. No.	Particulars	Aggregate Nominal Value	Aggregate value at issue price
1.	**AUTHORIZED SHARE CAPITAL** 1,20,00,000 Equity Shares of face value of ₹10/- each	1.200.00	-
2.	**ISSUED, SUBSCRIBED AND PAID - UP EQUITY SHARE CAPITAL BEFORE THE ISSUE.** 16,31,145 Equity Shares of face value of ₹10/- each	163.11	-
3.	**PRESENT ISSUE IN TERMS OF THE PROSPECTUS**		
	Issue of 10,24,800 Equity Shares of ₹10/- each at a price of ₹ 117/- per Equity Share.	102.48	1,199.02
	Which comprises		
	51,600 Equity Shares of ₹10/- each at an Issue Price of ₹117/- per Equity Share Reserved as Market Maker Portion.	5.16	60.37
	Net Issue to Public of 9,73,200 Equity Shares of ₹10/- each at an Issue Price of ₹117/- per Equity Share to the Public.	97.32	1,138.64
	Net Issue* to Public consists of		
	4,98,000 Equity Shares of ₹10/- each at an Issue Price of ₹117/- per Equity Share will be available for allocation for Investors investing amount up to ₹2.00 Lakh.	49.80	582.66
	4,75,200 Equity Shares of ₹10/- each at an Issue Price of ₹ 117/- per Equity Share will be available for allocation for Investors investing amount above ₹2.00 Lakh (Non Retail Portion).	47.52	555.98
4.	**PAID UP EQUITY CAPITAL AFTER THE ISSUE** 26,55,945 Equity Shares of ₹10/- each	265.59	-
5.	**SECURITIES PREMIUM ACCOUNT**	Before the Issue	-
		After the Issue	1,096.54

*For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "THE ISSUE" on Page no. 29 of this Draft Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 27th December, 2023 and by the members of our Company vide a special resolution passed at the EGM held on 28th December, 2023.

CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus.

Our Company has not issued any partly paid-up equity shares since its incorporation nor does it have any partly paid-up equity shares as on the date of the Draft Prospectus.

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

NOTES TO THE CAPITAL STRUCTURE

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

Since Incorporation of our Company, the authorized share capital of our Company has been changed in the manner set forth below:

S. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	50,000	5.00	Subscription to Memorandum of	N.A.

S. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/EGM
				Association	
2.	Increased in authorized capital from ₹ 5.00 Lakh to ₹ 40.00 Lakh	4,00,000	40.00	September 18th, 2019	EGM
3.	Increased in authorized capital from ₹ 40.00 Lakh to ₹ 50.00 Lakh	5,00,000	50.00	March 02nd, 2020	EGM
4.	Increased in authorized capital from ₹ 50.00 Lakh to ₹ 1200.00 Lakh	120,00,000	1200.00	May 21, 2022	EGM

2. History of Paid-up Share Capital:

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

Date of allotment	Nature of allotment	Number of equity shares Allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration (Cash, other than Cash, Bonus)	Cumulative Number of Equity Shares	Cumulative Paid up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
On Incorporation	Subscription to Memorandum of Association[(1)]	10,000	10	10	Cash	10,000	1.00	-
21st September, 2019	Rights Issue[(2)]	1,90,000	10	10	Cash	2,00,000	20.00	-
12th March, 2020	Rights Issue[(3)]	3,00,000	10	10	Cash	5,00,000	50.00	-
12th May, 2022	Rights Issue[(4)]	1,91,800	10	10	Cash	6,91,800	69.18	-
01st June, 2022	Rights Issue[(5)]	2,81,000	10	10	Cash	9,72,800	97.28	-
27th December, 2023	Bonus Issue[(6)]	6,58,345	10	-	Other than Cash	16,31,145	163.11	-

[(1)]The details of allotment of 10,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Associations, at par, are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	5,000	10	10
2.	Ms. Bindu Sawhney	5,000	10	10
Total		**10,000**	-	-

[(2)]The details of allotment of 1,90,000 Equity Shares made on 21st September, 2019 under Rights Issue basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	95,000	10	10
2.	Ms. Bindu Sawhney	95,000	10	10
Total		**1,90,000**	-	-

[(3)]The details of allotment of 3,00,000 Equity Shares made on 12th March, 2020 under Rights Issue basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	1,50,000	10	10
2.	Ms. Bindu Sawhney	1,50,000	10	10
Total		**3,00,000**	-	-

(4)The details of allotment of 1,91,800 Equity Shares made on 12th May, 2022 under Rights Issue basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	1,91,800	10	10
Total		**1,91,800**	-	-

(5)The details of allotment of 2,81,000 Equity Shares made on 01st June, 2022 under Rights Issue basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	2,81,000	10	10
Total		**2,81,000**	-	-

(6)The details of allotment of 6,58,345 Equity Shares made on 27th December, 2023 under Rights Issue basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Rahul Sawhney	4,89,152	10	-
2.	Mrs. Bindu Sawhney	1,69,188	10	-
3.	Mrs. Megha Chawla	1	10	-
4.	Mr. Rajesh Chawla	1	10	-
5.	Mr. Mayank Chawla	1	10	-
6.	Mrs. Rita Chawla	1	10	-
7.	Mr. Vishal Mittal	1	10	-
Total		**6,58,345**	-	-

3. Except as disclosed below, we have not issue any Equity Shares for consideration other than Cash.

i. The details of allotment of 6,58,345 Equity Shares made on 27th December, 2023 under Bonus Issue are as follows:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Benefits accrued to Company	Allottees	No. of Shares Allotted
27th December, 2023	6,58,345	10	-	Other than Cash Bonus Issue	Capitalization of Reserves	Mr. Rahul Sawhney	4,89,152
						Mrs. Bindu Sawhney	1,69,188
						Mrs. Megha Chawla	1
						Mr. Rajesh Chawla	1
						Mr. Mayank Chawla	1
						Mrs. Rita Chawla	1
						Mr. Vishal Mittal	1
Total	**6,58,345**	**10**	-	-	-	-	**6,58,345**

4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

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

6. Except as disclosed below our company has not made allotment at price lower than the Issue Price during past one year from the date of the Draft Prospectus:

i. The details of allotment of 6,58,345 Equity Shares made on 27th December, 2023 under Bonus Issue are as follows:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Benefits accrued to Company	Allottees	No. of Shares Allotted
27th December, 2023	6,58,345	10	-	Other than Cash Bonus Issue	Capitalization of Reserves	Mr. Rahul Sawhney	4,89,152
						Mrs. Bindu Sawhney	1,69,188
						Mrs. Megha Chawla	1
						Mr. Rajesh Chawla	1
						Mr. Mayank Chawla	1
						Mrs. Rita Chawla	1
						Mr. Vishal Mittal	1
Total	**6,58,345**	**10**	**-**	**-**	**-**	**-**	**6,58,345**

7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

8. Our shareholding pattern:

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

Declaration:

S. No.	Particular	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

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

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(A). Table I – Summary Statement holding of specified securities

S. No (I)	Category of shareholder (II)	No. Of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total share	
								Class eg.: X	Class eg.: y	Total								
(A)	Promoter & Promoter Group	6	16,31,143	0	0	16,31,143	100	16,31,143	0	16,31,143	100.00	0	100.00	0	0	0	0	-
(B)	Public	1	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
©	**Non Promoter-Non Public**																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	**7**	**16,31,145**	**0**	**0**	**16,31,145**	**100**	**16,31,145**	**0**	**16,31,145**	**100**	**0**	**100**	**0**	**0**	**0**	**0**	**-**
Note:																		
* All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.																		

(B). Table II – Statement showing shareholding pattern of the Promoters and Promoters' Group

S. No (I)	Category of shareholder (II)	No. Of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid –up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total share s held (b)	
								Class eg: X	Class eg:: y	Total								
(1)	**Indian**																	
(a)	Individuals/Hindu undivided Family	6	16,31,143	0	0	16,31,143	100	16,31,143	0	16,31,143	100	0	100	0	0	0	0	-
1.	Mr. Rahul Sawhney	-	12,11,947	0	0	12,11,947	74.30	12,11,947	0	12,11,947	74.30	0	74.30	0	0	0	0	-
2.	Ms. Bindu Sawhney	-	4,19,188	0	0	4,19,188	25.70	4,19,188	0	4,19,188	25.70	0	25.70	0	0	0	0	-
3.	Mrs. Megha Chawla	-	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
4.	Mr. Rajesh Chawla	-	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
5.	Mr. Mayank Chawla	-	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
6.	Mrs. Rita Chawla	-	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
(b)	Central Government/ State	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	Government(s)																	
(c.)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d.)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)			**0**	**0**				**0**			**0**		**0**	**0**	**0**	**0**	
(2)	Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Individuals (Non Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A)(2)	**6**	**16,31,143**	**0**	**0**	**16,31,143**	**100**	**16,31,143**	**0**	**16,31,143**	**100**	**0**	**100**	**0**	**0**	**0**	**0**	**-**

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. – **N.A.**

Note:

PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).

The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.

(C). Table III – Statement showing shareholding pattern of the public shareholder

S. No (I)	Category of shareholder (II)	No. Of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid –up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total share s held (b)	
								Class eg: X	Class eg.: y	Total								
(1)	**Institutions**																	
(a)	Mutual Fund	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
©	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
©	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	Funds/ Pension Funds																	
(i)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(2)	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(3)	**Non-institutions**																	
(a (i))	Individuals – i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a (ii))	Individuals – ii. Individual shareholders holding nominal share capital in excess of 2 lakhs.	1	2	0	0	2	Negligible	2	0	2	Negligible	0	Negligible	0	0	0	0	-
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
©	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	(balancing figure)																	
©	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(3)	**-**	**2**	**0**	**0**	**2**	**Negligible**	**2**	**0**	**2**	**Negligible**	**0**	**Negligible**	**0**	**0**	**0**	**0**	**-**
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**-**	**2**	**0**	**0**	**2**	**Negligible**	**2**	**0**	**2**	**Negligible**	**0**	**Negligible**	**0**	**0**	**0**	**0**	**-**
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. – N.A.																		
Note:																		
PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																		
*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.																		

Table IV – Statement showing shareholding pattern of the Non-Promoter- Non-Public shareholder

S. No (I)	Category of shareholder (II)	No. Of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid –up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)				No of Shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity Shares held in dematerialized form
								No of Voting (XIV) 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 eg: X	Class eg:: y	Total								
(1)	Custodian/DR Holder – Name of DR Holders (If Available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter-Non Public Shareholding ©= ©(1)+©(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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

9. The shareholding pattern of our Promoters and Promoters' Group and public before and after the Issue:

S. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
Promoters					
1.	Mr. Rahul Sawhney	12,11,947	74.30	12,11,947	45.63
2.	Mrs. Bindu Sawhney	4,19,188	25.70	4,19,188	15.78
3.	Mrs. Megha Chawla	2	Negligible	2	Negligible
Total – A		**16,31,137**	**100.00**	**16,31,137**	**61.41**
Promoters' Group					
1.	Mr. Rajesh Chawla	2	Negligible	2	Negligible
2.	Mr. Mayank Chawla	2	Negligible	2	Negligible
3.	Ms. Rita Chawla	2	Negligible	2	Negligible
Total-B		**6**	**Negligible**	**6**	**Negligible**
Total Promoters and Promoters' Group (A+B)		**16,31,143**	**100.00**	**16,31,143**	**61.41**
Pre-IPO Public					
1.	Mr. Vishal Mittal	2	Negligible	2	Negligible
Total-C		**2**	**Negligible**	**2**	Negligible
1.	**Initial Public Offer – Public**	**-**	**-**	**10,24,800**	**38.59**
Total-D		**-**	**-**	**10,24,800**	**38.59**
Total Public (C+D)		**-**	**-**	**10,24,802**	**38.59**
Grand Total (A+B+C+D)		**16,31,145**	**100.00**	**26,55,945**	**100.00**

**Rounding Off.*

10. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mr. Rahul Sawhney	12,11,947	74.30
2.	Ms. Bindu Sawhney	4,19,188	25.70
Total		**16,31,135**	**100.00**

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.
the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital#
1.	Mr. Rahul Sawhney	7,22,795	74.30
2.	Ms. Bindu Sawhney	2,50,000	25.70
Total		**9,72,795**	**100.00**

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.
the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Draft Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mr. Rahul Sawhney	7,22,795	74.30
2.	Mrs. Bindu Sawhney	2,50,000	25.70
Total		**9,72,795**	**100.00**

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.
the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Draft Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mr. Rahul Sawhney	2,50,000	50.00
2.	Mrs. Bindu Sawhney	2,50,000	50.00
Total		**5,00,000**	**100.00**

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.
#the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Prospectus.

12. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company:

S. No.	Name	Designation	No. of Equity Shares held
1.	Mr. Rahul Sawhney	Chairman and Managing Director	12,11,947
2.	Mrs. Bindu Sawhney	Non-Executive Director	4,19,188
3.	Mrs. Megha Chawla	Executive Director	2
	Total	-	**16,31,137**

13. Shareholding of the Promoters of our Company:

As on the date of the Draft Prospectus, our Promoters Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla hold total 16,31,137 Equity Shares representing 100% of the pre-issue paid up equity share capital of our Company. The build- up of equity shareholding of Promoters of our Company are as follows:

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
MR. RAHUL SAWHNEY							
21st February, 2018	On Incorporation	5,000	10	10	0.31	0.19	Own Fund
21st September, 2019	Rights Issue	95,000	10	10	5.82	3.58	Own Fund
12th March, 2020	Rights Issue	1,50,000	10	10	9.20	5.65	Own Fund
12th May, 2022	Rights Issue	1,91,800	10	10	11.76	7.22	Own Fund
01st June, 2022	Rights Issue	2,81,000	10	10	17.23	10.58	Own Fund

01st August, 2023	Transfer	(5)	10	10	Negligible	Negligible	-
27th December, 2023	Bonus Issue	4,89,152	10	-	29.99	18.42	-
Total		**12,11,947**			**74.30**	**45.63**	

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
MRS. BINDU SAWHNEY							
21st February, 2018	On Incorporation	5,000	10	10	0.31	0.19	Own Fund
21st September, 2019	Rights Issue	95,000	10	10	5.82	3.58	Own Fund
12th March, 2020	Rights Issue	1,50,000	10	10	9.20	5.65	Own Fund
27th December, 2023	Bonus Issue	1,69,188	10	-	10.37	6.37	-
Total		**4,19,188**	**-**	**-**	**25.70**	**15.78**	**-**

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
MRS. MEGHA CHAWLA							
01st August, 2023	Acquisition	1	10	10	Negligible	Negligible	Own Fund
27th December, 2023	Bonus Issue	1	10	-	Negligible	Negligible	-
Total		**2**	**-**	**-**	**Negligible**	**Negligible**	**-**

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

14. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

S. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Mr. Rahul Sawhney	12,11,947	5.96
2.	Mrs. Bindu Sawhney	4,19,188	5.96
3.	Mrs. Megha Chawla	2	Nil

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire such shares or transfer less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Prospectus. (Promoters of our company have not acquired any fresh equity shares of our company after incorporation).

15. Except as stated below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or

by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Prospectus.

Name of Shareholder	Promoter / Promoter Group/ Director	Date of Transaction	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold/ Transferred	Nature of Transaction
Mr. Rahul Sawhney	Promoter	01st August, 2023	-	1	Transfer to Mrs. Megha Chawla
			-	1	Transfer to Mr. Rajesh Chawla
			-	1	Transfer to Mr. Mayank Chawla
			-	1	Transfer to Ms. Rita Chawla
			-	1	Transfer to Mr. Vishal Mittal
Total			**-**	**5**	**-**

16. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 16,31,143 Equity Shares representing 100.00% of the pre-issue paid up share capital of our Company.

17. The members of the Promoters' Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Prospectus.

18. Details of Promoter's Contribution locked in for One/Three years:

MR. RAHUL SAWHNEY									
Date of Allotment / Transfer	**Date when Fully Paid-up**	**Nature of Issue/ Allotment / Transfer**	**Number of Equity shares**	**Face Value (in ₹) per share**	**Issue / Transfer Price (in ₹) per share**	**Source of Contribution**	**% of Pre issue Capital**	**% of post issue Capital**	**Date up to which Equity Shares are subject to Lock-in**
21st February, 2018	21st February, 2018	On Incorporation	5,000	10	10	Own Fund	0.31	0.19	1 Year
21st September, 2019	21st September, 2019	Rights Issue	95,000	10	10	Own Fund	5.82	3.58	1 Year
12th March, 2020	12th March, 2020	Rights Issue	1,50,000	10	10	Own Fund	9.20	5.65	1 Year
12th May, 2022	12th May, 2022	Rights Issue	1,91,800	10	10	Own Fund	11.76	7.22	1 Year
01st June, 2022	01st June, 2022	Rights Issue	2,81,000	10	10	Own Fund	17.23	10.58	1 Year
01st August, 2023	01st August, 2023	Transfer	(5)	10	10	-	Negligible	Negligible	-
27th December, 2023	27th December, 2023	Bonus Issue	94,167	10	-	Other than Cash	29.99	18.42	1 Year
			3,94,985						3 Years
Total		**-**	**12,11,947**	**-**			**74.30**	**45.63**	**-**

MRS. BINDU SAWHNEY

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
21st February, 2018	21st February, 2018	On Incorporation	5,000	10	10	Own Fund	0.31	0.19	1 Year
21st September, 2019	21st September, 2019	Rights Issue	95,000	10	10	Own Fund	5.82	3.58	1 Year
12th March, 2020	12th March, 2020	Rights Issue	1,50,000	10	10	Own Fund	9.20	5.65	1 Year
27th December, 2023	27th December, 2023	Bonus Issue	32,573	10	-	Other than Cash	10.37	6.37	1 Year
			1,36,615						3 Years
Total		-	**4,19,188**				**25.70**	**15.78**	-

MRS. MEGHA CHAWLA

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
01st August, 2023	01st August, 2023	Acquisition	1	10	10	Own Fund	Negligible	Negligible	1 Year
27th December, 2023	27th December, 2023	Bonus Issue	1	10	-	Other than Cash	Negligible	Negligible	1 Year
Total		-	**2**	-	-	-	**Negligible**	**Negligible**	-

Our Promoters have given written consent to include 5,31,600 Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting 20.00% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR, Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

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

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

Reg. No.	Promoters' Minimum Contribution Condition	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets: **Hence Eligible.**
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution.	The minimum Promoter's contribution does not consist of such Equity Shares: **Hence Eligible.**
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter's contribution does not consist of such Equity Shares: **Hence Eligible.**
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	The minimum Promoter's contribution does not consist of such Equity Shares: **Hence Eligible.**
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares: **Hence Eligible**.

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself.

Our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoters' Group are in already dematerialized.

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

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 10,99,537 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

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

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

Accordingly 8 Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

21. Inscription or Recording of non-transferability:

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

22. Other requirements in respect of lock-in:

a. In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

b. In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

c. Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

23. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Prospectus.

24. Neither, we nor our Promoters, Directors and the Lead Manager to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.

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

26. As on the date of the Draft Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

27. Our Company has not raised any bridge loan against the proceeds of the Issue.

28. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

29. As on the date of the Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.

30. The Lead Manager i.e. Swastika Investmart Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Draft Prospectus

31. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.

32. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity

Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.

33. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.

34. An over-subscription to the extent of 2% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 2% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

35. 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 LM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

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

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

38. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

39. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

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

41. As on the date of the Draft Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.

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

43. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Draft Prospectus.

44. We have 7 (Seven) Shareholders as on the date of filing of the Draft Prospectus.

45. There are no safety net arrangements for this Public Issue.

46. Our Promoter and Promoter Group will not participate in this Issue.

47. This Issue is being made through Fixed Price method.

48. Except as disclosed in the Draft Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Draft Prospectus.

49. No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

50. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filling the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of 10,24,800 Equity Shares of our Company at an Issue Price of ₹[117]/- per Equity Share.

FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To Carry on Expansion of the company by opening of new showrooms in Delhi/ NCR;
2. Repayment of Debt;
3. To Meet Incremental Working Capital Requirements;
4. General Corporate Purpose and to meet Public Issue Expenses;
5. To meet public Issue Expenses.
   (Collectively referred as the "objects")

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company. Our Company is engaged into the business of trading of premium bikes and scooters having various specifications as per the dealership of the Brand-owned entities.

The objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹1,134.02 Lakhs (the "Net Issue Proceeds"). The following table summarizes the requirement of funds:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	1199.02
Less: Public Issue Related Expenses	65.00
Net Issue Proceeds	**1134.02**

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

S. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	To Carry on Expansion of the company by opening of new showrooms in Delhi/ NCR.	216.26	18.04	19.07%
2.	Repayment of Debt.	455.90	38.02	40.20%
3.	To Meet Incremental Working Capital Requirements.	336.00	28.02	29.63%
4.	General Corporate Purpose.	125.86	10.50	11.10%
Total		**1199.02**	**100**	

MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

S. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals / Equity / Reserves/ Balance from Long/Short Term Borrowing
1.	To Carry on Expansion of the company by opening of new showrooms in Delhi/ NCR.	216.26	216.26	-

2.	Repayment of Debt.	455.90	455.90	-
3.	To Meet Incremental Working Capital Requirements.	336.00	336.00	-
4.	General Corporate Purpose	125.86	125.86	-
	Total	**1134.02**	**1134.02**	**-**

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) - Noted for Compliance.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition 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 the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the Section titled "RISK FACTORS" beginning on page no. 18 of this Draft Prospectus.

DETAILS OF USE OF ISSUE PROCEDS

1. EXPANSION OF COMPANY BY OPENING NEW SHOWROOMS IN DELHI/ NCR

With a view to expanding our capacity, we intend to utilize Rs. 216.26 Lakhs from the Issue Proceeds to expand our existing operations by opening of new showrooms and for creation of infrastructure facilities, purchase of equipment/stock, other assets etc. Our Company would be carrying out the proposed expansion activities for opening of new showrooms in Delhi/ NCR.

Resourceful Automobile Limited is strategically advancing towards an expansive horizon, poised to elevate your experience with our brand. As part of our growth vision, we are thrilled to announce the planned opening of new showrooms in key locations in Delhi, Haryana, UP and other neighboring states, aiming to enhance accessibility and bring our exceptional range of two-wheelers closer to the clients.

Showroom Expansion: A Closer Connection Our commitment to providing unmatched products and services takes a significant leap forward with the establishment of new showrooms. Each showroom is meticulously designed to offer an immersive brand experience, making your journey with us more exciting and convenient. Whether you are a seasoned enthusiast or a first-time rider, these spaces are crafted to cater to your preferences, needs, and curiosities.

Brand Collaborations: The Power of Partnership In our pursuit of delivering excellence, we are also delighted to announce forthcoming tie-ups with other reputable brands. These collaborations are rooted in the belief that partnerships fuel innovation and enrich the overall customer experience. By joining forces with respected brands, we aim to introduce new and exciting offerings that seamlessly blend quality, style, and performance.

What to Expect: Wider Accessibility The new showrooms will bring our products and services to more locations, ensuring that you can experience the best of our brand conveniently.

Enhanced Product Portfolio: Through strategic collaborations, we will introduce an expanded product portfolio, offering a diverse range of two-wheelers that cater to various preferences and lifestyles.

Innovative Customer Experiences: Our showrooms will not just be spaces to purchase bikes; they will serve as hubs for enthusiasts, hosting events, and fostering a sense of community among riders.

Quality Assurance: Every product offered through these expansions and collaborations will adhere to the high standards of quality and performance that define Resourceful Automobile Limited.

FINANCE AND INVESTMENTS

The total project investment in Land, Buildings, Plant and Machinery is approximately Rs.108.13 Lakhs for one showroom. The company is proposing to open 2 showrooms in Delhi/ NCR region. However, detailed breakup of proposed investment is shown as Table A and details of financial arrangements is shown as Table B.

TABLE – A BREAKUP OF PROPOSED INVESTMENT

S. No.	Particulars	(Rs. in Lakhs) for first showroom	(Rs. In lacs) for Second showroom
1.	Land Building and Workshop (Security Deposit, registry and other Civil works)	49.75	49.75
2.	Showroom Interior & furniture fixtures (Annexure I)	24.78	24.78
3.	Plant & Machinery & Electric Installation (Annexure II)	26.85	26.85
4.	Other Current Assets & Securities	2.55	2.55
5.	Preliminary & Pre-operative Expenses	4.20	4.20
	Total	**108.13**	**108.13**

To meet the financial requirements for this project management has decide that Rs.216.26 Lakhs of total finance will be used from the equity received and object mention during initial public offering (IPO) and rest will be from bank finance or internal sources.

1. Land Building and Workshop

The land will be available on lease in the name of the Company. The area of land required 3000 Sq. Feet area in front and along with a workshop/ service center 2800 Sq. ft. For the proposed facility the company has to pay advance against land including registry expenses and other miscellaneous expenses – Rs. 49.75 lakh each for Showroom and Workshop.

Building work for the Project mainly includes designing as per dealership norms of YAMAHA INDIA. This includes interiors, civil works, utilities, office building, among others.

Company has recently received quotations from Shiva Enterprises for crucial infrastructure developments aimed at enhancing our showrooms. Dated 29th December 2023, the first quotation pertains to a workshop costing Rs. 52,00,000. Additionally, there is a separate quotation from the same vendor for Building and Civil Works totaling Rs. 47,50,000. Both of these quotations are essential for the improvement and functionality of both our showrooms. To ensure appropriate cost allocation and equitable distribution across our showrooms, we have meticulously divided the expenses incurred from these quotations, dedicating proportional amounts to each location based on their specific requirements and usage. This strategic allocation will optimize the investment in our showrooms, allowing for enhanced operational efficiency and customer experience.

2. Showroom Interior & furniture fixtures

Interior will include Roofing, Flooring, Painting, Furbishing, Decoration of Showroom. The Total Cost would be approximate 24.78 Lacs, each for Showroom and Workshop.

The company has received the valid quotation from Swan International dated 28th December, 2023 for the following materials for showroom Interior & furniture.

Annexure 1

S. No.	Description	Gross Amount	GST Rate	GST Amount	Amount
1.	**Decoration**				
a	Blue Light Box	40,000	12%	4,800	44,800
b	Down lighter	13,050	18%	2,349	15,399
c	Track Black color	18,200	18%	3,276	21,476
d	30W LED Track Light	52,020	12%	6,242	58,262
e	Hanging light	50,000	18%	9,000	59,000

f	Flooring on 19mm board platform 1600 mm x 2800 mm with Wonder Floor make Rubberised flooring	1,00,000	18%	18,000	1,18,000
g	MotoGP Display(Racing Area)	50,000	18%	9,000	59,000
h	Mesh BackDrop (M S Framed)	2,71,440	18%	48,859	3,20,299
i	Fascino Podium	25,000	18%	4,500	29,500
j	Window Display Podium (VMD-Ground)	3,00,000	18%	54,000	3,54,000
k	Wall Graphics (Ground Floor)	60,000	18%	10,800	70,800
l	Tank cover wall	8,000	18%	1,440	9,440
m	Light Fixture	27,400	18%	4,932	32,332
n	ACC Display Mesh (Mesh Net Ceiling)	38,000	18%	6,840	44,840
o	Transportation	15,000	18%	2,700	17,700
2	**Reception-**			0	0
a	Reception desk	70,200	18%	12,636	82,836
b	Reception Chair	8,500	18%	1,530	10,030
c	Discussion Table	15,000	18%	2,700	17,700
d	Discussion Chair	20,000	18%	3,600	23,600
3	**Painting** (Putty+Primer+Coat)				
a	Concrete Texture	7,04,950	18%	1,26,891	8,31,841
4	Other miscellaneous expenses	2,29,875	12%	27,585	2,57,460
	Total				**24,78,316**

3. Plant & Machinery & Electric Installation:

The detailed list of plant & machinery & Assets to be purchased is placed in the list enclosed with this report. The total cost of plant & machinery and Other Assets & its installation charges comes to Rs.26.85 Lacs, each for Showroom and Workshop.

Annexure 2

List Plant & Machinery & other assets:

S. No	Name of Assets	Vendors Name	Qty.	Amount	Date of quotation/Purchase Order/Invoice
1	Daikin 5.5 ton duct. (FD65DSV16) Indoor	Aermec HVAC Engineering Company	2	2,94,962	29th December, 2023
2	Daikin duct 8.5 TR - FD100DSV16 - IDU	Aermec HVAC Engineering Company	2	3,49,262	29th December, 2023
3	Samsung LED 80cm 32HSC024601 Smart TV HD	Croma	2	90,998	29th December, 2023
4	Honeywell W/D3Tap 19LRef	Croma	2	37,980	29th December, 2023
5	Vivo Y17S 4GB 64GB Forest Green	Croma	4	41,996	29th December, 2023
6	HP Pavillion 15 - 11Gi3 8GBN 512SSD+OF T	Croma	2	1,39,308	29th December, 2023
7	Sofa Set	Muraliwala Furniture	1	50,000	29th December, 2023
8	Fire Extinguisher	Shyama Fire Services	4	6,372	29th December, 2023

9	CP PLUS Home Wi-fi PT Camera CP-E21A	Croma	5	15,245	29th December, 2023
10	Machinery For Service Centre	RM Tools Enterprises		12,06,499	29th December, 2023
11	Miscellaneous Assets	-	-	4,52,378	
Total				**2685000**	

4. Other Current Assets & Securities:

The other current assets & securities include electricity security and other assets of Rs. 2.30 Lakhs. This is for each Showroom and Workshop.

5. Preliminary & Preoperative Exp.:

The preliminary & preoperative expenses include traveling, expenses, upfront fee and other Misc. Expenses of Rs. 4.20 Lakhs. This is for each Showroom and Workshop.

Notes

1. We have considered the above quotations for the budgetary estimate purposes and as on date of this Draft Prospectus, neither our company has placed any orders nor made any payment towards purchase of above. The actual cost of procurement and actual supplier may vary.
2. We have not entered into definitive agreements with any of these suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the equipment or at the same costs.

3. We do not intend to purchase any second-hand machinery or equipment. The quantity of machinery or equipment to be purchased is based on quotations received from suppliers and estimates of our management. The Management shall have the flexibility to revise such quantities/ estimates (including but not limited to change of the supplier or addition/ deletion of any quantity of plant and machinery) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds remains after meeting the total cost of the plant and machinery for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

4. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of the plant and machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost. Further, cost can be escalated on account of freight expenses and incidental charges. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.

5. The purchase of equipment/machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time.

6. Any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, including any contingencies etc. in relation to above object, will be met from internal accruals of our Company.

2. REPAYMENT OF DEBT

Our business is capital intensive and we avail majority of our fund based and non-fund-based facilities in the ordinary course of business from various banks and financial institutions. For further details of the loans availed by our Company, refer to section titled "RESTATED FINANCIAL STATEMENT" beginning on page 117 of this Draft Prospectus.

As of October 31st, 2023 our Company had a total outstanding indebtedness from banks and other sources for amounting to Rs. 811.82 Lakhs. We propose to utilize Rs. 455.90 Lakhs from the Net Proceeds towards the repayment/prepayment of certain Secured term loans of Hero Finance availed by our Company. We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness and our debt-equity ratio. We believe that reducing our indebtedness will result in an enhanced equity base, assist us in maintaining a favourable debt-equity ratio in the near future and enable utilization of our accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve significantly to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business in the coming years.

The following table provides details of certain loans availed by our Company, which we may repay/ pre-pay, from the

Net Proceeds, without any obligation to any particular bank. The company proposes to repay the Secured Loans of the company.

Secured Loan:

S. No.	Name of the Lender	Nature of Facility	Security, if any	Initial date of sanction/ date of amount received	Sanctioned amount (Rs. In Lakhs)	Amount Outstanding as on 31st Oct, 2023 (Rs. in Lakhs)	Rate of Interest (%)	Tenure (in Month)	Purpose of raising the loan	Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)*	Prepayment Clause (if any) (%)
1.	Hiro Fincorp Ltd.	Business working capital	Exclusive first charge by the way of Equitable mortgage of property situated at (Entire central portion of property no. E-25 LOT No. 25 E Block Rajori Garden New Delhi 110027 (owners name Rahul Sawhney)	30.12.2022	150.50	146.73	10.00	180	Business working capital	146.73	4.00
2.	Hiro Fincorp Ltd.	Business working capital	Exclusive first charge by the way of Equitable mortgage of property situated at (Entire central portion of property no. E-25 LOT No. 25 E Block Rajori Garden New Delhi 110027 (owners name Rahul Sawhney)	30.12.2021	101.00	94.64	9.00	180	Business working capital	94.64	4.00
3..	Hiro Fincorp Ltd.	Business working capital	Exclusive first charge by the way of Equitable mortgage of property situated at (Entire central portion of property no. E-25 LOT No. 25 E Block Rajori Garden New Delhi 110027 (owners name Rahul Sawhney)	28.10.2020	237.00	214.53	9.50	180	Business working capital	214.53	4.00
Total					**488.50**	**455.90**	**-**	**-**	**-**	**455.90**	**-**

*plus applicable taxes.

3. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS:

Our Company is actively involved in the dealership of two-wheeler bike of Yamaha, operating under the showroom name **"Sawhney Automobiles"**. Specializing in the sales and servicing of motorcycles and scooters, with quality products and exceptional customer service, making it a trusted destination for motorcycle enthusiasts.

As on March 31st, 2021, 2022, 2023 Net Working Capital requirement of our Company on restated basis was ₹ 115.68 Lakhs, ₹ 552.07 Lakhs and ₹ 789.50 Lakhs respectively and as on 31st October, 2023 on restated basis was ₹ 981.11 Lakhs. The Net Working capital requirements as on 31st March 2024 and 31st March 2025 is estimated to be ₹ 1,217.80 Lakhs and ₹ 1,331.30 Lakhs respectively. The Company will meet the requirement to the extent of ₹ 336.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(₹ in Lakhs)

Particulars	As per Restated Financial Statement for March 31st,			31st October, 2023	Projected	
	2021	2022	2023		Mar-24	Mar-25
Inventories	166.25	415.50	512.21	709.92	805.00	895.00
Trade Receivables	14.86	134.77	8.60	9.00	53.58	96.45
Cash and cash equivalents	69.65	7.46	20.59	19.88	61.31	97.56
Short-Term Loans and Advances	115.45	196.61	272.57	286.89	315.58	347.14
Other Current Assets	14.51	207.30	144.28	128.11	140.92	155.01
Total Current Assets	**380.71**	**961.64**	**958.24**	**1153.81**	**1376.39**	**1591.17**
Short-Term Borrowings	151.44	149.50	79.57	30.06	30.06	0.00
Trade Payables	41.25	109.84	41.74	94.19	72.03	193.55
Other Current Liabilities	68.68	139.96	28.67	16.04	20.85	27.10
Short-Term Provisions	3.67	10.26	18.76	32.41	35.65	39.22
Total Current Liabilities	**265.04**	**409.57**	**168.74**	**172.70**	**158.59**	**259.87**
Net Working Capital	**115.68**	**552.07**	**789.50**	**981.11**	**1,217.80**	**1,331.30**
Sources of Funds						
Short Term Borrowing and Internal Accruals	115.68	552.07	789.50	981.11	1,067.80	1,145.30
Proceeds from IPO	-	-	-	-	150.00	186.00
Total	**115.68**	**552.07**	**789.50**	**981.11**	**1,217.80**	**1,331.30**

Assumptions for working capital requirements:

Particulars	No. of outstanding or holding level for the (in Days)						Justification for Holding
	Mar-21 (Restated)	Mar-22 (Restated)	Mar-23 (Restated)	Oct, 23 (Restated)	Mar-24 (Projected)	Mar-25 (Projected)	
Inventory	34.66	103.48	105.86	208.29	211.26	147.02	In the preceding fiscal years spanning from 2021 to 2023, our average inventory turnover days witnessed increases, reaching 34.66, 103.48, and 105.86 days, respectively. This elevation can be attributed to our engagement in dealership operations, necessitating the retention of sufficient stock to meet the dynamic demands of our customers. The conclusion of the period in October 2023 saw a notable expansion in our inventory, primarily driven by the festive season of Diwali. Consequently, we strategically maintained a higher inventory level to adequately cater to the seasonal demands.

							Looking ahead to the fiscal years 2024 and 2025, we aim to sustain inventory for 211.26 days in the fiscal year 2024 and 147.02 days in the fiscal year 2025. The increase in FY2024 is due to initial maintenance of inventory at the new showrooms. Further for FY205, this adjustment aligns with our overarching business strategies and ensures our capability to respond effectively to evolving market dynamics.
Trade Receivables	2.46	22.17	13.89	2.30	5.35	9.19	In the preceding fiscal year, our average debtor holding periods exhibited variations of 2.46 days, 22.17 days, and 13.89 days, respectively. This trend is characteristic of our operations in the retail sector, where customer payments are typically received within two to three weeks timeframe. The adjustments made align with the expansion of our operational activities, wherein we extend credit days to nurture robust and enduring business relationships. As of the period concluding in October 2023, our debtor holding period decreased to 2.30 days, particularly during the seasonal peak when we receive payments in advance. Looking forward to the fiscal years 2024 and 2025, we project maintaining debtor holding periods at approximately 5.35 days and 9.19 days, respectively. These adjustments are in harmony with our strategic decisions, reflecting our proactive approach to anticipated financial performance and the prevailing market conditions during the specified periods.
Trade Payables	7.76	26.88	17.30	23.17	40.34	42.48	In the preceding financial years from 2021 to 2023, our average creditor cycle period demonstrated favorable credit terms with durations of 7.76 days, 26.88 days, and 17.30 days, respectively. As of the period ending in October 2023, we are maintaining our creditors' day at 23.17 days, showcasing our continued adherence to advantageous credit terms. Looking into Fiscal Years 2024 and 2025, we anticipate an extension of the creditor cycle period to 40.34 days and 42.48 days, respectively. This extension is a result of our strategic decision to open new showrooms leading to increase in expenses that allows us to negotiate better terms with our vendors.

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below.

Component of Working Capital	Particulars
Cash and Cash Equivalents	Cash and cash equivalents include balances in current accounts and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.

Loans and Advances	Loans and advances mainly include Advance to suppliers and Income tax receivable and Other advances. Loans and advances is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other Current Assets	Other Current Assets mainly include Balance with Revenue Authorities, Advances given to creditors and employees, Prepaid expenses and others assets. Other Current Assets is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other current liabilities	Other Current Liabilities mainly include Statutory dues, salary and advances from customers, creditors for expenses and Other payables. Other current liabilities is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include Provision for income tax and other expenses. Short-term provisions is estimated based on previous year's outstanding amount and for expected Business requirement of company.

4. GENERAL CORPORATE PURPOSE:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹125.86 Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

1. Strategic Initiatives;
2. Brand building and strengthening of marketing activities and Products of the Our Company in domestic market; and
3. On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. 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 Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

5. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹65.00 Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission.	25.00	38.46	2.09
Fees Payable to Registrar to the Issue.	0.50	0.77	0.04
Fees Payable Advertising, Marketing Expenses and Printing Expenses.	24.50	37.69	2.04
Fees Payable to Regulators including Stock Exchanges and other Intermediaries.	4.00	6.15	0.33
Fees payable to Peer Review Auditor.	4.00	6.15	0.33
Fees Payable to Market Maker (for Two Years).	6.00	9.23	0.50
Escrow Bank Fees.	1.00	1.54	0.08
Total Estimated Issue Expenses	**65.00**	**100.00**	**5.42**

Notes: *Up to 31st October, 2023, Our Company has deployed / incurred expense of Rs. 10.00 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor SGNA & Co., Chartered Accountants, vide its certificate dated 28th December, 2023.*

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*
   Portion for RIIs 0.01% ^ (exclusive of GST)
   Portion for NIIs 0.01% ^ (exclusive of GST)
   ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*
3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing, fees payable to the relevant Registered Broker.*
4. *SCSBs 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 SCSBs.*
5. *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.*
6. *The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02nd, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

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:

S. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Issue Proceeds (₹ in Lakhs)	Amount already deployed (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2023-24)*	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2024-25)*
1.	Expansion of the company by opening of new showrooms in Delhi/ NCR.	216.26	216.26	-	216.26	-
2.	Repayment of Debt.	455.90	455.90	-	455.90	-
3.	To Meet Incremental Working Capital Requirements.	2,213.10**	336.00	-	150.00	186.00
4.	General Corporate Purpose.	125.86	125.86	-	125.86	-
5.	Issue Related Expenses.	65.00	65.00	10.00	55.00	-
	TOTAL	**3,076.12**	**1,199.02**	**10.00**	**1,003.02**	**186.00**

* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object.

**This includes the Working Capital Requirement for the year ended 31st March, 2024 and 2025 of ₹ 1,067.80 Lakhs and ₹ 1,145.30 Lakhs, respectively.

APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions/ banks.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we

may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

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

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "RISK FACTORS" and "RESTATED FINANCIAL STATEMENTS" on page no. 16 and 117 respectively of this Draft Prospectus to get a more informed view before making the investment decision.

QUALITATIVE FACTORS

- Experienced Promoter and Management Team;
- Product Range and Quality Service;
- Locational Advantage;
- Brand Partnerships; and
- Online Presence.

For details of qualitative factors, please refer to the paragraph "OUR COMPETITIVE STRENGTHS" in the chapter titled "BUSINESS OVERVIEW" beginning on page no. 81 of this Draft Prospectus.

QUANTITATIVE FACTORS

1. **Basic & Diluted Earnings Per Share (EPS):**

Financials Year/Period	Basic and Diluted EPS (in ₹)#	Weighted Average
Financial Year ended March 31, 2021	0.03	1
Financial Year ended March 31, 2022	5.75	2
Financial Year ended March 31, 2023	4.27	3
Weighted Average	**4.06**	**6**
For period ended October 31st, 2023*	**7.69**	

Face Value of Equity Share is ₹ 10.
* Not Annualised.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 117:**

Particulars	EPS (in ₹)	P/E
Pre Bonus		
P/E Ratio based on the Basic & Diluted EPS, as restated for FY 2022-23.	4.27	27.40
P/E Ratio based on the Weighted Average EPS, as restated for FY 2022-23.	4.06	28.84
Post Bonus		
P/E Ratio based on the Basic & Diluted EPS, as restated for FY 2022-23.	2.54	45.99
P/E Ratio based on the Basic & Diluted EPS, as restated for period ended October 31st, 2023*	4.59	25.52

* Not Annualised.

3. **Return on Net Worth (RoNW):**

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2021	0.35	1
Financial Year ended March 31, 2022	38.42	2
Financial Year ended March 31, 2023	25.37	3
Weighted Average	**25.55**	**6**
For period ended October 31st, 2023*	**31.38**	

* Not Annualised.

4. **Net Asset Value per Equity Share:**

Particulars	Amount
Financial Year ended March 31, 2023	16.81

For period ended October 31st, 2023	24.50
NAV per Equity Share after the Issue.	54.12
Issue Price per Equity Shares.	117

5. Comparison of Accounting Ratios with Peer Group Companies[1]:

There are no listed companies in India whose business portfolio is comparable with that of our business and comparable to our scale of operations.

6. The face value of Equity Shares of our Company is ₹10/- per Equity Share and the Issue price is 11.70 times the face value of equity share.

7. The Issue Price of ₹117/- is determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "RISK FACTORS" and chapters titled "BUSINESS OVERVIEW" and "RESTATED FINANCIAL STATEMENTS" beginning on page numbers 16, 81 and 117 respectively of this Draft Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

TO,
THE BOARD OF DIRECTORS,
RESOURCEFUL AUTOMOBILE LIMITED,
K-24, Rajapuri, Sector 3,
Dwarka, New Delhi,
110059, India.

Dear Sir,

Subject - Statement of possible Tax Benefits ("the statement") available to Resource Automobile Limited ("the company") and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to theSecurities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer of Equity Shares by Resource Automobile Limited.

1. We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by Resource Automobile Limited ('the Company'), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 ('the Act') as amended by the Finance Act 2022, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25. The Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued fromtime to time, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25 ('the Indirect Tax Act'), presently in force in India (together, 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 I or 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.
2. 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 these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In viewof the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or herown tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
3. 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 I would be met with; and the revenue authorities courts will concur with the views expressed herein.
4. The Content 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.
5. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
6. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relatingto this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
7. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 20I8 forinclusion in the Draft Prospectus/Prospectus in connection with the proposed issueof equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For SGNA & Company, Chartered Accountants

Sd/-
CA Niitesh N Agrawal
FRN No.: 017007N
M. No.: 527125
UDIN: 23527125BGSBVA2899
Date: December 28th, 2023
Place: New Delhi

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Direct Tax Act

Note:

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Prospectus.

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Indirect Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intendedto be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Indirect Tax Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax Act.

Note:

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company andto its shareholders in the Draft Prospectus/Prospectus.

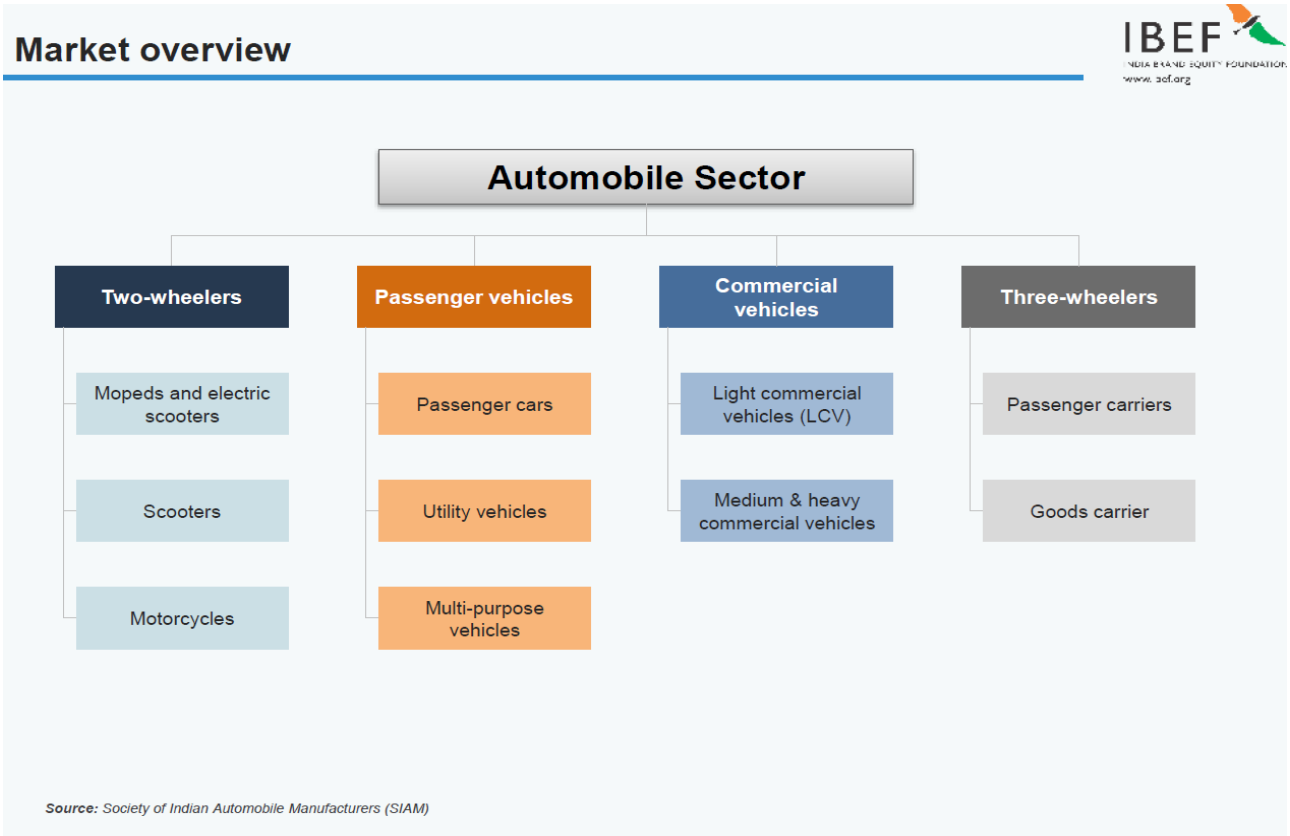
SECTION VIII – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "RISK FACTORS" and "RESTATED FINANCIAL STATEMENTS" and related notes beginning on page 16 and 117 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

OVERVIEW OF TWO-WHEELER INDUSTRY IN INDIA

The two-wheeler market in India has expanded significantly, and it now plays a crucial role in the nation's transportation infrastructure. India has seen rapid expansion in the two-wheeler sector, making it one of the biggest in the world. Due to their cost, convenience, and efficiency in crowded metropolitan areas, two-wheelers, particularly motorcycles and scooters, are quite popular.



The Indian two-wheeler industry has witnessed a steady increase in and production over the years contributing to this growth include rising disposable incomes, expanding middle- class, improving infrastructure, and increasing urbanization Additionally, the easy availability of financing options has made two-wheelers more accessible to a broader consumer base

In order to meet the diverse demands and tastes of its customers, major local and foreign businesses compete in the Indian two-wheeler industry by offering a variety of models. Intense rivalry on the market drives ongoing product innovation, technical improvements, and aggressive marketing tactics.

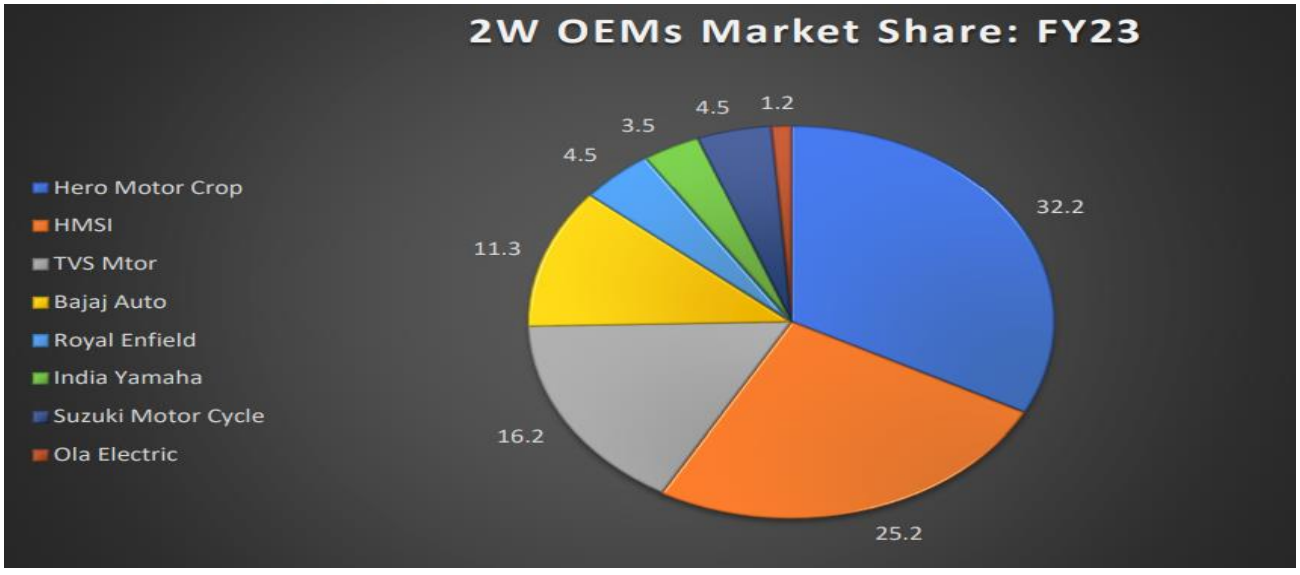
In India, motorcycles account for a sizeable percentage of the two-wheeler market, with commuter and luxury models enjoying widespread customer appeal. In recent years, scooters have also gained a lot of popularity, especially among female riders and urban commuters.

Government laws and rules have a big influence on the business world. Technology developments and the adoption of cleaner, safer automobiles are results of the introduction of tighter emission standards and safety requirements.

Additionally, the government has started a number of programs and incentives to encourage the use of electric two-wheelers and lessen pollution.

Fuel costs fluctuation, shifting customer tastes, escalating competition from alternative forms of transportation, and the need for sustainable mobility solutions are all issues that the business must deal with. In order to address environmental concerns and satisfy upcoming regulatory requirements, manufacturers are concentrating on releasing electric and hybrid cars.

In India, the two-wheeler market is still thriving, thanks to a number of developments in technology, customer behaviour, government policies, and economic growth. The sector is positioned for more growth and transformation in the upcoming year due to changing trends and market needs



[SOURCE: www.autopudtiz.com**]**

PARTICIPANTS IN THE TWO- WHEELER MARKET IN INDIA

India's two-wheeler industry is home to several major companies that dominate the market. Here are some of the prominent two-wheeler manufacturers in India:

1. **Hero MotoCorp:** Hero MotoCorp is India's top two-wheeler producer. It provides a wide selection of motorcycles and scooters to meet the needs of various market sectors. The Splendor, Passion, HF Deluxe, Maestro, and Pleasure are some of its well-known models.

2. **Bajaj Auto:** Bajaj Auto is another leading two-wheeler manufacturer in India. It is known for its diverse portfolio of motorcycles, including commuter bikes, sport bikes, and performance bikes: The popular models from Bajaj Auto

include the Pulsar, Platina, Domineer, and CT.

3. **TVS Motor Company:** TVS Motor Company is a prominent player in the Indian two- wheeler market. It offers motorcycles, scooters, and mopeds. TVS Jupiter, Apache, Star City Plus, and XL 100 are some of the well-known models from TVS Motor Company.

4. **Honda Motorcycle and Scooter India (HMSI):** HMSI is a subsidiary of Honda Motor Company, Japan. It is known for its wide range of scooters and motorcycles. Some popular models from HMSI include Activa, Dio, CB Shine, CB Unicorn, and Hornet

5. **Yamaha Motor India:** Yamaha Motor India is a renowned manufacturer of motorcycles and scooters. It offers a diverse lineup of models ranging from entry-level bikes to high- performance motorcycles. Yamaha FZ. YZF R15, Fascino, and Ray-Z are among its popular models.

6. **Suzuki Motorcycle India:** Suzuki Motorcycle India is renowned for its fashionable and motorbikes that are focused on performance. It provides a variety of bikes, such as sports bikes, cruisers, and commuter cycles. Popular scooters made by the business include the Suzuki Access and Bergman Street.

7. **Others:** These are only a few of India's top two-wheeler manufacturers. There are further participants who add to the industry's competitive environment, such as Piaggio, Mahindra Two Wheelers, and Royal Enfield.

GROWTH AND DEVELOPMENT OF TWO -WHEELER INDUSTRY IN INDIA

The growth and development of the two-wheeler industry in India have been remarkable over the years. Here are some key factors and trends that have contributed to its progress:

1. **Growing Demand:** The demand for two-wheelers in India has increased as a result of urbanization, a growing middle class, and increased affordability. Two-wheelers are seen as an affordable and practical means of transportation, especially in crowded metropolitan areas.

2. **Supportive governmental initiatives:** The two-wheeler sector of the automotive industry, as well as other policies and initiatives, have been supported by the Indian government. Measures including decreased excise taxes, tax breaks, and loosened license requirements have boosted manufacturing and investment in the industry.

3. **Product Innovation:** To keep up with changing consumer demands, two-wheeler manufacturers constantly release cutting-edge and new models. The development of the industry has been aided by features including increased fuel economy, safety improvements, enhanced design, and networking possibilities.

4. **Diversification of Product Portfolio:** Manufacturers have expanded their product portfolios to cater to a wide range of customer segments. This includes motorcycles, scooters, and electric two-wheelers, offering a variety of options in terms of design, performance, and price range.

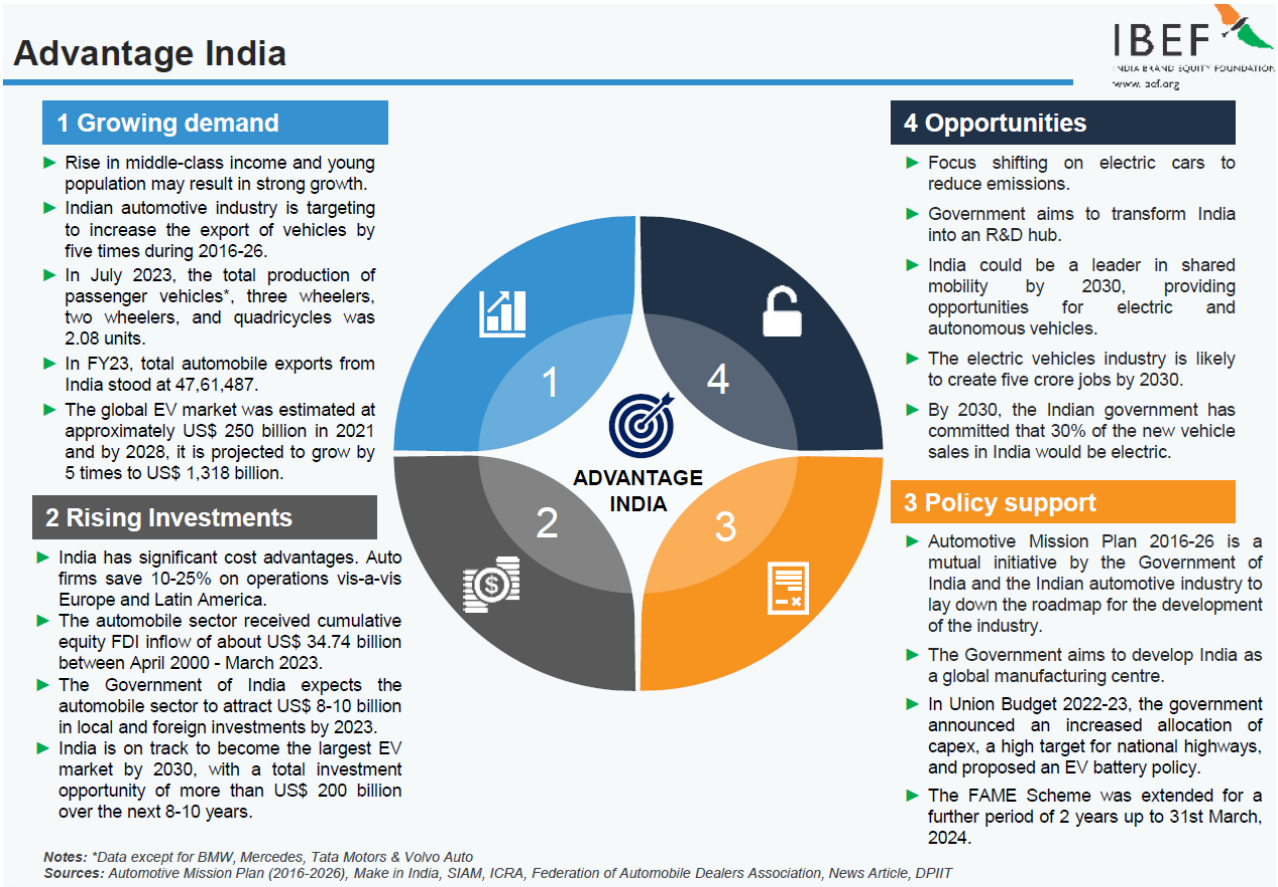
5. **Market Competition:** There are many domestic and foreign competitors seeking for market dominance in India's two-wheeler business, making it quite competitive. Better product quality, better customer service, and competitive pricing have all resulted from this rivalry, customers gain from it.

6. **Rural Market Penetration:** Given the high potential for two-wheeler sales in rural regions, manufacturers have concentrated on growing their presence there. Further aiding the industry's expansion have been more financing choices and upgraded infrastructure in rural areas.

7. **Export Opportunities:** By exporting their goods to several foreign countries, Indian two-wheeler producers have widened their market reach. This has helped build worldwide brand awareness, technology partnerships, and income generating.

8. **A shift toward electric two-wheelers:** With a focus on sustainability and environmental issues, electric two-wheelers are becoming more popular in India. To keep up with changing consumer tastes and governmental requirements, manufacturers are investing in the research and development of electric cars.

Overall, the growth and development of the two-wheeler industry in India can be attributed to factors such as increasing demand, favourable government policies, product innovation, market competitiveness, and the exploration of new market segments. The industry continues to evolve, driven by changing consumer needs, technological advancements, and the pursuit of sustainable mobility solutions



TWO-WHEELER INDUSTRY ANALYSIS

The two-wheeler industry analysis involves examining various aspects of the industry, including market trends, competitive landscape, growth drivers, challenges, and future prospects. Here are some key components typically included in a two-wheeler industry analysis:

1. **Market Size and Growth:** Assessing the overall size of the two-wheeler market in terms of sales volume, revenue, and market share. Analyzing historical data and projecting future growth rates based on factors such as population growth, urbanization, and economic indicators.

2. **Market Segmentation:** Dividing the market into several categories depending on the kind of product (motorcycles, scooters, mopeds), price range, engine size, target market, and geographic areas. knowing each segment's market share and potential for expansion.

3. **Analyzing the industry's top companies:** Market shares, product portfolios, price tactics, distribution networks, and branding efforts. Determining each player's main SWOT analysis strengths, weaknesses, opportunities, and threats.

4. **Customer Behaviour and Preferences:** Investigating customer purchasing patterns, preferences, and the elements that influence decisions to buy, including cost, brand reputation, features, appearance, fuel efficiency, and after-sales support, recognizing new trends and changes in customer tastes.

5. **Regulatory Environment:** Analysing the effects of governmental policies and regulations on the market, including import/export laws, safety standards, tax laws, and incentives for electric car use. evaluating the impact of regulatory changes on market dynamics, price, and product development.

6. **Technological Advancements:** Analysing technological innovations in the industry, such as engine technology, hybrid and electric vehicles, connectivity features, and safety enhancements. Understanding the impact of technology on product differentiation, competitive advantage, and consumer demand.

7. **Supply Chain and Distribution:** Analyzing the industry's supply chain management techniques, dealership networks, and distribution channels, evaluating the effectiveness of inventory management, aftermarket services, and logistics.

8. **Opportunities and Difficulties:** Finding chances for growth, such as underserved market niches, geographic expansion, product diversification, or strategic alliances evaluating obstacles such rising competition and changing raw material prices, compliance with regulations and shifting customer expectations.

9. **Future Outlook:** Offering information on the two-wheeler industry's potential growth areas. such as new trends, technological changes, industry consolidation, and future growth sectors. predicting market trends and suggesting competitive and long-term growth plans.

Overall, a comprehensive two-wheeler industry analysis combines qualitative and quantitative research to provide a holistic understanding of the industry's current state, challenges, and opportunities for stakeholders.

MAJOR FACTORS AFFECTING THE INDUSTRY

1. **Economic Factors:** Consumer purchasing power and demand for two-wheelers are greatly influenced by income levels, inflation rates, and interest rates. Predicting market trends and consumer behaviour requires an understanding of these economic forces.

2. **Social Factors:** Changing lifestyles, urbanization, and population demographics play a crucial role in shaping consumer preferences and mobility patterns. Identifying the social factors that influence the two-wheeler industry helps in developing targeted marketing strategies and product innovations.

3. **Technological Factors:** Product innovation and customer preferences are influenced by improvements in engine technology, safety features, and fuel efficiency. Understanding the technology drivers of the two-wheeler market may help businesses remain competitive and satisfy changing customer wants.

4. **Regulatory Factors:** The operational environment and market dynamics of the two-wheeler sector are significantly impacted by emission standards, taxation laws, and government initiatives. Regulation adherence and making use of government initiatives may have an impact on the industry's development and profitability.

5. **Others:** Possibilities for growth in the two-wheeler sector, such as the potential for electric two-wheelers or market expansion in particular locations, may be identified by the research, along with associated difficulties. To assist industry stakeholders successfully manage issues, such as shifting fuel costs or growing competition, challenges should also be emphasized.

[SOURCE: www.autopudtiz.com**]**

GOVERNMENT INITIATIVES AND POLICIES

1. Production-linked Incentive (PLI) Scheme

- In September 2021, the Indian government issued a notification regarding a PLI scheme for automobile and auto components worth Rs. 25,938 crore (US$ 3.49 billion). This scheme is expected to bring investments of over Rs. 42,500 (US$ 5.74 billion) by 2026.
- The Union Cabinet outlaid Rs. 57,042 crore (US$ 7.81 billion) for the automobiles & auto components sector under the Department of Heavy Industries.
- In November 2021, under the production-linked incentive (PLI) scheme for automobiles, the Union Government added >100 advanced technologies, including alternate fuel systems such as compressed natural gas (CNG), Bharat Stage VI compliant flexfuel engines, electronic control units (ECU) for safety, advanced driver assist systems and e-quadricycles.
- In May 2021, the Central Government approved a PLI scheme for manufacturing Advanced Chemistry Cells (ACC) with a budget of Rs. 18,100 crore (US$ 2.33 billion).

2. The Automotive Mission Plan 2016-26 (AMP 2026)

AMP 2026 targets a four-fold growth in the automobile sector in India which include manufacturers of automobiles, auto components and tractors over the next 10 years.

3. NATRIP

Setting up of R&D centres at a total cost of US$ 388.5 million to enable the industry to be on par with global standards.

Under National Automotive Testing and R&D Infrastructure Project (NATRIP), five testing and research centres have been established in the country since 2015.

4. FAME

- The Government approved FAME and plans to cover all vehicle segments and all forms of hybrid & pure EVs. FAME-I was extended until March 31, 2019.
- In February 2019, the Government of India approved FAME-II scheme with a fund requirement of Rs. 10,000 crore (US$ 1.2 billion) for FY20-22. The Centre approved US$ 97.77 million (Rs. 800 crore) for 7,432 public fast charging stations under the FAME Scheme Phase II. The FAME Scheme was extended for a further period of 2 years up to March 31st, 2024.

5. Clean Tech Scheme

The Indian government has planned ~US$ 3.5 billion in incentives over a five-year period until 2026 under a revamped scheme to encourage production and export of clean technology vehicles.

6. Flex-fuel Engines

In September 2021, Minister of Road Transport and Highways, Mr. Nitin Gadkari, announced that government is planning to make it mandatory for car manufacturers to produce flex-fuel engines after getting the required permissions from the Supreme Court of India.

7. Ethanol Blending

In July 2022, the Government amended the National Policy on Biofuels – 2018. The target of 20% blending of ethanol in petrol and 5% blending of biodiesel in diesel by 2030 was brought forward to 2025-26.

8. Battery Waste Management Rules, 2022

Ministry of Environment, Forest and Climate Change, Government of India published the Battery Waste Management Rules, 2022 on August 24th, 2022 for environmentally sound management of waste batteries, including EV batteries.

GROWTH DRIVERS

1. Policy support

- Initiatives like Make in India, the Automotive Mission Plan 2026, and NEMMP 2020 will give a huge boost to the sector.
- The government introduced a battery swapping policy, which will allow drained batteries to be swapped with charged ones at designated charging stations, thus making EVs more viable for potential customers.
- To install electric vehicle supply equipment (EVSE) infrastructure for EVs, various public sector firms, ministries, and railways have come together to create infrastructure, and manufacture components.

2. Growing demand

- Rising income and a growing young population.
- Greater availability of credit and financing options.
- Demand for commercial vehicles increasing due to the high level of activity in the infrastructure sector.

3. Support infrastructure and high investment

- In April 2023, Power Finance Corporation Ltd (PFC) approves US$ 76.39 million (Rs.633 crore) loan for 5,000 passenger EVs and 1,000 cargo EVs.
- In March 2023, the Central government sanctions US$ 72.41 million (Rs. 800 crore) under FAME India Scheme Phase II to Indian Oil (IOCL), Bharat Petroleum (BPCL), and Hindustan Petroleum (HPCL), for setting up 7,432 public fast charging stations across the country.
- In November 2022, Mahindra & Mahindra announced that they had tied up with three electric vehicle infrastructure partners - Jiobp, Statiq, and Charge+Zone - to offer charging solutions for their range of passenger electric vehicles.
- In July 2021, India inaugurated the national automotive test tracks (NATRAX), which is Asia's longest high-speed track to facilitate automotive testing.
- From April 2000-December 2022, the automobile sector received around 5.45% (US$ 34.11 billion) of the total equity FDI inflows to India.

[**SOURCE:** www.ibef.org]

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Prospectus, including the information contained in the section titled "RISK FACTORS" on Page no. 16 of the Draft Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms "We", "Us" "RAL" and "Our" refers to Our Company. Unless stated otherwise, the financial data in this section as per our Restated financial statements prepared in accordance with Accounting Standard set for thin the Draft Prospectus.

OVERVIEW

Our Company was originally incorporated as a Private limited company under the Companies Act, 2013, with the name "Resourceful Automobile Private Limited" on February 21st, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Delhi and Haryana. Later on, company was converted into public limited company, the name of the Company has changed to "**Resourceful Automobile Limited**" and for the same fresh Certificate of Incorporation dated October 25th, 2023 due to change in Name was issued by the Registrar of Companies, Delhi and Haryana.

Our Company is actively involved in the dealership of two-wheeler bike of Yamaha, operating under the showroom name **"Sawhney Automobiles"**. Specializing in the sales and servicing of motorcycles and scooters, with quality products and exceptional customer service, making it a trusted destination for motorcycle enthusiasts.

Sawhney Automobile caters to a diverse range of customer preferences and needs by offering a comprehensive selection of two-wheelers. The inventory encompasses commuter bikes, sport bikes, cruisers, and scooters sourced from reputable manufacturers. As an authorized Yamaha dealership, we guarantee customers access to the latest models and authentic spare parts. Our dealership goes beyond sales, providing expert guidance to assist customers in selecting the right bike, arranging test rides, and offering financing options for enhanced accessibility. We take pride in our advanced service center, where skilled technicians handle routine maintenance, repairs, and ensure the availability of genuine spare parts to uphold the longevity and performance of the bikes we sell.

The foundation of our company is laid by three esteemed promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney, and Mrs. Megha Chawla. They collectively boast over a decade of invaluable experience in the motorbike industry, possessing a profound understanding of the products and the operational landscape of our business. We firmly believe that the extensive expertise of our management team positions us to not only capitalize on existing opportunities but also navigate future prospects successfully. This wealth of experience is instrumental in addressing and mitigating various inherent risks in our industry, particularly in the face of significant competition.

The mission of the company is to offer a diverse range of high-quality motorcycles, exceptional service, and fostering a community that celebrates the spirit of freedom and exploration on two wheels. The company is committed to innovation, integrity, and customer satisfaction, and it strive to be the premier destination for every rider's journey. The vision of the company is to set industry standards, cultivate a vibrant rider community, and leave a legacy of excellence that resonates with the spirit of the open road.

The company actively engages with the riding community through events, group rides, and sponsorships. This involvement fosters a sense of camaraderie among customers and enthusiasts. Recognizing the significance of the digital landscape, the dealership maintains a robust online presence, featuring a user-friendly website that provides information on products, promotions, and a platform for online inquiries.

The company operates with integrity, adhering to all industry regulations and standards. The dealership places a high emphasis on transparency in pricing, ensuring customers have a clear understanding of their purchase. It is committed to environmental responsibility. This may include compliance with emission standards, promoting fuel-efficient models, and exploring eco-friendly alternatives, such as electric two-wheelers.

The company looks forward to continued growth and innovation in the dynamic two-wheeler industry. By staying at the forefront of market trends, maintaining strong customer relationships, and adapting to emerging technologies, Sawhney Automobile aims to solidify its position as a premier destination for all things related to two-wheeled mobility.

Our company have a strong track record of revenue growth and profitability. The following table sets forth certain Key Performance Indicators for the years indicated.

Key Performance Indicators of our Company:

(Rs. In Lakhs)

Key Financial Performance	For the period	For the financial year ended 31st March,

	ending 31st October, 2023	2023	2022	2021
Revenue from Operations[1]	814.93	1,883.92	1,231.71	1,103.79
Growth in Revenue from Operations[2]	-25.84%	52.95%	11.59%	-
EBITDA[3]	149.72	147.78	90.64	36.17
EBITDA Margin[4]	18.37%	7.84%	7.36%	3.28%
PAT[5]	74.79	41.50	28.73	0.16
PAT Margin[6]	9.18%	2.20%	2.33%	0.01%

Note:
(1) Revenue from operation means revenue from sales;
(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding relevant period, divided by Revenue from Operations of the preceding relevant period;
(3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses;
(4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
(5) PAT is calculated as Profit before tax – Taxes;
(6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

OUR SHOWROOMS AND SERVICE CENTRE

The company being into Auto Dealership Industry plays a key role in the automobile value chain by facilitating sales of vehicles along with the auto OEMs. Auto dealerships help to shape the buyer's perception of the displayed vehicles as well as the OEMs, which is largely built around his or her experiences in the dealerships. Accordingly, auto dealerships have to invest significantly in creating the right ambience in their showrooms, besides the investment and expenses that goes in training of employees and leasing of adequate space at prime locations to be able to offer ancillary services as well (in addition to display of vehicles) such as insurance and financing for vehicle purchase.

Additionally, there are expenses involved for leasing of space for workshops to offer servicing and repair of vehicles, as well as for warehouses for the storage of vehicles. The fortunes of auto dealerships are directly linked to the performance of their respective OEMs. Dealerships have to deal with unexpected shifts in buyer preferences towards newer models launched by competitor OEMs thereby impacting their revenues.

Presently the company has two concept-driven showrooms with one workshop embeds. The Blue Square outlet situated at Dwarka, New Delhi showcase Yamaha's entire range of two-wheelers, apparels & accessories. Yamaha's Blue Square facilities are designed to define their legacy in global motorsports with 'Blue' characterizing their racing DNA and 'Square' defining an entry into the world of Yamaha. These exclusive outlets showcase the brand's racing DNA through a Yamaha Blue themed interior and a borderline surrounding the exterior of the outlet. Both of these new locations are 3S facilities offering – end-to-end Sales, Service and Spares support.

The Blue Square premium outlets showcase a varied display of Yamaha motorcycles along with genuine accessories, apparels, and spare parts. These showrooms also feature a café that serves as a platform for customers to connect with each other and gain information about the brand as well. After venturing into premium bikes and defining the Blue Square Showrooms, being the first ones in Delhi, the company visions to expand its operations and open more such facilities in Delhi-NCR for giving luxurious experience to the end customers near to their places.

Our company’s another showroom located on Palam Road, New Delhi. This showroom is dedicated to offering a wide range of premium and distinctive two-wheelers, featuring the latest models from Yamaha India as well as a diverse collection of motorbikes. We are excited to provide our customers with an enhanced shopping experience, showcasing the best in quality, innovation, and design in the world of two-wheelers.

Sawhney Automobile's cutting-edge service center, staffed with skilled technicians, is dedicated to ensuring the longevity and optimal performance of the motorcycles and scooters we offer. From routine maintenance such as oil changes and brake inspections to addressing unexpected repairs with genuine spare parts, our service center prioritizes customer satisfaction. We aim for efficiency, timely services, and expert handling of various two-wheeler models, including those from Yamaha. Our commitment to providing a seamless and positive service experience reflects our dedication to being a trusted destination for motorcycle enthusiasts, extending support beyond the initial purchase to enhance the overall ownership journey.

OUR PROCESS

PURCHASE

- Fixed Purchase order is placed with the Yamaha dealer through the online PYMIDOL IV portal; of min.24 bikes per month on a scheduled date .
- Bikes delivered to the authrorized showrooms within 10 days.
- Inspection done for quality check of the bikes delivered.

STOCK INVENTORY

- Stock Inventory is updated every month.
- Minimum of 20 bikes must be available in every showroom at all times.
- Bikes are displayed for sale in the showrooms.

SALE

- Customers approach the showroom directly for bike purchase enquiry.
- The sales assistant provides all the information regarding the bike specifications and features.
- Client visits the showroom and have a test drive if they want.
- Negotiate and finalize the sale terms with the dealing assistant.

BIKE HANDOVER

- Required documentation is done with the KYC details of customer.
- Mode of payment like Cash or Finance is discussed and agreed to.
- Customer makes the final payment by Cash or Online.
- The vehicle is handed over to the customer in a fixed amount of time (days) depending on the availability of stock.

POST SALE SERVICES

- The customer is briefed about the Post sale service details.
- Vehicle warranty and extended warranty details are also explained.
- Any extra accessories available are also briefed to the client.
- Customer feedback is requested.

INVOICE & REGISTRATION

- Vehicle invoice is generated.
- Registration of the vehicle is done.
- Motorvehicle Insurance is arranged.
- Manuals are provided and the vehicle is delivered.

POST SALE FOLLOWUP

- Post sale followup is done.
- RC and Numberplate is provided within a few days(min.15 days).
- END of the Process.

BRIEF FINANCIALS OF OUR COMPANY

(Amount in Lakhs)

Particulars	For the period ending 31st October, 2023	For the year ended March 31st,		
		2023	2022	2021
Revenue from Operations	814.93	1,883.92	1,231.71	1,103.79
Other Income	36.54	54.34	18.39	23.47

Total Income	851.47	1,938.26	1,250.10	1,127.26
Profit Before Tax	100.25	59.89	38.61	0.82
Profit After Tax	74.79	41.50	28.73	0.16

OUR COMPETITIVE STRENGTHS

1. Experienced Promoter and Management Team:

Our Promoters have industry experience and have been instrumental in the growth of our Company's sustainability. Our Promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla have more than a decade of experience in field of motorbike industry and have in-depth knowledge of the products and industry in which Company operate. We believe that our management team's experience and their understanding of the Business will enable us to continue to take advantage of both current and future opportunities. It is also expected to help us on addressing and mitigating various risks inherent in our business, including significant competition.

2. Product Range and Quality Service:

Sawhney Automobile proudly offers a diverse range of two-wheelers, catering to various customer preferences and needs, with an unwavering commitment to quality service. Our Company has earned a commendable reputation for reliability and quantity due to its adherence to uncompromising standard of quality. The objective is to delight customers at reasonable prices. Our management team is focused on delivering quality products for all kind of premium bikes. We offer expert guidance to assist customers in selecting the perfect bike, facilitate test rides, provide accessible financing options, and ensure quality service to enhance the overall purchasing process.

3. Locational Advantage:

We operate from our registered office at Dwarka, Delhi, which is strategically located and is well connected by roads. Further, our company deals in premium bikes and luxurious scooters which are passionate for the wealthy and HNIs of the capital of the country. Thus, the location of the site is very advantageous to the company.

4. Brand Partnerships:

As an authorized dealer of Yamaha India, Sawhney Automobile has forged partnerships with leading motorcycle manufacturers, ensuring not only a diverse product range but also a commitment to quality service. This strategic alliance guarantees that our customers have exclusive access to the latest models and genuine spare parts. This partnership underscores our dedication to providing a superior and unparalleled experience to motorcycle enthusiasts, backed by the renowned excellence of Yamaha India.

5. Online Presence

Recognizing the significance of the digital realm, we diligently maintain a robust online presence. Our user-friendly website serves as an informative hub, offering details on products, promotions, and a convenient platform for online inquiries, ensuring accessibility and quality service in the digital age. Complementing this, we actively engage in a robust social media approach through platforms like Facebook, Instagram, and LinkedIn. This extends our reach and interaction with our audience, fostering a dynamic online community. Furthermore, our online advertising initiatives, including campaigns on platforms like Google Ads, amplify our digital visibility, ensuring that our brand and offerings are effectively communicated to our target audience.

BUSINESS STRATEGY

1. Enhance customer base by opening New Showrooms:

In our business strategy, we aim to expand our customer base through the strategic establishment of new showrooms. The objective is twofold: to meet the growing demands of our existing customers and attract new ones by extending the distribution network of our products across different areas in the capital. Currently based at K-24, Rajapuri, Sector 3, Dwarka, New Delhi, 110059, our strong customer base is primarily concentrated in Dwarka. To achieve this expansion, we plan to augment our marketing and sales team, enabling focused efforts in diverse regions of the capital and neighboring areas, fostering and maintaining positive relationships with customers. This geographical diversification aims to enhance our outreach to a wider population. Emphasizing long-term customer relationships, we commit to adding value through post-sales support, quality assurance, timely product delivery, and the establishment of a dedicated service center to address any vehicle-related issues promptly.

2. Strengthen Brand Value:

We are into the business of diverse range of two-wheelers, catering to various customer preferences and needs. The inventory includes commuter bikes, sport bikes, cruisers, and scooters from renowned manufacturers for more than six years whereas our peer group industry players/competitors have the benefit of longer operating history in comparison with ours, and therefore, our brand development is at a relatively nascent stage. Considering our current market presence with our customers in diversified sectors and geographies in order to further penetrate the market.

3. Expanding our product range to add more value-added products:

We provide a range of product specifications in all our product categories i.e. commuter bikes, sport bikes, cruisers, and scooters from renowned manufacturers. As an authorized dealership, it holds partnerships with top motorcycle manufacturers. This ensures that customers have access to the latest models and genuine spare parts. We intend to further enhance our value proposition by dealing in value added products, which have better margins and wider markets.

SWOT

STRENGTH	WEAKNESS
• Experienced Management Team; • Quality Products; • Locational Advantage.	• Working Capital Intensive Business; • Limited Geographical Reach; • Inability to adopt technology advancement.
OPPORTUNITY	**THREATS**
• Growing domestic demand; • Increase in per capita income of Indian residents	• High level competition; • Technological Change.

COMPETITION

Our business operates within a market characterized by intense competition, with numerous unlisted players in the dealership segment. The primary determinant for clients in choosing our products is often pricing. We may encounter competition from peers who share similarities in one or more divisions of our business. The competitive landscape spans across small, regional, national, and international players, adding to the complexity of our market. Despite the challenges posed by formidable competitors, our extensive experience in the industry positions us well to deliver high-quality products, meeting the discerning demands of our customers. Notably, the industry features minimal entry barriers, potentially leading to increased competition, especially with any expansion in the capacity of existing producers. Our commitment to excellence extends beyond the point of sale, as we pride ourselves on offering exceptional after-sales service, further enhancing the overall customer experience.

MARKETING

Being the authorized dealership of Yamaha India, our entire two-wheeler product branding and marketing are expertly handled by Yamaha, supplemented by our successful customer referral program and a closely-knit network marketing strategy. In the digital realm, we actively engage in enhancing our online presence through various initiatives like Website Optimization, Social Media Approach: • Creating a content calendar for regular and engaging posts across major social media platforms like Facebook , Instagram and LinkedIn etc.

In addition to our digital initiatives, we also embrace traditional marketing practices under the guidance of our experienced promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney, and Mrs. Megha Chawla, who collectively bring over a decade of expertise in marketing and sales, ensuring utmost customer satisfaction. Our marketing team, following a word-of-mouth approach, works diligently to establish strong connections with our audience. The promoters leverage their profound industry knowledge to guide us in becoming a preferred supplier early in the process, interacting with customers at multiple levels. Our commitment remains steadfast in consistently adapting and evolving to meet the changing requirements of our clients and strengthen our position in the market.

CAPACITY AND CAPACITY UTILIZATION

As we do not have any own manufacturing facility and we are mainly engaged in trading business, thus any specific data relating to capacity and capacity utilization does not applicable to our Company.

INFRASTRUCTURE & UTILITY

POWER

At our registered office, showrooms and a Workshop/ Service Centre, we require basic electricity requirement for the lighting, computer systems etc. as currently our company is in trading of motorbikes and scooters, we are taking the power supply from BSES Rajdhani Power Limited. Adequate power is available which is met through the electric supply and we arranged it for ourselves through Invertors.

WATER

Water is required for drinking; sanitary purposes and the Company have agreement with local authority for adequate water supply at the existing premises.

LOCATION

Registered Office and Showroom 1	K-24, Ground, Basement and Upper Ground, Raja Puri, Sector-3 Dwarka New Delhi -110059
Showroom 2	RZF-1/16 B, Dabri-Palam Rd, Mahavir Enclave, Dwarka, New Delhi – 110045
Service Centre	K-1/36 Back portion, Raja Puri, Uttam Nagar, Dwarka New Delhi -110059

HUMAN RESOURCE

Our work force is a critical factor in maintaining quality and safety which strengthen our competitive position and our human resource policies focus on training and retaining our employees. We identify, develop and retain our talent through an array of initiatives which include talent acquisition, learning and development, compensation and benefits, employee engagement and performance management. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. We believe our management policies, working environment, career development opportunities, appraisal mechanism and employee benefits are instrumental in maintaining good employee relations and employee retention**.**

As of 28th December 2023 , our Company has a total of 8 employees. The breakup of permanent employees is detailed below:

S. No.	Category	No. of Employees
1.	Finance and legal	3
2.	Sales & Marketing	2
3.	HR/ Admin	1
4.	Operations	2
	Total	**8**

PLANT AND MACHINERY

As on date of Draft Prospectus, Our Company does not possess any plant and machinery, as company is only in trading business.

DETAILS OF PROPERTIES

Immovable Property

Details of properties are as follows:

S. No.	Details of Property	Licensor / Lessor / Owner	License / Leased / Owned	Consideration /Lease Rental / License Fees (in Rs.)	Usage
1.	K-24, Ground, Basement and Upper Ground, Raja Puri, Sector-3 Dwarka New Delhi -110059	Smt. Anita Vijay Kumar Solanki	Lease	Rs.2,20,000/- per month	Registered Office and Showroom 1

S. No.	Details of Property	Licensor / Lessor / Owner	License / Leased / Owned	Consideration /Lease Rental / License Fees (in Rs.)	Usage
2.	RZF-1/16 B, Dabri-Palam Rd, Mahavir Enclave, Dwarka, New Delhi – 110045	Sh. Sarweshwar Prasad Choubey	Lease	Rs.65,000/- per month	Showroom 2
3.	K-1/36 Back portion, Raja Puri, Uttam Nagar, Dwarka New Delhi - 110059	Sh. Rohit Solanki	Lease	Rs.110,000/- per month	Workshop/ Service Centre

Intellectual Property

The details of intellectual property are as under:

Logo/Word	Class	Trademark Type	Owner of Trade work	Application No. & Date	Current Status
Sawhney Automobile	04	Logo	Resourceful Automobile Limited	9787749; 28th December, 2023	Under Process
Sawhney Automobile	35	Word mark	Resourceful Automobile Limited	9787885; 28th December, 2023	Under Process

INSURANCE POLICIES

Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

S. No.	Name of the Insurance Policy	Policy No.	Validity Period	Description of the cover under the policy	Sum Insured (Rs. In Lakhs)
1.	General Insurance Policy	47B52306	24th May 2024	Fire and Allied, Burglary and other perils, Money, Fidelity Guarantee, Fixed glass and Sanitary fittings and TRP Public Liability	807.00

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

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

FINANCIAL INDEBTEDNESS OF THE COMPANY

As on the date of this Draft Prospectus, our Company has availed unsecured loans. For further details, please refer to the Section “STATEMENT OF FINANCIAL INDEBTEDNESS” beginning on page No. __ of this Draft Prospectus.

KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled "GOVERNMENT AND OTHER APPROVALS" on page 129 of this Draft Prospectus.

INDUSTRY SPECIFIC LEGISLATIONS

Shops and Commercial Establishments Act 1958

The Punjab Shop and Commercial Establishments Act 1958 is a state enactment and provides for the regulation of conditions of work and employment in shops and commercial establishments which includes IT and ITE / BPO establishments. A registration has to be obtained by every establishment covered under the Act by the owner / authorized person. The safety, health and welfare provisions provided in the Act have to be implemented by the employer is such establishments.

LAWS RELATING TO SALE OF GOODS

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 **(the "Sale of Goods Act")** governs contracts relating to sale of goods in India. The Contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of 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 the 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 sale of goods.

The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government.

The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

LABOUR LAW LEGISLATION

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more interstate migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months.

Payment of Gratuity Act, 1972

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for noncompliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service.

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 Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced withthe object to institute compulsory provident fund for the benefit of employees in factories and other establishments. EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme".

Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Employees State Insurance Act, 1948

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESIC Act and maintain prescribed records and registers.

In addition to the above, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of the business activities:

- Maternity Benefit Act, 1961.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Child Labour (Prohibition and Regulation) Act, 1986.
- The Equal Remuneration Act, 1976.
- The Code on Wages, 2019*.
- The Occupational Safety, Health and Working Conditions Code, 2020**.
- The Industrial Relations Code, 2020***.
- The Code on Social Security, 2020****.

**The Government of India enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. The provisions of this code are yet to be brought into force by the Central Government. It proposes to subsume four separate legislations, 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 Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code are yet to be brought into force by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment*

and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

****The 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 are yet to be brought into force 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.*

*****The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. 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, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

INTELLECTUAL PROPERTY

Copyright Act, 1957 ("Copyright Act")

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

Trademarks Act, 1999 (the "Trade Marks Act")

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter,numeral, shape of goods, packaging or combination of colors or any combination thereof.

Design Act, 2000 ("Design Act")

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

The Bureau of Indian Standards Act, 2016 ("BIS Act")

Bureau of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards ("BIS") for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services, and formatters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as maybe prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

LAWS RELATING TO TAXATION

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the

provisions of this Act or Rules made under it depending upon its "Residential Status" and "Type of Income" involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Goods and Services Tax ("**GST**") is levied on the supply of goods or services or both jointly by the Central Government and State Governments. GST provides for the imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on the intra-state supply of goods or services. Further, the Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

SEBI REGULATIONS

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

OTHER APPLICABLE LAWS

The Companies Act, 2013

The Companies Act, 2013 has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Companies Act, 2013 primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 2013 prescribes regulatory mechanisms regarding all relevant aspects, including organizational, financial and managerial aspects of the company. It plays a fundamental role in protecting the investors and the shareholders and balances it with different aspects of company autonomy. The Ministry of Corporate Affairs has also issued Rules complementary to the Act, establishing the procedure to be followed by the companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 **("Contract Act")** codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that governs the formation and performance of contracts. The contracting parties themselves decide the rights and duties of the parties and the terms of the agreement.

The Arbitration and Conciliation Act, 2015

The Arbitration and Conciliation Act **("Arbitration Act")** was enacted 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 and for matters connected therewith or incidental thereto. The Act provides for the arbitral tribunal to give reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction thus minimizing the supervisory role of courts in the arbitral process. There are many provisions that also permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to

provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Transfer of Property Act, 1882

The Transfer of Property, 1882 ("T.P. Act") including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the T.P. Act. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provisions to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019 ("**CPA 2019**") has superseded the Consumer Protection Act, 1986 and came into force on July 20, 2020. The CPA 2019 has introduced certain definitions including, *inter alia*, 'product liability', product manufacturer' and 'defect'. The CPA Act 2019 further established the Central Consumer Protection Authority to protect, promote and enforce the rights of the consumers.

Competition Act, 2002

The Competition Act is an act to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with the prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India **("Commission")** is to eliminate practices having adverse effects on competition, promote and sustain competition, protect the interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to Rs.100,000 for each day during such failure subject to a maximum of Rs.10,000,000, as the Commission may determine.

Information Technology, 2000

The Information Technology, 2000 is an act to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as **"electronic commerce",** which involves the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. Where any law provides that information or any other matter shall be authenticated by affixing the signature or any document shall be signed or bear the signature of any person (hence, notwithstanding anything contained in such law, such requirement shall be deemed to have been satisfied, if such information or matter is authenticated by means of digital signature affixed in such manner as may be prescribed by the Central Government. Penalty for damage to the computer, computer system and failure to furnish information return, etc., shall be to pay damages by way of compensation not exceeding one crore rupees to the person so affected and not exceeding one lakh and fifty thousand rupees for each such failure respectively.

CERTAIN OTHER LAWS AND REGULATIONS THAT MAY BE APPLICABLE TO OUR COMPANY

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws also apply.

- The Registration Act, 1908 ("Registration Act");
- Public Liability Insurance Act, 1991;
- Specific Relief Act 1963;
- Indian Stamp Act, 1899, as applicable to State of Punjab (the "Stamp Act")

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

Our Company was originally incorporated as Private Limited, under the Companies Act, 2013 ("Companies Act") in the name and style of "Resourceful Automobile Private Limited" on February 21st, 2018, vide Certificate of Incorporation issued by the Registrar of Companies, Delhi & Haryana. Later on, company was converted into public limited company, the name of the Company has changed to "Resourceful Automobile Limited" and for the same fresh Certificate of Incorporation dated October 25th, 2023 was issued by the Registrar of Companies, Delhi & Haryana.

Our Promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney and Mrs. Megha Chawla laid down the foundation of our company in the year 2018 as a Private Limited in the name of "M/s Resourceful Automobile Private Limited" with a vision to establish itself as a one of the most trusted and reliable company in delivering premium bikes. The Company is engaged in the business as per Memorandum of Association of the company of buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors.

Its object is also to carry on the business of trading of sale, import, export, distribution, and dealership in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.

For details of our awards please refer to section titled as HISTORY AND CORPORATE STRUCTURE on page 95 of this Draft Prospectus.

REGISTERED OFFICE

The Company has its registered office at K-24, Upper Ground, KH No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi - 110059.

The Registered office of our Company has changed one time since incorporation, as per below mentioned details.

Date of Change	Particulars	Reason
On Incorporation	E-25, Villa-A, Rajouri Garden, New Delhi, West Delhi, Delhi – 110027.	Not Applicable
21st March, 2018	The Registered office of our company changed from "E-25, Villa-A, Rajouri Garden, New Delhi, West Delhi, Delhi – 110027." to "K-24, Upper Ground, KH No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi - 110059".	For ease of doing business

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The Following changes have been made in Name Clause of our company since its inceptions.

Date of Change	Particulars	Reason
On Incorporation	Resourceful Automobile Private Limited	Not Applicable
October 25th, 2023	The name of our company changed from "Resourceful Automobile Private Limited" to "Resourceful Automobile Limited".	Business Expansion, planning to come up with an Initial Public Offer and conversion from private limited to public limited.

AUTHORIZED CAPITAL

The following changes have been made in the Authorized Capital of our Company since its inception.

Date of Amendment	Particulars
On Incorporation	Authorized capital as ₹ 5.00 Lakhs.
September 18th, 2019	Increased in authorized capital from ₹ 5.00 Lakh to ₹ 40.00 Lakh.
March 02nd, 2020	Increased in authorized capital from ₹ 40.00 Lakh to ₹ 50.00 Lakh.
May 21, 2022	Increased in authorized capital from ₹ 50.00 Lakh to ₹ 1200.00 Lakh.

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

Year	Key Events/Milestone/ Achievement
2018	Incorporation of the Company.
2018	We opened a motorbike connect showroom in Rajapuri, Sector 3, Dwarka, Delhi.
2018	We commenced our Yamaha dealership in Delhi.
2019	Awarded Certificate of Appreciation as 2nd Runner up (Category Zone – North) for **"Road Side Assistance (Retail)"**
2019	Awarded Certificate of Appreciation as Winner for **"Protection Plus (Retail)"**
2019	Awarded Certificate of Appreciation as 1st Runner up (Category State – Delhi) for **"Road Side Assistance (Retail)"**
2021	Awarded Certificate of Apprecition for **"Reducing escalated Concern - H1".**
2021	Awarded Certificate of Appreciation as 1st runner up achiever for **"Total FSCR volume achievement".**
2021	Awarded Certificate of Appreciation as 1st runner up for **"Total Service Volume".**
2021	Awarded Certificate of Appreciation as 2nd Runner up for **"RSA Enrolment".**
2021	Awarded Certificate of Appreciation as 2nd Runner up for **"AMC Retail".**
2022	Awarded Certificate of Apprecition for **"Zero CCM".**
2022	Awarded Certificate of Appreciation as 1st position award for **"Total Service Volume"** (104%).
2022	Awarded Certificate of Appreciation as 1st Rank for **"AMC Achievements"** (1275 nos.).
2022	Awarded Certificate of Appreciation as 2nd Rank for **"RSA Achievements"** (644 nos.).
2022	Receipt of Life membership of Federation of Automobile Dealers Associations (FADA)
2022	First to get certified and authorized Blue Square Premium outlet in Delhi & Second outlet in North India.
2023	We expanded our showroom to new strategic location at Mahavir Enclave, Palam.
2023	Conversion of the Company from Private Limited to Public Limited Company.
	Receipt of industry certifications or awards available on website – www.sawhneyauto.com via link https://www.sawhneyauto.com/achievements/

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled "BUSINESS OVERVIEW", "INDUSTRY OVERVIEW" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS" beginning on page no. 81, 75 and 119 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "OUR MANAGEMENT" and "CAPITAL STRUCTURE" beginning on page nos. 99 and 39 respectively of this Draft Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please see the section entitled "CAPITAL STRUCTURE" and "RESTATED FINANCIAL STATEMENTS" on page nos. 39 and 117 respectively of this Draft Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOAN INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our company does not have any Subsidiary and Holding Company for more details about our other group companies, please see the section entitled "INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES" on page no. 132 of this Draft Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY

For details of increase in equity capital of our company, please refer section "CAPITAL STRUCTURE" on page no.-- of this Draft Prospectus.

INJUCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Prospectus.

MANAGERIAL COMPETENCE

For Managerial Competence, please refer to the section "OUR MANAGEMENT" on Page no. 99 of this Draft Prospectus.

MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS / REVALUATION OF ASSETS / DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

There has been no Material Acquisitions / Amalgamations / Mergers / Revaluation of Assets / Divestment of Business / Undertaking in last ten years.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Prospectus, the total numbers of equity shareholders are 7 (Seven). For more details on the shareholding of the members, please see the section titled "CAPITAL STRUCTURE" at page no. -- of this Draft Prospectus.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. Our Company has not changed its Object since its Incorporation. The objects for which our Company is established are:

1. To carry on the business of buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors.

2. To carry on the business of sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.

SHAREHOLDERS' AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Draft Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any Joint Venture Agreement as on the date of this Draft Prospectus.

For more details, please see the section entitled "INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES" on page no. 132 of this Draft Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Draft Prospectus.

FINANCIAL PARTENRS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Prospectus.

OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15, at least two thirds of whom shall be liable to retire by rotation other than independent directors. Our Company currently has 5 (Five) directors on our Board out of which 2 (Two) are Executive Director, 1 (One) being Non-Executive Director and 2 (Two) are Non-Executive Independent Directors.

S. No.	Name of the Director	Designation
1.	Mr. Rahul Sawhney	Chairman and Managing Director
2.	Mrs. Bindu Sawhney	Non-Executive Director
3.	Mrs. Megha Chawla	Executive Director
4.	Mr. Dinesh Dilip Durgani	Independent Director
5.	Mrs. Manju Verma	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus:

MR. RAHUL SAWHNEY	
Father's Name	Mr. Jitender Sawhney
DIN	07635427
Date of Birth	01 August 1990
Age	33 yrs
Designation	Chairman and Managing Director
Status	Executive
Qualification	Bachelor's Degree in Business Administration
No. of years of experience	He is primarily involved in Developing and executing company's business strategy of the Company. He has almost 7 years of experience.
Address	E-25, Villa Rajouri Market, Rajouri Garden, West Delhi, Delhi, INDIA, 110027.
Occupation	Business
Nationality	Indian
Date of Appointment	Initially appointed as a Director from February 21st, 2018 and presently designated as Managing Director from 1st December, 2023.
Term of Appointment and date of expiration of current term of office.	Holds office for a period of 5 years w.e.f. 1st December, 2023 to 30th November, 2028 and liable to retire by rotation.
Other Directorships	NIL

MRS. BINDU SAWHNEY	
Father's Name	Mr. Om Prakash Mehta
DIN	08060807
Date of Birth	31 August 1964
Age	59 years
Designation	Director
Status	Non-Executive Director
Qualification	Bachelor degree in History Honors
No. of years of experience	She is involved in Marketing. She has total experience of 20 years.
Address	E-25, Rajouri Garden, Rajouri Garden, West Delhi, Delhi, INDIA, 110027.
Occupation	Business
Nationality	Indian
Date of Appointment	Appointed as a Director from inception of the company, i.e. from February 21st, 2018
Term of Appointment and date of expiration of current term of office	Holds office since inception and is liable to retire by rotation.
Other Directorships	NA

MRS. MEGHA CHAWLA	
Father's Name	Mr. Rajesh Chawla

DIN	09473673
Date of Birth	January 06, 1987
Age	36 years
Designation	Director
Status	Executive
Qualification	Graduation
No. of years of experience	She has more than 4 years' work experience in the field of Human Resources and Administration management.
Address	E-25, Rajouri Garden, Rajouri Garden, West Delhi, Delhi, INDIA, 110027.
Occupation	Professional
Nationality	Indian
Date of Appointment	25th January, 2022
Term of Appointment and date of expiration of current term of office.	Holds office since 25th January, 2022 and is liable to retire by rotation.
Other Directorships	NA

MR. DINESH DILIP DURGANI	
Father's Name	Mr. Dilip Parsram Durgani
DIN	10438389
Date of Birth	March 31st, 1976
Age	47 years
Designation	Independent Director
Status	Non-Executive
Qualification	Graduate
No. of years of experience	He has more than 5 years' work experience in the field of Finance and Taxation Management, Corporate Governance, Law, and Various regulatory requirements with RBI & Stock Exchange.
Address	Flat No 9 Anand Bhavan A wing, SVP Road, Opp Bhagwati Hospital, Mumbai, Mumbai Suburban Maharashtra, 400103.
Occupation	Professional
Nationality	Indian
Date of Appointment	Appointed as an Independent Director from Dec 23rd, 2023.
Term of Appointment and date of expiration of current term of office.	Holds office for a period of 5 years w.e.f. Dec 23rd, 2023 to Dec 22th 2028.
Other Directorships	NA

MRS. MANJU VERMA	
Father's Name	Mr. Ved Prakash Verma
DIN	10438187
Date of Birth	October 31, 1976
Age	47 years
Designation	Independent Director
Status	Non-Executive
Qualification	Graduate from Maharishi Dayanand University, Rohtak, Haryana
No. of years of experience	She has more than 15 years' work experience in the field of Education and is a dynamic individual who transitioned from a successful career as a graduate teacher to a passionate and accomplished Independent director.
Address	House No. 1634, Jawahar Colony, Faridabad, Sector-22, Haryana
Occupation	Professional
Nationality	Indian
Date of Appointment	Appointed as an Independent Director from Dec 22th, 2023.
Term of Appointment and date of expiration of current term of office.	Holds office for a period of 5 years w.e.f. Dec 22th, 2023 to Dec 22th 2028.
Other Directorships	NA

As on the date of the Draft Prospectus:

A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.

B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

C. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.

D. None of Promoters or Directors of our Company are a fugitive economic offender.

E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

F. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN THE DIRECTORS

There is no relationship between any of the Directors of our Company except the following relationship:

Name of Director	Designation	Relation
Mr. Rahul Sawhney	Chairman and Managing Director	Mr. Rahul Sawhney is the Son of Mrs. Bindu Sawhney and Hunsand of Mrs. Megha Chawla.
Mrs. Megha Chawla	Executive Director	Mrs. Megha Chawla is the Wife of Mr. Rahul Sawhney and Daughter In-Law of Mrs. Bindu Sawnhney.
Mrs. Bindu Sawhney	Non-Executive Director	Mrs. Bindu Sawhney is the Mother of Mr. Rahul Sawhney and Mother In-Law of Mrs. Chawla.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above - mentioned Directors was selected as director or member of senior management.

SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the Directors and Key Managerial personnel, are entitled to any benefits upon termination of employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held December 27th, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 50 crores.

BRIEF PROFILE OF OUR DIRECTORS

NAME OF THE DIRECTOR	PROFILE
MR. RAHUL SAWHNEY	Mr. Rahul Sawhney. A highly motivated and enthusiastic individual with extensive experience in significant executive leadership accomplishment in business. Strong diplomatic skills and a natural affinity for cultivating relationship and persuading convening facilitating and building consensus among diverse individuals. Applies qualities of integrity credibility and a passion for progress to strategic governance efforts. Mr. Rahul Sawhney plays a pivotal role by Identifying market opportunities and conceptualizing the Motorbike showroom business model, forging strategic partnerships with leading motorbike manufacturers for securing exclusive dealership agreements and overseeing the establishment and expansion of showrooms in strategic locations. A firm believer in customer satisfaction, Mr. Rahul Sawhney is dedicated to creating a customer-centric culture with a focus on providing an exceptional buying experience, personalized customer service, and a range of options to meet diverse customer needs.
MRS. MEGHA CHALWA	Mrs. Megha Chawla She is a seasoned professional with an extensive background in human resources and administrative management. Holding B. Ed from Guru Gobind Singh Indraprastha University she has dedicated 4 years to fostering organizational growth through effective leadership and strategic people management. With a career spanning 4 years, Mrs. Megha Chawla has demonstrated proficiency in handling diverse HR and administrative responsibilities in Automobile sector. As the Director with a focus on HR and Administration at Resourceful Automobile Limited, Mrs. Megha Chawla assumes a pivotal role by: ● Developing and implementing HR policies and procedures, ● Overseeing recruitment, onboarding, and talent development ● Ensuring a positive work culture through employee engagement initiatives. ● Implementing cost-effective measures for office management, ● Overseeing facility maintenance and security protocols.
MRS. BINDU SAWHNEY	Mrs. Bindu Sawhney is involved in acquisition of new clients and building long standing relationship with existing clients of the Company. He is having good experience in Developing and executing company's business strategy. He has vast Experience in directing and controlling the business operations, manage and report on the effective implementation of a marketing strategy to maintain market relevance and promote products and services to increase sales.
MR. DINESH DILIP DURGANI	Mr. Dinesh Dilip Durgani has more than 5 years' work experience in the field of Finance and Taxation Management, Corporate Governance, Law, and Various regulatory requirements with RBI & Stock Exchange.
MRS. MANJU VERMA	Ms. Manju Verma has more than 15 years' work experience in the field of Education and is a dynamic individual who transitioned from a successful career as a graduate teacher to a passionate and accomplished Independent director. Her academic background in education laid the foundation for her understanding of communication and a commitment to

	inspiring and nurturing the creative minds.

COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND WHOLE TIME DIRECTOR ARE AS FOLLOWS

Remuneration to Managing Director:

Name	**MR. RAHUL SAWHNEY**
Designation	Managing Director
Date of Appointment	December 01st, 2023
Period	5 Years
Salary	Remuneration may or may not be exceed 10% (Ten Percent) of the Net Profits of the Company but shall in no case exceeds 20% (Twenty Percent) of the Net Profits of the Company to all Executive Directors taken together, if applicable.
Bonus	N.A.
Perquisite / Benefits	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Managing Director.
Compensation/remuneration paid during the F.Y. 2022-23	Nil.

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, the Board of Directors is into discussion to approve and pay sitting fees to Non-Executive Directors for attending any of the Board or Committee Meetings.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Prospectus is as follows:

S. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Rahul Sawhney	12,11,947	Chairman and Managing Director
2	Mrs. Megha Chawla	2	Executive Director
3.	Mrs. Bindu Sawhney	4,19,188	Non-executive Director
4.	Mr. Dinesh Dilip Durgani	NIL	Independent Director
5.	Mrs. Manju Verma	NIL	Independent Director

INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee, if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company.

Except as stated under "RESTATED FINANCIAL STATEMENT" on page no. 119 of this Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the Changes in the Board
Mrs. Megha Chawla	January 25th, 2022	Appointed as Executive Director	She was appointed as an Executive Director of the Company liable to retire by rotation.
Mr. Mayank Chawla	January 25th, 2022	Appointed as Non-Executive Director	He was appointed as a Non-Executive Director of the Company.
Mr. Sachin Kumar Sharma	January 25th, 2022	Appointed as Non-Executive Director	He was appointed as a Non-Executive Director of the Company.
Mr. Sachin Kumar Sharma	March 14th, 2022	Resigned as Non-Executive Director	Due to other work assignments.
Mr. Mayank Chawla	March 14th, 2022	Resigned as Non-Executive Director	Due to other work assignments.
Mr. Rahul Sawhney	December 01st, 2023	Designated as Chairman and Managing Director	He was designated as a Managing Director of the Company from Dec 1st, 2023 upto 30th November, 2028.
Mr. Dinesh Dilip Durgani	December 26th, 2023	Appointed as Non-Executive Independent Director	He was appointed as an Independent Director of the Company not liable to retire by rotation.
Mrs. Manju Verma	December 26th, 2023	Appointed as Non-Executive Independent Director	She was appointed as an Independent Director of the Company not liable to retire by rotation.

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

COMPOSITION OF BOARD OF DIRECTORS

Currently our Company currently has 5 (Five) directors on our Board out of which 2 (Two) are Executive Directors, 1 (One) being Non-Executive Director and 2 (Two) are Non-Executive Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

S. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Rahul Sawhney	Chairman and Managing Director	Execuitve Director	07635427
2.	Mrs. Bindu Sawhney	Non-Executive Director	Non-Executive Director	09473673

3.	Mrs. Megha Chawla	Executive Director	Executive Director	08060807
4.	Mr. Dinesh Dilip Durgani	Independent Director	Non-Executive Independent Director	10438389
5.	Mrs. Manju Verma	Independent Director	Non-Executive Independent Director	10438187

CONSTITUTION OF COMMITTEES

Our company has constituted the following Committees of the Board:

1. Audit Committee;
2. Stakeholders Relationship Committee; and
3. Nomination and Remuneration Committee.

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 26th December, 2023, constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mrs. Manju Verma	Independent Director	Chairperson
Mr. Dinesh Dilip Durgani	Independent Director	Member
Mr. Rahul Sawhney	Executive Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes: -

i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
ii. Review and monitor the auditors independence and performance, and effectiveness of audit process;
iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
   a. Changes, if any, in accounting policies and practices and reasons for the same;
   b. Major accounting entries involving estimates based on the exercise of judgment by management;
   c. Significant adjustments made in the financial statements arising out of audit findings;
   d. Compliance with listing and other legal requirements relating to financial statements;
   e. Disclosure of any related party transactions.
   f. Qualifications in the draft audit report.

iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

v. Reviewing, with the management, and monitoring 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, and making appropriate recommendations to the Board to take up steps in this matter;

vi. Scrutiny of Inter-corporate loans and investments;

vii. Reviewing and discussing 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;

viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;

ix. Valuation of undertakings or assets of the company, where ever it is necessary;

x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and

xi. 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;

xii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and

xiii. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

i. Management discussion and analysis of financial condition and results of operations;
ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
iv. Internal audit reports relating to internal control weaknesses; and
v. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

i. To investigate any activity within its terms of reference;
ii. To seek information from any employees;
iii. To obtain outside legal or other professional advice; and
iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet as and when required to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 26th December, 2023, constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Dinesh Dilip Durgani	Independent Director	Chairperson
Mrs. Manju Verma	Independent Director	Member
Mrs. Bindu Sawhney	Non-Executive Director	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

To supervise and ensure:

i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
iii. Issue duplicate/split/consolidated share certificates;
iv. Dematerialization/Rematerialization of Share;
v. Review of cases for refusal of transfer / transmission of shares and debentures;
vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet as and when require to discuss and approve the items included in its role. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 26th December, 2023, constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mrs. Manju Verma	Independent Director	Chairperson
Mr. Dinesh Dipil Durgani	Independent Director	Member
Mrs. Bindu Sawhney	Non-Executive	Member

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

Role of Nomination and Remuneration Committee not limited to but includes:

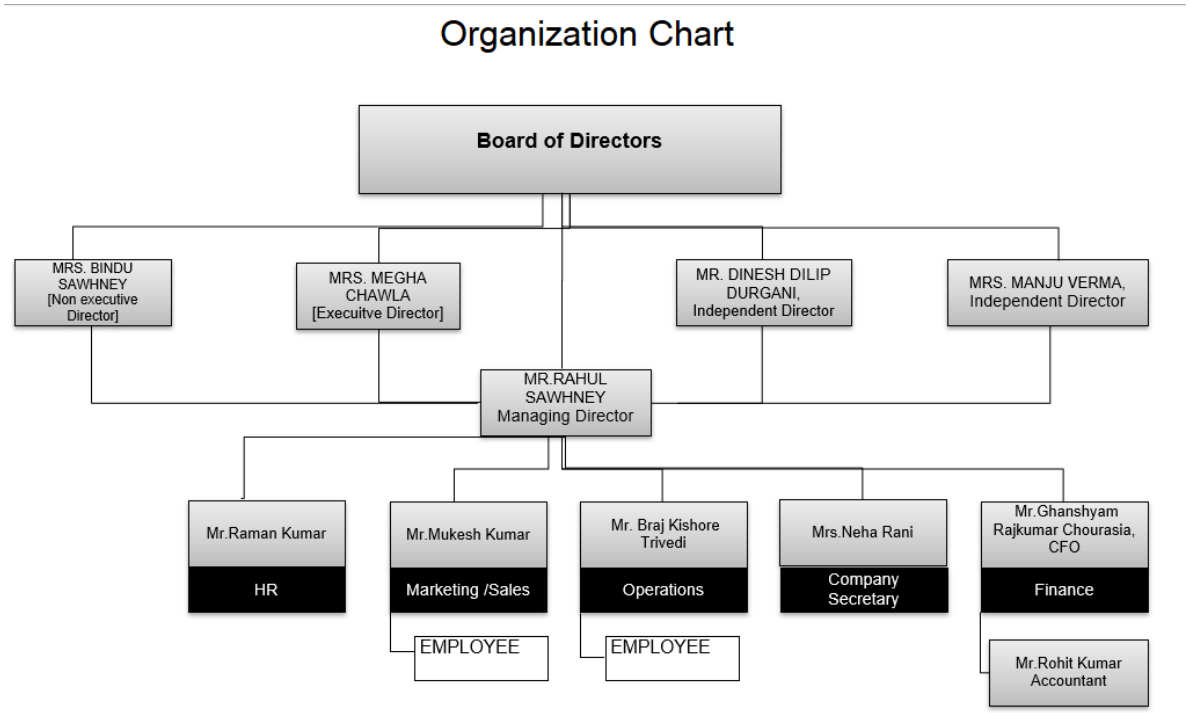
i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
ii. Formulation of criteria for evaluation of Independent Directors and the Board;
iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director‘s performance.

Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:



OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2022-23) (₹ in Lakhs)
Name	Mr. Ghanshyam Ramkumar Chourasia	12+ year's work experience as an Accountant in Small & Mid-Sized Entities in Real Estate, Media, and Financial Services, with exposure to end to end Accounting, Compliances, Banking, Government Liaison, Debtors & Creditors Management, and General Administration.	1. Accounts Executive from May.2006 to June.2008 with SATYA GROUP. 2. Senior Accounts Executive from July.2008 to Nov.2011 with WORDS INFOCOM PL. 3. Senior Accounts Executive with BRAINER From Nov 2011 till 25th November, 2023.	--
Designation	Chief Financial Officer			
Date of Appointment	25th November, 2023			
Overall Experience	12+ years of experience			
Name	Ms. Neha Rani		1. Accountant	

Designation	Company Secretary and Compliance Officer	2.6 Years Successfully Completed with Company Secretary Profile and 5 Years of Experience in Finance and Accounts	with R.K.Hospital 1 May 13 -15 June 14 2. Senior Consultant with Safenet Infotech Pvt. Ltd. 15 June 14 to 15 June 16 3. Metlife Global Operation Support Center Pvt. Ltd. 12 December 16 to 29 January 18 4. Freelance Company Secretary 25 November 2020 to 17 December 2023	--
Date of Appointment	20th December, 2023			
Overall Experience	2.6 Years Successfully Completed with Company Secretary Profile.			

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CHANGES IN THE KEY MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Rahul Sawhney	01st December, 2023	Re-Designated	Re-Designated as Chairman and Managing Director
Mr. Ghanshyam Ramkumar Chourasia	25th November, 2023	Appointed	Appointed as Chief Financial Officer
Ms. Neha Rani	20th December, 2023	Appointed	Appointed as Company Secretary and Compliance Officer

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

There is no relationship between Key Management Personnel as on date of filling Draft Prospectus.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its

employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.

None of our Key Managerial Personnel has entered into any service contracts with our company except acting in their Individual Capacity as Managing Director or Whole-Time Directors and no benefits are granted upon their termination from employment other that statutory benefits provided by our Company. Further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

S. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Rahul Sawhney	12,11,947	Chairman and Managing Director
2.	Ms. Neha Rani	NIL	Company Secretary and Compliance officer
3.	Mr. Ghanshyam Ramkumar Chourasia	NIL	Chief Financial Officer

OUR PROMOTERS AND PROMOTERS GROUP

Promoters of Our Company are:

1. Mr. Rahul Sawhney
2. Mrs. Megha Chawla
3. Mrs. Bindu Sawhney;

For details of the Capital build-up of our Promoters in our Company, see section titled "CAPITAL STRUCTURE" beginning on page no. 40 of this Draft Prospectus.

The details of our Promoters are as follows:

<table>
<tr><td> </td><td colspan="2">MR. RAHUL SAWHNEY</td></tr>
<tr><td></td><td colspan="2">MR. RAHUL SAWHNEY (DIN: 07635427), aged about 33 years is the Promoter and Managing Director of our Company. Mr. Rahul Sawhney is the driving force behind M/s. Resourceful Automobile Limited, bringing a dynamic blend of passion for motorbikes, business acumen, and a commitment to customer satisfaction.

With a foundation in Bachelors in Business Administration from IITM University, New Delhi and overall 7 years of industrial experience he is a visionary leader with a proven track record of success. Mr. Rahul Sawhney possesses in-depth knowledge of market trends and consumer preferences.
As the Promoter of Resourceful Automobile Limited, Mr. Rahul Sawhney plays a pivotal role by Identifying market opportunities and conceptualizing the Motorbike showroom business model, Forging strategic partnerships with leading motorbike manufacturers for securing exclusive dealership agreements and Overseeing the establishment and expansion of showrooms in strategic locations.

Mr. Rahul Sawhney envisions Resourceful Automobile Limited as not just a place to buy motorbikes but a destination for motorbike enthusiasts. The vision is to create a unique and immersive experience for customers, offering a diverse range of high-quality motorbikes and related accessories.

A firm believer in customer satisfaction, Mr. Rahul Sawhney is dedicated to creating a customer-centric culture with a focus on providing an exceptional buying experience, personalized customer service, and a range of options to meet diverse customer needs.

Mr. Rahul Sawhney is committed to staying at the forefront of industry trends and technological advancements. This commitment is reflected in the showroom's offerings, ensuring that customers have access to the latest and most innovative motorbike models.

As himself being a motorbike enthusiast, he had made his showrooms the first-ones to be in line with the Yamaha's Racing DNA, The BLUE SQUARE. "Blue Square" is coined to fit into the legacy of Yamaha's role in global motorsports. "Blue" characterizes the brand's racing DNA and "Square" defines a one-stop buying junction. This uniqueness further revs up Yamaha's BLUE colour by transforming customer experience at our showrooms through vivid aesthetics and inspiring propriety created out of Yamaha two-wheeler line up and engaging offerings. He also got the company registered under the prestigious association of FADA (Federation of Automobile Dealers' Association).</td></tr>
<tr><td>Date of Birth</td><td colspan="2">01st August, 1990.</td></tr>
<tr><td>Age</td><td colspan="2">33 Years.</td></tr>
<tr><td>PAN</td><td colspan="2">EXAPS6630H.</td></tr>
<tr><td>Passport Number</td><td colspan="2">Z6354190.</td></tr>
<tr><td>Name of Bank</td><td colspan="2">IndusInd Bank Limited.</td></tr>
<tr><td>Bank Account No.</td><td colspan="2">159953297923.</td></tr>
<tr><td>Educational Qualification</td><td colspan="2">Bachelor's Degree in Business Administration (BBA).</td></tr>
<tr><td>Present Residential Address</td><td colspan="2">E-25, Villa –A, Rajouri Garden, Rajouri Market, Tagore Garden, West Delhi, Delhi, - 110027.</td></tr>
<tr><td>Position/posts held in</td><td colspan="2">Chairman and Managing Director.</td></tr>
</table>

the past	
Directorship held	NA.
Other Ventures	-

MRS. MEGHA CHAWLA

MRS. MEGHA CHAWLA (DIN: 09473673), aged about 36 years is a Director in our Company. She has been appointed to the Board of the Company as an Executive Director. She is a seasoned professional with an extensive background in human resources and administrative management. Holding B.Ed from Guru Gobind Singh Indraprastha University she has dedicated 4 years to fostering organizational growth through effective leadership and strategic people management. With a career spanning 4 years, Mrs. Megha Chawla has demonstrated proficiency in handling diverse HR and administrative responsibilities in Automobile sector. As the Director with a focus on HR and Administration at Resourceful Automobile Limited, Mrs. Megha Chawla assumes a pivotal role by:

- Developing and implementing HR policies and procedures;
- Overseeing recruitment, onboarding, and talent development;
- Ensuring a positive work culture through employee engagement initiatives;
- Implementing cost-effective measures for office management;
- Overseeing facility maintenance and security protocols.

Mrs. Megha Chawla contributes to the strategic vision of by aligning HR and administrative functions with the company's overall goals. She focuses on creating an inclusive and employee-centric workplace that supports the company's growth objectives.

Known for her collaborative and inclusive leadership style, Mrs. Megha Chawla fosters a team-oriented environment that encourages innovation and productivity. She believes in empowering employees and creating a positive workplace culture.

Date of Birth	06th January, 1987.
Age	36 years.
PAN	ANEPC8214B.
Passport Number	P2606586.
Name of Bank	IndusInd Bank Limited.
Bank Account No.	150020112020.
Educational Qualification	Bachelors of Engineering.
Present Residential Address	H. No.-4, Road No.-20, East Punjabi Bagh, Punjab Bagh S. O., West Delhi, Delhi - 110026.
Position/posts held in the past	Executive Director.
Directorship held	NA.
Other Ventures	-

MRS. BINDU SAWHNEY

MRS. BINDU SAWHNEY (DIN: 08060807) aged about 59 years is a Non-Executive Director in our Company. She has been appointed to the Board of the Company since inception. With a distinguished career and a wealth of experience, Mrs. Bindu Sawhney is a seasoned professional. Having reached the age of 59, she brings a valuable perspective to the Board as a Non-Executive Lady Director. She holds a Degree in History Honors from the prestigious Daulat Ram College, Delhi.

With a career spanning over 10 years, Mrs. Bindu Sawhney has a diverse background in the field of operations and administration. As a Non-Executive Lady Director at M/s. Resourceful Automobile Limited, Mrs. Bindu Sawhney contributes to the board with:

Providing valuable insights and contributing to strategic decision-making. Ensuring adherence to corporate governance standards and regulatory compliance. Fostering positive relations with stakeholders, shareholders, and the community. Championing diversity and inclusion initiatives within the organization.

Date of Birth	31st August 1964.
Age	59 Years.
PAN	AMYPS0109E.
Passport Number	L9512669.
Name of Bank	IndusInd Bank Limited.
Bank Account No.	159953459087.
Educational Qualification	Bachelor in History Honors.
Present Residential Address	E-25, Villa – A, Rajouri Garden, Rajouri Market, West DelhiDelhi – 110027.
Position/posts held in the past	Non-Executive Director
Directorship Held	NA.
Other Ventures	-.

DECLARATION

We declare and confirm that the details of the Aadhar Number, Driving License, Permanent Account Numbers, Bank Account Numbers and Passport Numbers of our Promoters are being submitted to the BSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Prospectus with the Stock Exchange.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in the control or management of our Company since incorporation.

INTEREST OF OUR PROMOTERS

- Except as stated in "RESTATED FINANCIAL STATEMENTS" on page no. 117 of this Draft Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.

- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer "RESTATED FINANCIAL STATEMENTS" on page no. 117 of this Draft Prospectus. For the payments proposed to be made by our Company to certain Group Entities.

- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Prospectus.

- Our Company is currently promoted by the promoter in order to carry on its present business. Our Promoter is interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

- Excepted as otherwise as stated in this Draft Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Prospectus in which promoters is directly or indirectly interested.

PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in the section "RESTATED FINANCIAL STATEMENTS" on page no. 117 of this Draft Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Draft Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters' Group, towards remunerations as decided by Board of Director.

CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as willful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, promoters' group or directors have not been directly or indirectly, debarred from accessing the

capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, promoters' group or directors do not have direct or indirect relation with the companies, its promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our promoters or directors are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section title "OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS" appearing on page. no 126 of this Draft Prospectus.

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Promoters have disassociated themselves from below Companies or Firm during the preceding three years are as follow:

Name of Entities	Date of Appointment	Date of Cessation	Reason for Disassociation
Puref International Private Limited	04th May, 2022	28th February, 2023	Disassociated as Director of the Company, to focus on existing business Resourceful Automobile Limited.
Peacon Agro Foods Private Limited	28th March, 2022	16th December, 2022	Disassociated as Director of the Company, to focus on existing business Resourceful Automobile Limited.
Pure Valley Private Limited	28th April, 2022	13th December, 2022	Disassociated as Director of the Company, to focus on existing business Resourceful Automobile Limited.

RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

There is no relationship between Promoters of our Company with other Directors except as described below:

Name of Director	Designation	Relation
Mr. Rahul Sawhney	Chairman and Managing Director	Mr. Rahul Sawhney is the Son of Mrs. Bindu Sawhney and Hunsand of Mrs. Megha Chawla.
Mrs. Megha Chawla	Executive Director	Mrs. Megha Chawla is the Wife of Mr. Rahul Sawhneyand Daughter In-Law of Mrs. Bindu Sawnhney.
Mrs. Bindu Sawhney	Non-Executive Director	Mrs. Bindu Sawhney is the Mother of Mr. Rahul Sawhney and Mother In-Law of Mrs. Chawla.

OUR PROMOTERS GROUP

In addition to our Promoters named above, the following individuals and entities form a part of the Promoters' Group:

A. Natural persons who are part of our Individual Promoter Group:

RELATIONSHIP	MR. RAHUL SAWHNEY	MRS. MEGHA CHAWLA	MRS. BINDU SAWHNEY
Spouse	Mrs. Megha Chawla	Mr. Rahul Sawhney	Late Mr. Jitender Sawhney
Father	Late Mr. Jitender Sawhney	Mr. Rajesh Chawla	Late Mr. Om Prakash Mehta
Mother	Mrs. Bindu Sawhney	Mrs. Rita Chawla	Late Mrs. Prem Lata Mehta
Brother	-	Mr. Mayank Chawla	-

Sister	-	-	Mrs. Renu Chaudhary and Mrs. Poonam Khurana*
Son(s)	Mr. Rabek Sawhney	Mr. Rabek Sawhney	Mr. Rahul Sawhney
Daughter(s)	-	-	-
Spouse's Father	Mr. Rajesh Chawla	Late Mr. Jitender Sawhney	Late Mr. Mohan Lal Sawhney
Spouse's Mother	Mrs. Rita Chawla	Smt. Bindu Sawhney	Late Mrs. Kamlesh Sawhney
Spouse's Brother(s)	Mr. Mayank Chawla	-	-
Spouse's Sister(s)	-	-	Mrs. Manju Anand and Mrs. Geeta Chopra

*As per Regulations 2(pp) of ICDR Regulations, 2018, definition of promoter group, "promoter group" includes: (i) the promoter; (ii) an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); the persons specified above are forming part of promoter group. But the fact is that there is no healthy relationship between our Promoter(s) and some of the family members, neither Promoter(s) is interested in disclosing the status of relationship between herself and her relatives nor the concerned relatives are interested in disclosing the same. Thus none of the details are available with us, as a result cannot provide any documents in relation to the same to your good offices and nor to the public. Moreover, as mentioned above they are neither holding any equity share in our company, group companies etc., nor holding any directorship in our company or any of our group companies, as per explanation provided by the promoter and Due-Diligence conducted from our side. In addition to Due-Diligence, we have taken a declaration from the promoter dated December 27th, 2023, for not having healthy relationship with some of the family members.

B. Companies related to our Promoter Company: Not Applicable.

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable.
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable

C. Companies, Proprietary concerns, HUF's related to our promoters:

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	Not Applicable.
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	Not Applicable.
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent.	Not Applicable.

D. Following persons whose shareholding is aggregated under the heading "Shareholding of the Promoter Group":

S. No.	Names
1.	Mrs. Megha Chwala.
2.	Mrs. Bindu Sawhney.
3.	Mr. Rajesh Chawla
4.	Mr. Mayank Chawla
5.	Ms. Rita Chawla

For further details on our "Group Entities" refer Chapter titled "INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES" beginning on page no. 132 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the Shareholders. Under the Companies Act, 2013, dividends may be paid out of the profits of a company in the year in which the dividend is declared, or out of the undistributed profits or reserves of the previous years, or out of both.

Our Company has a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations, and restrictions, the terms of the credit facilities, and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Further, in case of an offer for sale, dividends, if any, declared by our Company after the date of allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the offer for sale, for the entire year, in accordance with applicable law.

Our Company has not paid any dividend since incorporation.

Dividends are payable within thirty days of approval by the Equity Shareholders at the annual general meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When a dividend is declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION – IX FINANCIAL INFORMATION OF OUR COMPANY

RESTATED FINANCIAL STATEMENTS

Particulars	Page No.
Restated Financial Statement	F-1 to F-20

Independent Auditors' Report on the Restated Financial Statements

To
The Board of Directors
Resourceful Automobiles Limited
K-24, Rajapuri, Sector -3
Dwarka, New Delhi – 110059

Dear Sirs,

1. We, SGNA & Company ("we", "us" or "SGNA") have examined the attached Restated Statements of Assets & Liabilities of Resourceful Automobiles Limited (hereinafter referred to as "**the Company**"), as at March 31, 2023, March 31, 2022 and March 31, 2021, and stub period ending October 31, 2023, Restated Statement of Profit and Loss and Restated Statement of Cash Flows for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 stub period ending October 31, 2023 (collectively referred to as the "**Restated Summary Statements**" or "**Restated Financial Statements**") annexed to this report and initialled by us for identification purposes. These Restated Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting held on December 27, 2023 for the proposed Initial Public Offering ("**SME IPO**") of Equity Shares on Bombay Stock Exchange of India Limited ("**BSE SME**") of the Company.

2. The Restated Financial Statements have been prepared in accordance with the requirements of:
   - section 26 of the Companies Act, 2013 (herein after referred to as "**the Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time;
   - The Securities and Exchange Board of India ["**SEBI**"] (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") and related amendments / clarifications from time to time issued by the SEBI
   - The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, Bombay Stock Exchange of India Limited and Registrar of Companies in connection with the proposed SME IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Statements. The respective Board of Directors of the companies responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement. The respective Board of Directors are also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Statements taking into consideration:
   - The terms of reference to our engagement letter with the Company requesting us to carry out the assignment, in connection with the proposed IPO of Equity Shares on Bombay Stock Exchange of India Limited ("IPO" or "SME IPO"); and
   - The Guidance Note also requires that we comply with ethical requirements of the Code of ethics issued by ICAI;
   - Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information;
   - the requirement of Section 26 of the Act, and the SEBI ICDR Regulations.
   - Our work was performed solely to assist you in meeting your responsibility in relation to your compliance with the Act, SEBI ICDR and the Guidance Note in connection with the issue.

5. Since there are no subsidiaries or associate concern of the company, we have not included share of profit/(losses) in the Restated Financial Statements for the relevant years/period.

(Rs. in Lakhs)

Particulars	For the period ended October 31, 2023	For the year ended March 31, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit after tax*	74.79	41.50	28.73	0.16

SGNA & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Office: 208, Arunachal Building, Barakhamba Road
Connaught Place, New Delhi – 110001
Phn: (+91) 7428 32 6262, (+91) 98115 35349 | **E-mail ID:** info@sgna.co.in

6. Based on our examination and according to the information and explanations given to us we report that the Restated Financial Information:
   - have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and stub period ended October 31, 2023
   - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
   - an extra-ordinary item that need to be disclosed separately in the accounts and have been disclosed accordingly.
   - There are no qualification in the Special Purpose Audit Report which required any adjustments.

7. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

   - The "**Restated Statement of Asset And Liabilities**" of the Company for the stub period ended October 31, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 examined by us, as set out in **Annexure 1** to this report read with **Significant Accounting Policies** in **Annexure 4** has 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 notes to the Restated Summary Statements to this report.
   - The "**Restated Statement of Profit and Loss**" of the Company for the stub period ended October 31, 2023 and financial year ended on at March 31, 2023, 2022 and 2021 examined by us, as set out in **Annexure 2** to this report read with **Significant Accounting Policies** in **Annexure 4** has 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 notes to the Restated Summary Statements to this report.
   - The "**Restated Statement of Cash Flows**" of the Company for the stub period ended October 31, 2023 and financial year ended on at March 31, 2023, 2022 and 2021 examined by us, as set out in **Annexure 3** to this report read with **Significant Accounting Policies** in **Annexure 4** has 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 notes to the Restated Summary Statements to this report.

8. The Restated Financial Statements of the Company have been compiled by the management from the financial statements of the Company for the stub period ended October 31, 2023 and financial year ended on March 31, 2023, 2022 and 2021.

9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the stub period ended October 31, 2023 and financial year ended on at March 31, 2023, 2022 and 2021 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

10. Annexures to the Restated Standalone Financial Statements of the Company:

Particulars	Annexures
Restated Statement of Assets and Liabilities	1
Restated Statement of Profit & Loss	2
Restated Statement of Cash Flows	3
Corporate Information, Summary of significant accounting policies and Other Explanatory Notes to Restated Summary Statement	4
Statement of Restatement Adjustments to Audited Financial Statements	5
Restated Statement of Share Capital	6.3
Restated Statement of Reserves and Surplus	6.4
Restated Statement of Borrowings	6.5
Restated Statement of Other Current Liabilities	6.6
Restated Statement of Provisions	6.7
Restated Statement of Trade Payables	6.8
Restated Statement of Property, Plants and Equipment, Computers & Office Equipments	6.9
Restated Statement of Deferred Tax Assets/Liabilities	6.10
Restated Statement of Loans and Advances	6.11
Restated Statement of Other Assets	6.12

SGNA & COMPANY ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

Particulars	Annexures
Restated Statement of Inventories	6.13
Restated Statement of Trade Receivables	6.14
Restated Statement of Cash and Bank Balance	6.15
Restated Statement of Revenue from Operations	6.16
Restated Statement of Other Income	6.17
Restated Statement of Cost of Material Consumed	6.18
Restated Statement of Change in Inventory	6.19
Restated Statement of Employee Benefit Expenses	6.20
Restated Statement of Finance Cost	6.21
Restated Statement of Depreciation and Amortisation Cost	6.22
Restated Statement of Other Expenses	6.23
Restated Statement of Payment to Auditors	6.24
Restated Statement of Segment Reporting	6.25
Restated Statement of Related Party Transaction	6.26
Restated Statement of Earnings Per Share	6.27
Material Adjustments And Regroupings To Restated Summary Statements	6.29
Restated Statement of Accounting Ratios	6.30
Restated Statement of Other Information	6.31
Restated Statement of Capitalisation	6.32
Restated Statement of Other Financial Information	6.33

11. The 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.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. In our opinion, the above financial information contained in Annexure 1 to 6 of this report read with the respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

14. Our report is intended solely for use of the management and for inclusion in the offer document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For SGNA & Company
Chartered Accountants
ICAI Firm Registration Number: 017007N

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

CA Ashish Agrawal
Partner
Membership Number: 527125
UDIN: 23527125BGSBU21314

Place of Signature: New Delhi
Date: 28/12/23

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure I
Restated Summary Statement of Assets and Liabilities
All amounts are in INR Lacs unless otherwise stated

Particulars	Annexure VI Note	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
I. EQUITY AND LIABILITIES					
1. Shareholders' funds					
(a) Share capital	3	97.28	97.28	50.00	50.00
(b) Reserves and surplus	4	141.07	66.27	24.78	(3.95)
(c) Money received against sharewarrants					
		238.35	**163.56**	**74.78**	**46.05**
2. Share application money pending allotment					
3. Non-current liabilities					
(a) Long term borrowings	5	781.76	668.20	524.23	118.37
(b) Deferred tax liabilities (Net)		-	-	-	-
(c) Other long term liabilities	6	-	-	-	-
(d) Long term provisions	7	-	-	-	-
		781.76	**668.20**	**524.23**	**118.37**
4. Current liabilities					
(a) Short term borrowings	5	30.06	79.57	149.50	151.44
(b) Trade payables	8				
(i) Total outstanding dues of MSME		-	-	-	-
(ii) Total outstanding dues of creditors other than MSME		94.19	41.74	109.84	41.25
(c) Other current liabilities	6	16.04	28.67	139.96	68.68
(d) Short term Provisions	7	32.41	18.76	10.26	3.67
		172.70	**168.73**	**409.57**	**265.04**
TOTAL		**1,192.81**	**1,000.49**	**1,008.58**	**429.46**
II. ASSETS					
Non-current assets					
(a) Property, plant and equipment	9	31.48	35.51	40.43	43.65
(b) Intangible assets		-	-	-	-
(c) Capital work in progress					
(d) Intangible assets under development					
(e) Non-current investments		-	-	-	-
(f) Deferred tax assets (net)	10	7.53	6.73	6.51	5.09
(g) Long term loans and advances	11	-	-	-	-
(h) Other non current assets	12	-	-	-	-
		39.01	**42.24**	**46.94**	**48.74**
Current assets					
(a) Current investments					
(b) Inventories	13	709.92	512.21	415.50	166.25
(c) Trade receivables	14	9.00	8.60	134.77	14.86
(d) Cash and cash equivalents	15	19.88	20.59	7.46	69.65
(e) Short-term loans & advances	11	286.89	272.57	196.61	115.45
(f) Other current assets	12	128.11	144.28	207.30	14.51
		1,153.80	**958.25**	**961.64**	**380.72**
TOTAL		**1,192.81**	**1,000.49**	**1,008.58**	**429.46**

The above Statement should be read with the Annexure IV - Significant Accounting Policies and Other Explanatory Notes to Restated Summary Statements, Annexure V - Statement of Restatement Adjustments to Audited Financial Statements and Annexure VI - Notes to Restated Summary Statements.

The above restated summary statement of assets and liabilities should be read in conjunction with the accompanying notes.

In terms of our report attached

For SGNA & Company
Chartered Accountants
Firm Reg. no. 017

SGNA & COMPANY ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

Niitesh N Agrawal
Partner
M. No. 527125

Place : New Delhi
Date : 28/12/2023

UDIN: 23527125BGSBUZ1314

For and on behalf of the Board of Directors
Resourceful Automobiles Limited

Bindu Sawhney

Bindu Sawhney
Whole Time Director
DIN : 08060807

Place :
Date :

Rahul

Rahul Sawhney
Managing Director
DIN : 07635427

Place : New Delhi
Date : 28-12-2023

Resourceful Automobiles Limited New Delhi

Ghansyam Chourasia
Chief Financial Officer

Place :
Date :

Neha Rani

Neha Rani
Company Secretary

Place : New Delhi
Date : 28-12-2023

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure II
Restated Summary Statement of Profit & loss
All amounts are in INR Lacs unless otherwise stated

Particulars	Annexure VI Note	For the Seven month ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
I. Revenue from operation	16	814.93	1,883.92	1,231.71	1,103.79
II. Other income	17	36.54	54.34	18.39	23.47
III. Total Revenue (I + II)		**851.47**	**1,938.26**	**1,250.10**	**1,127.26**
IV. Expenses:					
Purchase of stock in trade	18	822.59	1,696.04	1,275.19	1,041.58
Changes in inventories	19	(197.71)	(96.71)	(249.25)	(71.47)
Employee benefits expense	20	8.54	33.37	45.87	50.77
Finance costs	21	45.44	73.83	39.51	14.69
Depreciation and amortization expense	22	4.04	14.05	12.52	20.66
Other expenses	23	68.33	157.79	87.65	70.23
V. Total expenses		**751.23**	**1,878.37**	**1,211.49**	**1,126.44**
VI. Profit before Tax (III - V)		**100.24**	**59.89**	**38.61**	**0.82**
VII. Tax expense:					
Current Tax		26.25	18.61	11.30	3.67
Deferred Tax		(0.80)	(0.22)	(1.42)	(3.01)
Adjustment of tax related to earlier years		-	-	-	-
Total Tax Expense		**25.45**	**18.39**	**9.88**	**0.66**
VIII Profit After Tax before share of profit from associates (VI - VII)		**74.79**	**41.50**	**28.73**	**0.16**
Add: Share of Profit in Associates		-	-	-	-
IX Profit After share of profit from associates		**74.79**	**41.50**	**28.73**	**0.16**
X Earnings per equity share (face value of INR 10 each)	27				
Basic (in INR)		7.69	4.27	5.75	0.03
Diluted (in INR)		7.69	4.27	5.75	0.03

The above Statement should be read with the Annexure IV - Significant Accounting Policies and Other Explanatory Notes to Restated Summary Statements, Annexure V - Statement of Restatement Adjustments to Audited Financial Statements and Annexure VI - Notes to Restated Summary Statements.

The above restated consolidated summary statement of profit and loss should be read in conjunction with the accompanying notes.

In terms of our report attached

For SGNA & Company
Chartered Accountants
Firm Reg. No. 017007N

Nitesh N Agrawal
Partner
M. No. 527125

Place : New Delhi
Date : 28/12/2023

UDIN: 23527125BGSBUZ1314

For and on behalf of the Board of Directors
Resourceful Automobiles Limited

Bindu Sawhney
Whole Time Director
DIN : 08060807

Place :
Date :

Rahul Sawhney
Managing Director
DIN : 07635427

Place : New Delhi
Date: 28-12-2023

Ghansyam Chourasia
Chief Financial Officer

Place :
Date :

Neha Rani
Company Secretary

Place : New Delhi
Date: 28-12-2023

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure III
Restated Summary Statement of Cash Flow
All amounts are in INR Lacs unless otherwise stated

Particulars		For the Seven month ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
A. Cash flow from operating activities					
Net Profit before tax		**100.24**	**59.89**	**38.61**	**0.82**
Adjustments to reconcile profit before tax to net cash flows:					
Depreciation and amortization Expense		4.04	14.05	12.52	20.66
Interest Income		-	-	-	-
TDS on Equity Shares		-	-		
Interest Expense		45.44	73.83	39.51	14.69
Gain of Sale of Property,plant & equipment (net)		-	-	-	-
Foreign exchange fluctuation losses		-	-	-	-
Trade and other receivable written off		-	-	-	-
Deferred revenue expenditure W/off		-	-	-	-
Operating profit before working capital changes		**149.72**	**147.77**	**90.64**	**36.17**
Working capital adjustments:					
(Increase)/ Decrease in trade receivables		(0.41)	126.17	(119.91)	11.85
(Increase)/ Decrease in Inventories		(197.71)	(96.71)	(249.25)	(71.49)
(Increase)/ Decrease in loans & advances		(14.32)	(75.96)	(81.18)	23.32
(Increase)/ Decrease in other current asset		16.17	63.02	(192.79)	16.53
Increase/ (Decrease) in other current liability		(12.64)	(111.29)	71.29	45.56
Increase/ (Decrease) in trade payable		52.45	(68.10)	68.59	(6.94)
Increase/ (Decrease) in short term provisions		13.66	8.50	6.59	3.03
Increase/ (Decrease) in long term provisions		-	-	-	-
(Increase)/ Decrease in other non current asset		-	-	-	-
Increase/ (Decrease) in non current liability		-	-	-	-
Cash generated from operations		**6.92**	**(6.60)**	**(406.04)**	**58.02**
Net income tax paid		26.25	18.61	11.30	3.67
Net cash generated from operating activities	**A**	**(19.33)**	**(25.21)**	**(417.33)**	**54.35**
B. Cash flow from investing activities					
Purchase of property, plant and equipment (net)		(0.01)	(9.14)	(9.29)	(18.17)
(Investment in) / Withdrawal from Deposits with banks (net)		-	-	-	-
Interest Received		-	47.28	-	-
Issue of Equity Shares		-	-	-	-
Net cash used for investing activities	**B**	**(0.01)**	**38.14**	**(9.29)**	**(18.17)**
C. Cash flow from financing activities					
Proceeds from borrowings (Net)		64.07	74.02	403.93	32.25
Dividend Paid		-	-	-	-
Interest paid		(45.44)	(73.83)	(39.51)	(14.69)
Net cash generated from financing activities	**C**	**18.63**	**0.19**	**364.42**	**17.56**
Net increase/ (decrease) in cash or cash equivalents	**A+B+C**	**(0.71)**	**13.13**	**(62.19)**	**53.75**
Cash and cash equivalents at beginning of year		20.59	7.46	69.65	15.90
Cash and cash equivalents at end of year	**15**	**19.88**	**20.59**	**7.46**	**69.65**
Components of Cash & cash equivalents					
Balances with banks		10.68	5.77	0.59	12.73
- In current account		-	-	-	0.01
- In overdraft facilities		-	-	-	-
- In Deposits with bank (having maturity of less than three months)					
Cash on hand		9.20	14.82	6.87	56.91
		19.88	**20.59**	**7.46**	**69.65**

The above Statement should be read with the Annexure IV - Significant Accounting Policies and Other Explanatory Notes to Restated Summary Statements, Annexure V - Statement of Restatement Adjustments to Audited Financial Statements and Annexure VI - Notes to Restated Summary Statements.

The above restated summary statement of cash flows should be read in conjunction with the accompanying notes.

For SGNA & Company
Chartered Accountants
Firm Reg. No. 017007N

Nitesh Agrawal
Partner
M. No. 505125
Place : New Delhi
Date : 28/12/2023

For and on behalf of the Board of Directors
Resourceful Automobiles Limited

Bindu Sawhney
Whole Time Director
DIN : 08060807
Place :
Date :

Ghansyam Chourasia
Chief Financial Officer
Place :
Date :

Rahul Sawhney
Managing Director
DIN : 07635427
Place : New Delhi
Date : 28-12-2023

Neha Rani
Company Secretary
Place : Delhi
Date : 28-12-2023

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure IV
Significant Accounting Policies and Other Explanatory Notes to Restated Summary Statement
All amounts are in INR Lacs unless otherwise stated

1. Corporate Information

Resourceful Automobiles Limited ("RAL") is a public limited Company domiciled in India and has its registered office K-24, UPPER GROUND, KH NO. 107/10 MAIN ROAD, RAJA PURI, West Delhi, NEW DELHI, Delhi, India, 110059. The company is engaged in the business of sale of bikes and other related services etc.

2. Basis of consolidation and significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP 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 adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

(a) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a written down value basis using the rates arrived at, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. The Company has used the rates prescribed under Schedule II to the Companies Act, 2013, which interalia are based on the estimated useful life of the assets. The company has used the following rates to provide depreciation on its property, plant and equipment

Useful lives estimated by the management (years) as per Schedule II of Companies act, 2013

Office Equipment	5 years
Vehicle	8 years
Furniture and Fixture	10 years
Computer	3 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

SIGNA & COMPANY CHARTERED ACCOUNTANTS NEW DELHI

Resourceful Automobiles Limited

(b) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized on a straight line basis over the useful life of the as under-

Computer software	5 years

Intangible assets internally generated are measured at the cost that can be directly attributed, or allocated on a resonable and consistent basis. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized on a straight line basis over the useful life of the as under-

Licensing Agreement Rights	5 years

(c) Leases

Where the Company is a lessee:
Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term, if the lease agreement contains a specific lock-in-period otherwise expense is recognised as per lease terms.

(d) Impairment of fixed assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or companys of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobile Limited

(e) 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. The following specific recognition criteria must also be met before revenue is recognized:

Income from services
The company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The company considers indicators such as how customer consumes benefits as services are rendered, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Interest income
Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(f) Retirement and other employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due.
The company operates a defined benefit plans for its employees, viz., gratuity. The costs of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for plan using the projected unit credit method. Actuarial gains and losses for defined benefit plan is recognized in full in the period in which they occur in the statement of profit and loss.

(g) Foreign currency translation

Initial recognition
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion
Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences
The company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as income or as expenses in the period in which they arise.

(h) Income taxes

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 is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobile Limited New Delhi

(i) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes (if any)) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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 the period are adjusted for the effects of all dilutive potential equity shares.

(j) Provisions & Contingencies

A provision is recognized when the company has a present obligation as a result of past event, 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. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(k) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(l) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(m) Current and non current classification

company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation/settlement in cash and cash equivalents. The companies have identified twelve months as their operating cycle for classification of their current assets and liabilities.

SGMA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure V
Statement of Restatement Adjustments to Audited Financial Statements
All amounts are in INR Lacs unless otherwise stated

Part A: Statement of Restatement Adjustments to Audited Financial Statements

Reconciliation between equity as per audited statutory financial statements and restated summary statements

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity (as per audited statutory financial statements)	238.35	163.55	74.78	46.05
Restatement adjustments:				
Tax related to earlier years	-	-	-	-
Prior Period Expenses	-	-	-	-
Total equity as per restated summary statement of assets and liabilities	**238.35**	**163.55**	**74.78**	**46.05**

Reconciliation between profit/(loss) as per audited statutory financial statements and restated summary statements

Particulars	As at October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Profit/(loss) after tax (as per audited statutory financial statements)	74.79	41.50	28.73	0.16
Restatement adjustments:				
Tax related to earlier years	-	-	-	-
Prior Period Expenses	-	-	-	-
Restated profit/(loss) after tax for the year	**74.79**	**41.50**	**28.73**	**0.16**

Part B: Material Recompanying

Appropriate recompanyings have been made in the restated summary statement of assets and liabilities, restated summary statement of profit and loss and restated summary statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the summary statements of the Company for the period ended October 31, 2023 prepared in accordance with Schedule III of Companies Act,2013, requirements of Indian GAAP's - 'Presentation of financial statements' and other applicable Indian GAAP's principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Part C: Non adjusting items

Other audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the financial statements for the year ended March 31, 2023 & March 31, 2022, and audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2016 for the year ended March 31, 2021, which do not require any corrective adjustment in the Restated Summary Statements are as follows: NIL

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SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure VI
Notes the restated summary statements
All amounts are in INR Lacs unless otherwise stated

3 **Share Capital**

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Authorised				
1,20,00,000 Equity Shares of Rs. 10/ each (March 2023 : 12,00,000 March 2022 : 5,00,000 and March 2021 : 5,00,000) equity shares of Rs. 10/- each	1,200.00	1,200.00	50.00	50.00
Issued, Subscribed & Paid Up				
972800 Equity Shares of Rs. 10/ each (March 2023 : 972800, March 2022 : 5,00,000 and March 2021 : 5,00,000) equity shares of Rs. 10/- each	97.28	97.28	50.00	50.00
Total issued, subscribed & fully Paid up Share capital	**97.28**	**97.28**	**50.00**	**50.00**

a. Reconciliation of shares outstanding at the beginning and at the end of the Reporting Period

	As at October 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
Particulars	**No. of shares**	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
At the beginning of the Period	9,72,800	97.28	5,00,000	50.00	5,00,000	50.00	5,00,000	50.00
Issued during the period (refer note f below)	-	-	4,72,800	47.28	-	-	-	-
Outstanding at the end of the period	**9,72,800**	**97.28**	**9,72,800**	**97.28**	**5,00,000**	**50.00**	**5,00,000**	**50.00**

b.Terms/Rights attached to Equity Shares
The Holding Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, holder of equity shares will be entitled to receive remaining assets of the Holding Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more then 5 % share in the Holding Company

	As at October 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
Particulars	**No. of shares**	**% holding**	**No. of shares**	**% holding**	**No. of shares**	**% holding**	**No. of shares**	**% holding**
Equity shares of Rs. 10 each fully paid								
Rahul Sahwney	7,22,795	74.30%	7,22,800	74.30%	2,50,000	50.00%	2,50,000	50.00%
Bindu Sahwney	2,50,000	25.70%	2,50,000	25.70%	2,50,000	50.00%	2,50,000	50.00%

d.1 . Shares held by each promotor:

	As at October 31, 2023			As at March 31, 2023		
Particulars	**No. of shares**	**% holding**	**Change %**	**No. of shares**	**% holding**	**Change %**
Equity shares of Rs. 10 each fully paid						
Rahul Sahwney	7,22,795	74.30%	0.00%	7,22,800	74.30%	189
Bindu Sahwney	2,50,000	25.70%	0.00%	2,50,000	25.70%	-

d.2 . Shares held by each promotor:

	As at March 31, 2022			As at March 31, 2021		
Particulars	**No. of shares**	**% holding**	**Change %**	**No. of shares**	**% holding**	**Change %**
Equity shares of Rs. 10 each fully paid						
Rahul Sahwney	2,50,000	50.00%	0.00%	2,50,000	50.00%	0.00%
Bindu Sahwney	2,50,000	50.00%	0.00%	2,50,000	50.00%	0.00%

e. Increase in authorised equity share capital:
During the year ended March 31, 2023, the Company has in aggregate increased its authorised Equity Share Capital by INR 1150.00 lacs divided into 1,15,00,000 equity shares of INR 10/- each vide Shareholders' approval at Extraordinary General Meeting (EGM) held on May 21st 2022.

f. During the year ended March 31, 2023, the Company has alloted 4,72,800 equity shares of INR 10/- each.

4 **Reserves and Surplus**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Retained earnings	141.07	66.27	24.78	-3.95
	141.07	**66.27**	**24.78**	**-3.95**

4.1 **Retained earnings**

Balance at the beginning of the year	66.27	24.78	(3.95)	(4.11)
Profit for the year	74.79	41.50	28.73	0.16
Issue of Sweat Equity Shares	-	-	-	-
Issue of Bonus Share	-	-	-	-
Tax on Sweat Equity Share	-	-	-	-
Dividend on equity shares	-	-	-	-
Dividend distribution tax	-	-	-	-
Balance at the end of the year	**141.07**	**66.27**	**24.78**	**(3.95)**

5 **Borrowings**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non-current				
Secured				
Term loans - Hero Fincorp	717.70	647.48	481.33	95.13
Term loans - IDFC	64.06	20.72	25.50	-
Vehicle loan (refer note (a) below)	-	-	17.40	23.24
Less: Current maturities	-	-	-	-
	781.76	**668.20**	**524.23**	**118.37**
Current				
Secured Loans				
Current Maturities of term loan	-	-	-	-
Credit facilities from banks (refer note (b) below)	-	49.51	119.44	150.33
	-	49.51	119.44	150.33
Unsecured Loans				
From Directors & Shareholders (refer note (c) below)	-	-	-	1.11
From NBFC	30.06	30.06	30.06	-
	30.06	**79.57**	**149.50**	**151.44**

Note:-
(a) Vehicle loan is secured by hypothecation of respective vehicle.
(b) Credit facilities were secured by immovable properties owned by the directors.
(c) Borrowings from directors & shareholders are interest free and repayable on demand.

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

6 **Other Liabilities**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non Current				
Rent equalisation reserve	-	-	-	-
	-	-	-	-
Current				
Audit fees payable	0.30	0.30	0.30	0.30
TDS payable	3.45	7.50	2.39	0.99
Salary payable	-	1.86	2.87	3.42
Rent payable	9.40	16.18	-	-
Advances from customers	-	-	124.93	57.38
GST payable	-	-	2.22	6.44
Output liability	-	-	-	0.15
Other current liability	2.89	2.83	7.25	-
	16.04	**28.67**	**139.96**	**68.68**

7 **Provisions**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non-current				
Provision for gratuity	-	-	-	-
	-	-	-	-
Current				
Provision for income tax	32.41	18.76	10.26	3.67
	32.41	**18.76**	**10.26**	**3.67**

8 **Trade Payable**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(i) Total outstanding dues of MSME	-	-	-	-
(ii) Total outstanding dues of creditors other than MSME	94.19	41.74	109.84	41.25
	94.19	**41.74**	**109.84**	**41.25**

8.1 **Trade payable aging schdule**

For the seven months ended October 31, 2023

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues- MSME	-	-	-	-	-	-	-
(iii) Others	-	-	94.19	-	-	-	94.19
(iv)Disputed dues-Others	-	-	-	-	-	-	-
Total	-	-	94.19	-	-	-	94.19

As at March 31, 2023

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues- MSME	-	-	-	-	-	-	-
(iii) Others	-	-	41.74	-	-	-	41.74
(iv)Disputed dues-Others	-	-	-	-	-	-	-
Total	-	-	41.74	-	-	-	41.74

As at March 31, 2022

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues- MSME	-	-	-	-	-	-	-
(iii) Others	-	-	109.84	-	-	-	109.84
(iv)Disputed dues-Others	-	-	-	-	-	-	-
Total	-	-	109.84	-	-	-	109.84

As at March 31, 2021

Particulars	Unbilled Payables	Payables Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues - MSME	-	-	-	-	-	-	-
(iii) Others	-	-	41.25	-	-	-	41.25
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	41.25	-	-	-	41.25

Micro, Small and Medium Enterprises Development Act

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the group.

(i) The principal amount and the interest due thereon remaining unpaid to any supplier covered under MSMED Act:	-	-
- Principal amount	-	-
- Interest thereon	-	-
(ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

(vi)Due to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditor.

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure VI
Notes the restated summary statements
All amounts are in INR Lacs unless otherwise stated

9. Restated Statement of Fixed Assets

Particulars	31-10-2023	31-03-2023	31-03-2022	31-03-2021
(A) Tangible Assets				
Furniture & Fittings				
Gross Block - Opening Balance	14.75	6.49	-	-
Addition/Sale during the year	-	8.26	6.49	-
Gross Block - Closing Balance	**14.75**	**14.75**	**6.49**	**-**
Accumulated Depreciation - Opening Balance	4.95	0.13	-	-
Depreciation during the year	1.48	4.82	0.13	-
Accumulated Depreciation - Closing Balance	**6.43**	**4.95**	**0.13**	**-**
Net Block	**8.32**	**9.80**	**6.35**	**-**
Computers & Other Accessories				
Gross Block - Opening Balance	2.56	2.45	0.93	0.80
Addition/Sale during the year	-	0.11	1.53	0.13
Gross Block - Closing Balance	**2.56**	**2.56**	**2.45**	**0.93**
Accumulated Depreciation - Opening Balance	1.77	1.12	0.85	0.30
Depreciation during the year	0.29	0.65	0.27	0.55
Accumulated Depreciation - Closing Balance	**2.06**	**1.77**	**1.12**	**0.85**
Net Block	**0.50**	**0.79**	**1.33**	**0.08**
Building				
Gross Block - Opening Balance	47.03	37.28	37.28	19.34
Addition/Sale during the year	-	9.75	-	17.94
Gross Block - Closing Balance	**47.03**	**47.03**	**37.28**	**37.28**
Accumulated Depreciation - Opening Balance	24.05	17.06	9.99	4.24
Depreciation during the year	2.06	6.99	7.07	5.75
Accumulated Depreciation - Closing Balance	**26.12**	**24.05**	**17.06**	**9.99**
Net Block	**20.92**	**22.98**	**20.22**	**27.29**
Office Equipments				
Gross Block - Opening Balance	5.71	3.70	2.41	2.29
Addition/Sale during the year	-	2.02	1.29	0.12
Gross Block - Closing Balance	**5.71**	**5.71**	**3.70**	**2.41**
Accumulated Depreciation - Opening Balance	3.77	2.18	2.12	1.06
Depreciation during the year	0.21	1.59	0.06	1.06
Accumulated Depreciation - Closing Balance	**3.98**	**3.77**	**2.18**	**2.12**
Net Block	**1.74**	**1.94**	**1.52**	**0.29**
Vechicles				
Gross Block - Opening Balance	0.00	42.70	42.70	42.70
Addition/Sale during the year	-	(42.70)	-	-
Gross Block - Closing Balance	**0.00**	**0.00**	**42.70**	**42.70**
Accumulated Depreciation - Opening Balance	-	31.71	26.71	13.41
Depreciation during the year	-	-	4.99	13.30
Adjustment during the year	-	(31.71)	-	-
Accumulated Depreciation - Closing Balance	**-**	**-**	**31.71**	**26.71**
Net Block	**0.00**	**0.00**	**11.00**	**15.99**
Total Net Block of Property, Plant & Equipment	**31.48**	**35.51**	**40.43**	**43.65**

SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobile Limited

10 **Deferred tax asset**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Deferred Tax Assets/Liabilities Provision				
WDV As Per Companies Act 2013	31.48	35.51	40.43	43.65
WDV As Per Income tax Act	60.44	64.56	63.62	62.82
Difference in WDV	**(28.96)**	**(29.05)**	**(23.20)**	**(19.17)**
(DTA)/DTL	**(7.53)**	**(6.73)**	**(6.51)**	**(5.09)**
Deferred Tax Assets Provision				
Opening Balance of (DTA)/DTL	**(6.73)**	**(6.51)**	**(5.09)**	**(2.08)**
Add: Provision for the year	(0.80)	(0.22)	(1.42)	(3.01)
Closing Balance of (DTA)/DTL	**(7.53)**	**(6.73)**	**(6.51)**	**(5.09)**

11 **Loans & advances**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non - current				
(unsecured and considered good)				
Security Deposits	-	-	-	-
	-	-	-	-
Current				
(unsecured and considered good)				
Security Deposit - Showroom	9.93	19.10	17.58	9.94
Security Deposit - Yamaha	3.00	3.00	3.00	3.00
Staff Loans & Advances	1.12	-	23.46	-
Advance to Parties	272.84	250.47	59.12	4.03
Advance to Others	-	-	88.45	93.48
Bank Guarantee	-	-	5.00	5.00
	286.89	**272.57**	**196.61**	**115.45**

12 **Other assets**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non - current				
Other recoverable	-	-	-	-
	-	-	-	-
Current				
GST Receivable	14.48	7.44	19.77	0.10
GST Cash Ledger	-	-	-	0.00
TDS Receivable	-	-	-	0.73
TCS Receivable	-	-	0.15	0.52
Other Current Assets	113.03	136.24	187.20	-
Deffered Expenditure	-	-	-	12.98
MAT Credit	0.18	0.18	0.18	0.18
Income Tax Refund	0.42	0.42	-	-
	128.11	**144.28**	**207.30**	**14.51**

13 **Inventories**

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Stock in Trade				
Closing Stock	709.92	512.21	415.50	166.25
	709.92	**512.21**	**415.50**	**166.25**

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SGNA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

14 Trade Receivables

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Secured, considered good	-	-	-	-
Unsecured, considered good	9.00	8.60	134.77	14.86
	9.00	8.60	134.77	14.86
Less: Provision for doubtful receivables	-	-	-	-
	9.00	**8.60**	**134.77**	**14.86**

14.1 Trade receivable aging schdule

For the Seven months ended October 31, 2023

Particulars	Unbilled Dues	Not Due	Less than 6 months	Outstanding for following periods from due date of Receipts: 6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	9.00	-	-	-	-	9.00
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
		-	9.00	-	-	-	-	9.00

As at March 31, 2023

Particulars	Unbilled Dues	Not Due	Less than 6 months	Outstanding for following periods from due date of Receipts: 6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	8.60	-	-	-	-	8.60
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
		-	8.60	-	-	-	-	8.60

As at March 31, 2022

Particulars	Unbilled Dues	Not Due	Less than 6 months	Outstanding for following periods from due date of Receipts: 6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	134.77	-	-	-	-	134.77
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-	-	-
	-	-	134.77	-	-	-	-	134.77

As at March 31, 2021

Particulars	Unbilled Dues	Not Due	Less than 6 months	Outstanding for following periods from due date of Receipts: 6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	14.86	-	-	-	-	14.86
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed +	-	-	-	-	-	-	-	-
	-	-	14.86	-	-	-	-	14.86

15 Cash and bank balance

	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents				
Balances with banks				
- In current account	10.68	5.77	0.59	12.73
- In Credit Card Account	-	-	-	0.01
	9.20	14.82	6.87	56.91
Cash in hand	**19.88**	**20.59**	**7.46**	**69.65**
Other bank balances	-	-	-	-
- Deposits with bank (having original maturity of more than three months but less than twelve months) (refer note (b) and (c) below)	-	-	-	-
	19.88	**20.59**	**7.46**	**69.65**

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16 **Revenue From Operation**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
16.1 **Revenue from contracts with customer**				
Sale of Goods	814.93	1,883.92	1,231.71	1,103.79
	814.93	**1,883.92**	**1,231.71**	**1,103.79**

17 **Other Income**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Sale of Spare Parts & Servicing	36.54	54.34	18.39	23.47
Gain of Sale of Property plant & equipment (net)	-	-	-	-
	36.54	**54.34**	**18.39**	**23.47**

18 **Cost of services rendered**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Purchase of Stock in trade	822.59	1,696.04	1,275.19	1,041.59
	-	-	-	-
	822.59	**1,696.04**	**1,275.19**	**1,041.58**

19 **Change in Inventories**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Closing Stock	709.92	512.21	415.50	166.25
Opening Stock	512.21	415.50	166.25	94.78
	(197.71)	**(96.71)**	**(249.25)**	**(71.47)**

20 **Employee Benefit Expense**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages & bonus	8.51	33.36	44.39	48.06
Incentives	-	-	0.73	1.75
Staff Welfare Expense	0.03	0.01	0.75	0.96
	8.54	**33.37**	**45.87**	**50.77**

21 **Finance Cost**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Interest on borrowings & Bank Charges	45.44	73.83	38.84	12.32
Interest on Car Loans	-	-	0.67	2.37
	45.44	**73.83**	**39.51**	**14.69**

22 **Depreciation and amortization Expense**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation on Property, plant and equipment	4.04	14.05	12.52	20.66
Amortization of Intangible Asset	-	-	-	-
	4.04	**14.05**	**12.52**	**20.66**

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SCMA & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

23 **Other Expenses**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Consumable Items	9.29	21.70	0.61	0.53
Polish Expenses	-	-	0.02	0.02
Carriage Outward	-	0.13	-	0.01
Unloading Charges	-	-	0.38	0.53
Audit Fees	-	0.30	0.30	0.30
Commission	-	-	1.01	0.24
Computer Expenses	-	-	0.33	0.29
Conveyance Charges	-	-	0.68	0.45
CC Machine Charges	-	-	2.39	1.36
Discount Paid	1.02	0.97	2.29	1.43
Electricity Charges	9.53	15.96	3.05	3.91
Festival Expenses	-	-	0.09	0.33
Insurance Expenses	-	-	0.18	0.18
Interest on Income Tax	-	1.66	0.49	-
Interest on TDS	0.96	0.57	0.08	0.32
GST Late Fees	-	0.27	0.11	0.19
TDS Late Fees	-	0.32	0.09	-
Legal & Professional Charges	-	1.82	3.13	1.83
Market Place PG Fees	-	-	0.52	0.50
Misc. Expenses	0.08	0.38	0.28	0.14
Office Expenses	1.66	0.87	1.27	0.87
Petrol & Oil Expenses	-	-	1.23	1.19
Printing & Stationery	0.55	0.68	2.11	2.00
Processing Fees	-	-	5.82	3.92
Postage & Courier	0.23	1.13	0.07	0.12
Rent Expenses	38.50	85.15	51.95	41.60
Repairs & Maintenance	1.58	6.13	1.71	1.61
ROC Fees	-	11.22	-	0.02
RTO Registration Charges	0.66	-	0.20	1.07
Sales Promotion Expenses	-	0.00	0.88	1.00
Show Room Expenses	4.26	8.23	2.50	1.79
Telephone & Internet	-	-	0.36	0.39
Training Expenditure	-	-	3.35	1.80
Water Expenses	-	-	0.09	0.32
Washing Expenses	-	-	0.09	-
Membership Fee	-	0.30	-	-
	68.33	**157.79**	**87.65**	**70.23**

24 **Payment to Auditors**

	For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Statutory audit fees	-	0.30	0.30	0.30
Tax audit fees	-	-	-	-
	-	**0.30**	**0.30**	**0.30**

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SGMY & COMPANY ★ CHARTERED ACCOUNTANTS ★ NEW DELHI

Resourceful Automobiles Limited

Resourceful Automobiles Limited
CIN : U50401DL2018PLC329756
Previously known as Resourceful Automobiles Pvt Limited
Annexure VI
Notes the restated summary statements
All amounts are in INR Lacs unless otherwise stated

25 Segment Reporting

A. Basis for segmentation
The operations of the group are limited to one segment viz. "Sale of Bikes", which as per AS - 17 "Segment Reporting" is considered the only reportable segment.

B. Geographic Segment
The company provides all its services only from its office located in India and does not have any separate identifiable geographic segment.

C. Major Customer
There are no single customers which accounted for 10% or more of the group revenue.

26 Related Party Disclosures
In accordance with the requirements of Accounting Standard (AS) – 18 'Related Party Disclosures' the names of the related party where control exists/able to exercise significant influence along with the aggregate transactions / year end balances with them.

A. Related Parties with whom transaction have taken place during the year

Name of the key managerial personnel/Entity	Relationship
Rahul Sahwney	Director (from 21 February 2018)
Bindu Sahwney	Director (from 21 February 2018)
Megha Chawla	Director (from 25 January 2022)

Transactions with Related Parties:	31-10-2023	31-03-2023	31-03-2022	31-03-2021
Particulars				
Share Capital Issued to				
Rahul Sahwney	-	4.73	-	-
Bindu Sahwney	-	-	-	-
Unsecured loan taken from				
Rahul Sahwney	-	-	-	-
Remuneration to				
Rahul Sahwney	-	-	-	-
Bindu Sahwney	-	-	-	-

27 Earning Per share(EPS)
Earnings Per Share is calculated in accordance with Accounting Standard 20 – 'Earnings Per Share' - (AS-20), notified by the Company's (Accounting Standards) Rules, 2006 (as amended).

		For the seven months ended October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Net profit after tax	Lacs	74.79	41.50	28.73	0.16
Weighted average number of equity shares outstanding during the year (refer note 28 below)	Numbers	9,72,800	9,72,800	5,00,000	5,00,000
Nominal value of equity shares	INR	10	10	10	10
Basic earnings per share	INR	7.69	4.27	5.75	0.03
Diluted earnings per share	INR	7.69	4.27	5.75	0.03

28 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company

29 The company has regrouped/reclassified certain balances of previous year to conform with current year's presentation.

Resourceful Automobiles Limited
CIN : U50401DL2018PLC339756
Previously known as Resourceful Automobiles Pvt Limited
Annexure VI
Notes the restated summary statements
All amounts are in INR Lacs unless otherwise stated

30 Ratio

		Numerator	Denominator	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021	% Change	% Change	% Change	Remarks
a.	Current Ratio	Current Assets	Current Liabilities	6.68	5.68	2.35	1.44	17.64%	141.88%	63.45%	Refer comment 1
b.	Debt- Equity Ratio	Total Debt	Shareholder's Equity	3.41	4.57	9.01	5.86	-25.50%	-49.26%	53.77%	Refer comment 2
c.	Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	2.73	1.75	1.70	1.57	56.08%	2.83%	8.32%	Refer comment 2
d.	Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	0.77	0.43	0.57	0.00	80.25%	-25.76%	17938.51%	Refer comment 2
e.	Inventory Turnover ratio	Cost of goods sold	Average Inventory	1.33	4.06	4.23	8.46	-67.16%	-4.09%	-49.93%	Refer Comment 2
f.	Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	92.60	26.28	16.46	53.11	252.35%	59.63%	-69.00%	Refer comment 2
g.	Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	12.10	22.38	16.88	23.29	-45.92%	32.58%	-27.53%	Refer comment 3
h.	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	4.06	15.81	20.39	23.98	-74.35%	-22.46%	-14.99%	Refer comment 4
i.	Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.09	0.02	0.02	0.00	316.68%	-5.57%	16065.11%	Refer comment 2
j.	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.14	0.16	0.13	0.09	-11.18%	23.28%	38.28%	Refer comment 1
k.	Return on Investment	Net Income	Cost of Investment	0.77	0.43	0.57	0.00	80.25%	-25.76%	17938.51%	Refer comment 5

Reason for change more than 25% :
1. The movement in account of increase in Current assets and Current liabilities.
2. The movement on account of increase in net profit.
3. The movement on account of increase in purchase.
4. The movement on account of increase in currents assets.
5. The movement on account of increase associate share of profit.

31 Other Information
(i) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(ii) The company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
(iii) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(iv) The company have 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:
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
(v) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

SGNA & CO. CHARTERED ACCOUNTANTS NEW DELHI

For and on behalf of the Board of Directors
Resourceful Automobiles Limited

Bindu Sawhney
Whole Time Director
DIN : 08060807

Place :
Date :

Rahul Sawhney
Managing Director
DIN : 07635427

Place : New Delhi
Date : 28-12-2023

OTHER FINANCIAL INFORMATION

(Amount in Lakhs)

Particulars	As at 31st October, 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Net Worth	238.35	163.55	74.78	46.05
Average Net Worth	200.95	119.16	60.41	45.97
Profit Attributable to the Owners of the Company	74.79	41.50	28.73	0.16
Weighted Average Number of Equity Shares Outstanding During the Period/Year				
For Basic Earnings Per Share	9,72,800	9,72,800	5,00,000	5,00,000
For Diluted Earnings Per Share	9,72,800	9,72,800	5,00,000	5,00,000
Number of Shares Outstanding at the End of the Period/Year	9,72,800	9,72,800	5,00,000	5,00,000
Restated Basic Earnings Per Share (INR) (C/D)	7.69	4.27	5.75	0.03
Restated Diluted Earnings Per Share (INR) (C/E)	7.69	4.27	5.75	0.03
Return on Average Net Worth (%) (C/B)	37.22%	34.82%	47.56%	0.35%
Net Assets Value Per Share of INR 10/- Each (A/F)	24.50	16.81	14.96	9.21
Face Value (INR)	10	10	10	10
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	149.72	147.78	90.64	36.17

1. The ratios have been computed as below:

   Basic earnings per share (INR) = net profit after tax attributable to owners of the Company, as restated / Weighted average number of equity shares outstanding during the year.

   Diluted earnings per share (INR) = net profit after tax attributable to owners of the Company, as restated / Weighted average number of potential equity shares outstanding during the year.

   Return on average net worth (%) = Net profit after tax attributable to owners of the Company, as restated / Average net worth as restated.

   Net asset value per share (INR) = net worth, as restated / number of equity shares outstanding as at year end.

2. Earning per share (EPS) calculation is in accordance with the notified Accounting Standard (AS) 20 'Earnings per share' prescribed by the Companies (Accounting Standards Rules, 2006, as amended.
3. The amounts disclosed above are based on the restated financial information of the Company.
4. Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium as per restated statement of assets and liabilities of the Company.
5. Earnings before interest, tax, depreciation and amortisation (EBITDA) is as per restated statement of profit and loss of the Company for respective reported period/years.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial position and results of operations together with our Restated Standalone Financial Information, which have been included in this Draft Prospectus. You should also read the section entitled "RISK FACTORS" beginning on page 16 and "FORWARD LOOKING STATEMENTS" beginning on page 11, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion and analysis of our financial position and results of operations is based on our Restated Standalone Financial Information for the period ended 31st October, 2023 and for the financial years ended March 31st, 2023, 2022 and 2021 including the related notes and reports, included in this Draft Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Standalone Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those described under "RISK FACTORS" and "FORWARD LOOKING STATEMENTS" on pages 16 and 11, respectively, and elsewhere in this Draft Prospectus. Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

Our Company was originally incorporated as a Private limited company under the Companies Act, 2013, with the name "Resourceful Automobile Private Limited" on February 21st, 2018 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Delhi and Haryana. Later on, company was converted into public limited company, the name of the Company has changed to "**Resourceful Automobile Limited**" and for the same fresh Certificate of Incorporation dated October 25th, 2023 due to change in Name was issued by the Registrar of Companies, Delhi and Haryana.

Our Company is actively involved in the dealership of two-wheeler bike of Yamaha, operating under the showroom name **"Sawhney Automobiles"**. Specializing in the sales and servicing of motorcycles and scooters, with quality products and exceptional customer service, making it a trusted destination for motorcycle enthusiasts.

Sawhney Automobile caters to a diverse range of customer preferences and needs by offering a comprehensive selection of two-wheelers. The inventory encompasses commuter bikes, sport bikes, cruisers, and scooters sourced from reputable manufacturers. As an authorized Yamaha dealership, we guarantee customers access to the latest models and authentic spare parts. Our dealership goes beyond sales, providing expert guidance to assist customers in selecting the right bike, arranging test rides, and offering financing options for enhanced accessibility. We take pride in our advanced service center, where skilled technicians handle routine maintenance, repairs, and ensure the availability of genuine spare parts to uphold the longevity and performance of the bikes we sell.

The foundation of our company is laid by three esteemed promoters, Mr. Rahul Sawhney, Mrs. Bindu Sawhney, and Mrs. Megha Chawla. They collectively boast over a decade of invaluable experience in the motorbike industry, possessing a profound understanding of the products and the operational landscape of our business. We firmly believe that the extensive expertise of our management team positions us to not only capitalize on existing opportunities but also navigate future prospects successfully. This wealth of experience is instrumental in addressing and mitigating various inherent risks in our industry, particularly in the face of significant competition.

For more details kindly refer our chapter titled "BUSINESS OVERVIEW" begins from page No. 81 of this Draft Prospectus.

Key Performance Indicators of our Company:

(Rs. In Lakhs)

Key Financial Performance	For the period ending 31st October, 2023	For the financial year ended 31st March,		
		2023	2022	2021
Revenue from Operations[(1)]	814.93	1,883.92	1,231.71	1,103.79

Growth in Revenue from Operations[(2)]	-25.84%	52.95%	11.59%	15.42%
EBITDA[(3)]	149.72	147.78	90.64	36.17
EBITDA Margin[(4)]	18.37%	7.84%	7.36%	3.28%
PAT[(5)]	74.79	41.50	28.73	0.16
PAT Margin[(6)]	9.18%	2.20%	2.33%	0.01%

Note:
(1) Revenue from operation means revenue from sales;
(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) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses;
(4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
(5) PAT is calculated as Profit before tax – Taxes;
(6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

After the date of last Audited accounts i.e., 31st October, 2023, the Directors of our Company confirm that, there have not been any significant material developments except as stated below;

1. The Board of Directors of the Company approved the Initial Public Offering of our Company in their meeting held on 27th December, 2023.
2. The Shareholders of the Company approved the Initial Public Offering of our Company in their meeting held on 28st December, 2023.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer Restated Financial Statements under chapter titled "RESTATED FINANCIAL INFORMATION" beginning on page 117 of this Draft Red Herring Prospectus.

Significant Developments after October 31st, 2023 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Draft Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "RISK FACTORS" beginning on page 16 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
10. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
11. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition; and
12. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

BRIEF FINANCIALS OF OUR COMPANY

(₹ In Lakhs)

Particulars	For the period ended October 31th, 2023	For the year endedMarch 31,		
		2023	2022	2021

	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Revenue from operations	814.93	95.71%	1,883.92	97.20%	1,231.71	98.53%	1,103.79	97.92%
Other Income	36.54	4.29%	54.34	2.80%	18.39	1.47%	23.47	2.08%
Total Revenue	**851.47**	**100.00%**	**1,938.26**	**100.00%**	**1,250.10**	**100.00%**	**1,127.26**	**100.00%**
EXPENDITURE								
Purchases of Stock in Trade	822.59	96.61%	1,696.04	87.50%	1,275.19	102.01%	1,041.58	92.40%
Changes In Inventories of F.G., WIP	-197.71	-23.22%	-96.71	-4.99%	-249.25	-19.94%	-71.47	-6.34%
Employee Benefits Expenses	8.54	1.00%	33.37	1.72%	45.87	3.67%	50.77	4.50%
Finance Costs	45.44	5.34%	73.83	3.81%	39.51	3.16%	14.69	1.30%
Depreciation and amortization Expenses	4.04	0.47%	14.05	0.72%	12.52	1.00%	20.66	1.83%
Other Expenses	68.33	8.03%	157.79	8.14%	87.65	7.01%	70.23	6.23%
TOTAL EXPENSES	**751.23**	**88.23%**	**1,878.37**	**96.91%**	**1,211.49**	**96.91%**	**1,126.44**	**99.93%**
Profit Before Tax	**100.24**	**11.77%**	**59.89**	**3.09%**	**38.61**	**3.09%**	**0.82**	**0.07%**
Tax Expenses								
Current Tax	26.25	3.08%	18.61	0.96%	11.30	0.90%	3.67	0.33%
Deffered Tax (Liabilities) / Assets	-0.80	-0.09%	-0.22	-0.01%	-1.42	-0.11%	-3.01	-0.27%
Profit After Tax	**74.79**	**8.78%**	**41.50**	**2.14%**	**28.73**	**2.30%**	**0.16**	**0.01%**

Financial Performance Highlights for the period ended 31st October, 2023:

The following descriptions set forth information with respect to the key components of our profit and loss statement.

1. INCOME:

Revenue from Operation: Our Company's total revenue during the period (April 01, 2023 to October 31, 2023) was ₹851.47 Lakhs. The revenue from operation was ₹814.93 Lakhs which is almost 95.71% of Total Revenue which consist of sales and servicing of motorcycles and scooters

Other Income: Other Income during the period (April 01, 2023 to October 31, 2023) was ₹36.54 Lakhs which is 4.29% of the Total Revenue which consist of Sale of Spare Parts & Servicing

2. EXPENSES:

Total Expenses: Our Company's total expenses during the said period (April 01, 2023 to October 31, 2023) were ₹751.23 Lakhs. The Total Expenditure is almost 88.23% of Total Revenue. The main constituent of Total Expenditure is Purchase of stock in trade and change in Inventories which was ₹624.88 Lakhs, almost 73.39% of Total Revenue.

Employee Benefits Expense: The Employee Benefit Expenses for the said period (April 01, 2023 to October 31, 2023) was ₹8.54 Lakhs, almost 1.00% of Total Revenue.

Finance Cost: The Finance Cost for the said period (April 01, 2023 to October 31, 2023) was ₹45.44 Lakhs, almost 5.34% of Total Revenue.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a Written down value method on pro rata basis and at the rates prescribed under schedule II of the Companies Act, 2013.
The cost for the said period (April 01, 2023 to October 31, 2023) was ₹4.04 Lakhs, almost 0.47% of Total Revenue.

Other Expenses: Other expenses includes Consumables items, Electricity expenses, Rent expenses, Showroom Expenses and other miscellaneous expenses. Total other expenses for the said period (April 01, 2023 to October 31, 2023) was ₹68.33 Lakhs, almost 8.03% of Total Revenue.

3. PROFIT:

Profit/ (Loss) Before Tax: The Restated Profit Before Tax for the said period (April 01, 2023 to October 31, 2023) was ₹100.24 Lakhs, almost 11.77% of Total Revenue.

Profit/ (Loss) after Tax: The Restated Profit After Tax for the said period (April 01, 2023 to October 31, 2023) was ₹74.79 Lakhs, almost 8.78% of Total Revenue.

Comparison of Financial Performance of Fiscal 2023 with Fiscal 2022

The following descriptions set forth information with respect to the key components of our profit and loss statement.

1. INCOME:

Total Revenue: During FY 2022-23, the company's revenue from operations and other income increased to ₹1938.26 Lakhs, from the amount of ₹1,250.10 Lakhs recorded in FY 2021-22. Due to the Increase in demand of two wheelers, the company was able to expand their client base and increase revenue.

2. EXPENSES:

Total Expenses: The total expenditure for FY 2022-23 has been increased to ₹1,878.37 Lakhs as against ₹1,211.49 Lakhs in FY 2021-22. This increase was mainly due to increase in purchase of stock in trade comprising of two wheelers during the years.

Employee Benefits Expense: The Employee Benefit Expenses for FY 2022-23 have decreased to ₹33.37 Lakhs, from the amount of ₹45.87 Lakhs in FY 2021-22. This was mainly due to change in ratio of expenses to be distributed between Yamaha and Resourceful.

Finance Cost : The Finance Cost for the FY 2022-2023 have increased to ₹73.83 Lakhs as against ₹39.51 Lakhs in the FY 2021-22. This was mainly due to increase in Borrowings.

Other Expenses: The Other Expenses for the FY 2022-2023 have increased to ₹157.79 Lakhs as against to ₹87.65 Lakhs in the FY 2021-22. This decrease was majorly due to increase in consumable items, Rent Expenses Etc.

3. PROFIT:

Profit/ (Loss) Before Tax: The Restated Profit Before Tax for FY 2022-23 has been significantly increased to ₹59.89 Lakhs as against ₹38.61 Lakhs in the FY 2021-22. This was mainly due to increase in the sales volume during the fiscal year.

Profit/ (Loss) After Tax: The restated Profit After Tax for FY 2022-23 has been significantly increased to ₹41.50 Lakhs as against ₹28.73 Lakhs in the FY 2021-22. This was mainly due to increase in the sales volume during the fiscal year.

Comparison of Financial Performance of Fiscal 2022 with Fiscal 2021

The following descriptions set forth information with respect to the key components of our profit and loss statement.

1. INCOME:

Total Revenue: During FY 2021-22 the revenue from operation and other income of the company increased slightly to ₹1250.10 Lacs as against ₹1127.26 Lacs in FY 2020-21. This increase was mainly due to our association with new dealers clients along with increased revenue from existing clients.

2. EXPENSES:

Total Expenses: The total expenditure for FY 2021-22 increased to ₹1211.49 Lakhs as against ₹1126.44 Lakhs in FY 2020-21. This increase was mainly due to increase in Purchase of stock in trade and operational expenses due to increase in revenue from operation as mentioned above.

Employee Benefits Expense: The Employee Benefit Expenses for FY 2021-22 have decreased to ₹45.87 Lakhs, against the amount of ₹50.77 Lakhs in FY 2020-21. This was mainly due to no new hiring and reimbursement of expenses by Yamaha.

Finance cost : The Finance Cost for the FY 2021-2022 have increased to ₹39.51 Lakhs as against ₹14.69 Lakhs in the FY 2020-21. This increase was mainly due to increase in Long term borrowings.

Other Expenses: The Other Expenses for the FY 2021-2022 increased to ₹87.65 Lakhs as against ₹70.23 Lakhs in the FY 2020-21. This increase was mainly due to increase in operational and administrative expenses like rent, sales & promotion, office expenses and insurance expenses.

3. PROFIT:

Profit/ (Loss) Before Tax: The Restated Profit Before Tax for FY 2021-22 increased to ₹38.61 Lakhs as against ₹ 0.82 Lakhs in the FY 2020-21. This Significant increase was mainly due to increase in sales during the FY as mentioned in above leading to improvement in profit margins.

Profit/ (Loss) after Tax: The Restated Profit After Tax for FY 2021-22 increased to ₹ 28.73 Lakhs as against ₹ 0.16 Lakhs in the FY 2020-21. This Significant increase was mainly due to increase in sales during the FY as mentioned in above leading to improvement in profit margins.

CASH FLOWS:

(₹ In Lakhs)

Particulars	For the period ended October 31st, 2023	For the Year ended March 31st		
		2023	2022	2021
Net Cash from Operating Activities	(19.33)	(25.21)	(417.33)	54.35
Net Cash from Investing Activities	(0.01)	38.14	(9.29)	(18.17)
Net Cash from Financing Activities	18.63	0.19	364.42	17.56

Cash Flows from Operating Activities

Net cash used in operating activities for the period ended 31st October, 2023 was at ₹ 19.33 Lakhs as compared to the Profit Before Tax at ₹ 100.24 Lakhs. This was primarily due to increase in Working Capital.

Net cash used in operating activities for year ended 31st March, 2023 was at ₹ 25.21 Lakhs as compared to the Profit Before Tax at ₹ 59.89 Lakhs. This was primarily due to increase in working capital and additional Income tax impact.

Net cash used in operating activities for year ended 31st March, 2022 was at ₹ 417.33 Lakhs as compared to the Profit Before Tax at ₹ 38.61 Lakhs. This was primarily due to increase in working capital and additional Income tax impact.

Net cash Flow from operating activities for year ended 31st March, 2021 was at ₹ 54.35 Lakhs as compared to the Profit Before Tax at ₹ 0.82 Lakhs. This was primarily due to decrease in working capital.

Cash Flows from Investment Activities

For the year period ended 31st October, 2023, net cash outflows from Investing Activities were ₹ 0.01 Lakhs. There was negligible movement due to no purchase of sale of fixed assets.

For the year ended 31st March, 2023, net cash Inflows from Investing Activities were ₹ 38.14 Lakhs. This was mainly on account of Interest Received and Purchase of Fixed Assets.

For the year ended 31st March, 2022, net cash outflows from Investing Activities were ₹ 9.29 Lakhs. This was mainly on account of Purchases of Fixed Assets.

For the year ended 31st March, 2021, net cash outflows from Investing Activities were ₹ 18.17 Lakhs. This was mainly on account of purchase of Fixed Assets.

Cash Flows from Financing Activities

For the period ended 31st October, 2023, net cash Inflow from financing activities was ₹ 18.63 Lakhs. This was primarily on account of movement in Long term and Short term Borrowings and Interest paid.

For the year ended 31st March, 2023, net cash Inflow from financing activities was ₹ 0.19 Lakhs. This was primarily on account of movement in Long term and Short term Borrowings and Interest paid.

For the year ended 31st March, 2022, net cash from Inflow form financing activities was ₹ 364.42Lakhs. This was primarily on account of Proceeds from Long term Borrowings and interest Paid.

For the year ended 31st March, 2021, net cash Inflow from financing activities was ₹ 17.56 Lakhs. This was primarily on account of Proceeds from Borrowings and interest Paid.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:
1. Unusual or infrequent events or transactions.

There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Except for any change in economic policy affecting service industry in India, there are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section "RISK FACTORS" beginning on page 16 in the Draft 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.

Our Company's future costs and revenues will be determined by growth of industry in which we operate.

5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices.

Increases in revenues are by and large linked to increases in volume of our business.

6. Status of any publicly announced New Products or Business Segment.

Our Company has not announced any new products.

7. Seasonality of business.

The nature of business is seasonal. For further detail, please refer to section titled "RISK FACTORS" beginning on page 16 of this Draft Prospectus.

8. Competitive conditions.

Competitive conditions are as described under the Chapters "INDUSTRY OVERVIEW" and "BUSINESS OVERVIEW" beginning on pages 75 and 81, respectively of the Draft Prospectus.

9. Details of material developments after the date of last balance sheet i.e. October 31st, 2023.

Except as mentioned in this Draft Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

CAPITALIZATION STATEMENT

Statement of Capitalization

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term Debt (A)	30.06	30.06
Long Term Debt (B)	781.76	781.76
Total debts (C = A+B)	**811.82**	**811.82**
Shareholders' funds		
Equity share capital	97.28	265.59
Reserve and surplus - as restated	141.07	1,171.77
Total shareholders' funds	**238.35**	**1,437.36**
Long term debt / shareholders' funds	3.28	0.54
Total debt / shareholders' funds	3.41	0.56

Note:

1. The amount disclosed above are based on the restated consolidated statement of assets and liabilities as at October 31st, 2023.

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings; (ii) actions taken by statutory and/or regulatory authorities; (iii) outstanding claims related to direct or indirect taxes; (iv) other pending litigation as determined to be material by our Board as per the Materiality Policy (as defined below) in each case involving our Company, Promoters or Directors ("Relevant Parties"); or (v) any litigations involving our Group Companies which have a material impact on the business operations, prospects or reputation of our Company. There are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Company, its Promoter or its Directors in the last five financial years, including any outstanding action.

Our Board, in its meeting held on 27th December, 2023 determined that outstanding legal proceedings involving the Relevant Parties will be considered as material ('Materiality Policy') if:

- *the aggregate monetary claim made by or against the Company, Directors, or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is over 5 % of the profit after tax of the Company, in the most recently completed Financial Year as per the Restated Financial Statements; or*
- *in such litigation the monetary liability is not quantifiable or does not fulfill the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company,*

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for the identification of material outstanding dues to creditors by way of its resolution dated 27th December, 2023 In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of the revenue of the Company as per the Restated Financial Statements of our Company disclosed in this Draft Prospectus, would be considered as material creditors. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of the number of cases and the amount involved, shall be uploaded and disclosed on the webpage of the Company as required under the SEBI ICDR Regulations.

Our Company does not have any subsidiaries and therefore, there is no outstanding litigation involving our subsidiaries that will have a material impact on our Company.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL.

3) Disciplinary Actions by Authorities

NIL.

4) Litigation involving Tax Liability

Direct Tax – NIL
Indirect Tax – NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL.

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL.

3) Disciplinary Actions by Authorities

NIL.

4) Litigation involving Tax Liability

NIL.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL.

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER

1) Litigation involving Criminal Laws

NIL.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL.

3) Disciplinary Actions by Authorities

NIL.

4) Litigation involving Tax Liability

NIL.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL.

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER

1) Litigation involving Criminal Laws

NIL.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL.

3) Disciplinary Actions by Authorities

NIL.

4) Litigation involving Tax Liability

NIL.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL.

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES

OUR COMPANY HAS NO SUBSSIDIARIES

PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

NA

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NA

3) Disciplinary Actions by Authorities

NA

4) Litigation involving Tax Liability

NA

5) Other Pending Litigation based on Materiality Policy of our Company

NA

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS" beginning on page 121 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the material over dues to Creditors outstanding amount as on 31st October, 2023:

(₹ In Lakhs)

Name	Balance as on 31st October, 2023
Total material over dues Outstanding dues to Micro and Small and Medium Enterprises.	-
Total material over dues Outstanding dues to Creditors other than Micro and Small and Medium Enterprises	94.19

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed 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 Issue 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 Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

APPROVALS FOR THE ISSUE

1. The Board of Directors has, vide their resolution passed at its meeting held on 27th December, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1) (c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The Shareholders of the Company have, vide their resolution passed at its meeting held on 28th December, 2023, authorized the Issue under Section 62(1) (c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. The Company has entered into an agreement dated December 26th, 2023 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who, in this case, is Cameo Corporate Services Limited, for the dematerialization of its shares.
4. The Company has also entered into an agreement dated December 28th, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who, in this case, is Cameo Corporate Services Limited, for the dematerialization of its shares.
5. The Company has obtained in-principle listing approval dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.
6. The Company's International Securities Identification Number ("ISIN") is INE0SK201011.

REGISTRATION UNDER THE COMPANIES ACT, 1956 AND 2013

S. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Delhi	U50401DL2018PTC329756	The Companies Act, 2013	Certificate of Incorporation of the Company in the name of "Resourceful Automobile Private Limited"	Valid, till Cancelled
2.	Registrar of Companies, Delhi	U50401DL2018PLC329756	The Companies Act, 2013	Certificate of Incorporation of the Company in the name of "Resourceful Automobile Limited"	Valid, till Cancelled

REGISTRATION UNDER VARIOUS TAX LAWS, ACTS, RULES REGULATIONS

S. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department	AAICR7712H	The Income Tax Act, 1961	Permanent Account Number	Valid till Cancelled
2.	Income Tax Department	DELR31399E	The Income Tax Act, 1961	Tax Deduction Account Number (TAN)	Valid till Cancelled

S. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
3.	Government of India	07AAICR7712H1Z8	Goods and Services Tax Act, 2017	Certification of Registration under the Central Goods And Services Tax Act, 2017	Valid till Cancelled

LICENSES/ APPROVALS UNDER INDUSTRIAL AND LABOUR LAWS

S. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Department of Labour Government of National Capital Territory of Delhi	2023168447	Delhi Shops & Establishment Act, 1954	Registration Certificate of Establishment	Valid till Cancelled
2.	Director General of Foreign Trade Ministry of Commerce and Industry	AAICR7712H	Foreign Trade (Development and Regulation) Act, 1992	Import Export Code (IEC)	Valid till Cancelled

OTHER CERTIFICATES, LICENSE, APPROVAL ETC.

S. No.	Description	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Udyog Aadhaar	UDYAM-DL-11-0007964	Ministry of Micro Small and Medium Enterprises Development Act, 2006	18th January, 2021	Valid till cancelled

REGISTRATION UNDER THE TRADE MARK ACT, 1999

S. No.	Logo	Authority GrantingApproval	Applicable Laws	Nature of Approvals	Application No. & Date	Current Status
1.	Sawhney Automobile	Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	9787749 and 28th December, 2023	Under Process
2.	Word Mark	Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	9787885 and 28th December, 2023	Under Process

DOMAIN NAME IN THE NAME OF OUR COMPANY

Domain Name	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
Sawhneyauto.com	Godaddy.com and IANA ID:146	08th December, 2023	08th December, 2024

MATERIAL LICENSES/APPROVALS/PERMISSION FOR WHICH APPLICATIONS HAVE BEEN MADE BY OUR COMPANY BUT NOT RECEIVED AND/OR YET TO BE APPLIED BY OUR COMPANY

Except as stated below our Company has not applied for any other application which is pending with the authorities or there is no such certificate which company has to apply for:

S. No.	Authority Granting Approval	Request ID	Applicable Laws	Nature of Approvals	Status
1.	Legal Entity Identifier India Limited	142693655	The Payment and Settlement System Act, 2007 (as amended in 2015)	For the payment transaction of value Rs. 50 Cr. or above as per RBI	Under Process

SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES

The definition of "Group Companies/Entities" pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to a Board Resolution dated 27th December, 2023, our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

No companies was covered under the material policy adopted by our Board, hence no Group Companies is disclosed as a Group Company of our Company.

SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on 27th December, 2023 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on 28th December, 2023, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoter, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.

3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

We are an issuer whose post issue paid-up capital is less than or equal to ₹10 Crore and therefore, our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

   Our Company is incorporated under the Companies Act, 2013.

2. **The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

   The present paid-up capital of our Company is ₹ 97.28 Lakh and we are proposing Issue of 10,24,800 Equity Shares of ₹ 10/- each at Issue price of ₹117/- per Equity Share including share premium of ₹107/- per Equity Share, aggregating to ₹1,199.20 Lakh. Hence, our Post Issue Paid up Capital will be ₹ 2.66 Crore which is less than ₹ 25.00 Crore.

3. **Net Tangible Assets of ₹ 150.00 Lakhs.**

   The Net Tangible Assets of our company as on October 31st, 2023 is ₹238.35 Lakhs which is more than ₹150.00 Lakhs.

4. **Track Record.**

A. The company should have a track record of at least 3 years.

Our Company was incorporated on February 21st, 2018 under the provisions of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Delhi and Harayana. Therefore we are in compliance with criteria of having track record of 3 years.

B. The Company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2023 and March 31, 2022 is positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(Amount ₹ In lakh)

Particulars*	For the period ended 31st October, 2023	For the year ended March 31		
		2023	2022	2021
Operating profit (earnings before depreciation and tax) from operations.	149.72	147.78	90.64	36.17
Net Worth as per Restated Financial Statement.	238.35	163.56	74.78	46.05

*the above values are excluding revelation reserves.

5. It is mandatory for a company to have a website.

The Company has a website: www.shwaneyauto.com.

6. It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0SK201011.

7. There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

There has been no change in the promoter(s) of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME Platform of BSE Limited.

8. Other Requirements

We confirm that:

i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. This Issue is 100% underwritten by the Lead Manager in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by Lead Manager, please refer to Section titled "GENERAL INFORMATION" beginning on page no. 33 of this Draft Prospectus.

2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares issued in the Initial Public Offer. For details of the market making arrangement, see Section titled "GENERAL INFORMATION" beginning on page no. 33 of this Draft Prospectus.

3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allotees in the Issue is greater than or equal to 50 (fifty), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (eight) days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of 15% (fifteen per cent) per annum and within such time as disclosed in the issue document and Lead Manager shall ensure the same.

4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Prospectus through Lead Manager immediately up on filling of the Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However SEBI shall not issue any observation on our Prospectus.

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.

SEBI DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT~~/DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT~~/DRAFT LETTER OF OFFER/OFFER DOCUMENT~~. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT~~/DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S) SWASTIKA INVESTMART LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 29TH, 2023, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT~~/DRAFT LETTER OF OFFER~~/OFFER DOCUMENT 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 LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT~~/DRAFT LETTER OF OFFER/OFFER DOCUMENT~~.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE ISSUE

The copy of the Draft Prospectus is submitted to BSE. Post scrutiny of the Draft Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

"BSE Limited ("BSE") has vide its letter dated [●], given permission to "Resourceful Automobile Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner.

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker(s) to the issue

and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

CAUTION – DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The Lead Manager accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company's website: www.sawhneyauto.com would be doing so at their own risk.

(a) The Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company's website: www.sawhneyauto.com would be doing so at their own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Swastika Investmart Limited and our Company dated 23rd December, 2023 and the Underwriting Agreement dated [●] between Underwriter and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by us and LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not

minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co - operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub - account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with 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. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Draft Prospectus is filed with SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19th, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

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

LISTING

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day 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.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 3 (Three) Working Days from the Offer Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ₹ 10 (ten) Lakh rupees or 1% (one) per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years (provided that where the fraud involves public interest, such term shall not be less than 3 (three) years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ₹ 10 (ten) Lakh rupees or 1% (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 5 (five) years or with fine which may extend to 50 (fifty) lakh rupees or with both.

CONSENTS

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers' to the Company, Advisor to Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter*, Registrar to the Issue and Market Maker* to act in their respective capacities have been obtained.
***will obtained at the prospectus stage before ROC filling.*

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for filling with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. SGNA & Co., Chartered Accountant have provided their written consent to act as Peer Review Auditor and Expert to the company dated 20th December, 2023; and inclusion of Statement of Tax Benefits dated 28th December, 2023 in this Draft Prospectus

Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Prospectus.

EXPERT OPINOIN

Except for report and certificates form Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHT ISSUE

There have been no public or rights issue by our Company during the last five years.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LASR THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Swastika Investmart Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30th, 2015, issued by SEBI, please refer Annexure "A" to this Draft Prospectus and the website of Lead Manager at www.swastika.co.in.

Track Record of the public issues managed by Lead manager as specified in Circular reference CIR/MIRSD/1/2012 dated January 10th, 2012 issued by the SEBI; please see the website of Lead manager i.e. www.swastika.co.in.

ANNEXURE – A

TABLE 1

S. No.	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (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
1.	Richa Infosystem Limited	10.00	125.00	February 21st, 2022	125.00	-34.80* (+0.31)**	-10.32* (-5.82)**	-16.55* (+3.40)**
2.	Evoq Remedies Limited	9.72	27.00	March 30th, 2022	25.00	-44.72* (-2.77)**	-50.00* (-9.38)**	-38.00* (-3.88)**
3.	Sonu Infratech Limited	8.64	36.00	May 17th, 2022	37.50	-63.15* (-5.53)**	-6.67* (+8.85)**	+1.33* (+12.73)**
4.	Cyber Media Research and Services Limited	14.04	180.00	October 10th, 2022	245.25	-18.45* (+5.31)**	-18.45* (+4.99)**	-28.43* (+2.22)**
5.	Infinium Pharmachem Limited	25.25	135.00	April 17th, 2023	141.50	+89.61* (+2.68)**	+88.69* (+10.49)**	-
6.	Service Care Limited	20.68	67.00	July 27th, 2023	70.50	-15.04* (-2.59)**	-18.44* (-3.32)	-
7.	Saroja Pharma Industries India Limited	9.11	84.00	September 13th, 2023	65.00	-8.46* (-1.59)**	-	-

Note:-

***** The Base price to calculate +/- % Change in Closing Price, 30th / 90th/180thCalendar Days from Listing is the "Opening

Price" at the Date of Listing.

** The Base price to calculate +/- % Change in Closing Benchmark, 30th /90th/180thCalendar Days from Listing is the "Closing Price" at the Date of Listing.

SUMMARY STATEMENT OF DISCLOSURE

TABLE 2

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	2	19.72	-	2	-	-	-	-	-	1	1	-	-	-
2022-23	3	47.93	-	-	1	1	-	-	-	1	-	-	-	1
2023-24	3	55.04	1	-	2	-	-	-	-	-	-	1	-	-

PROMIS VIS-À-VIS PERFORMANCE

Since, neither our Company nor our Promoters' Group Companies/Entities have made any previous rights or public issues during last five years, Promise vis-a-vis Performance is not applicable.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock Exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15th, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16th, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2nd, 2021 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 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (Fifteen) days, failing which the concerned SCSB would have to pay interest at the rate of 15% (Fifteen) per annum for any delay beyond this period of 15 (Fifteen) days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 (Hundred) per day or 15% (Fifteen) per annum of the application amount in the events of delayed or withdrawal of 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. 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 (Hundred) per day or 15% (Fifteen) per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the applicant, application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17th, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18th, 2014 in

relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Prospectus - Notes for Compliance

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 SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee comprising of Mr. Dinesh Dilip Durgani- Chairperson, Mrs. Manju Verma–Member and Mrs. Bindu Sawhney–Member.

Our Company has appointed Mrs. Neha Rani as the Company Secretary and Compliance Officer who may be contacted in case of any Pre-Issue or Post-Issue related problems at the following address:

Mrs. Neha Rani;
Resourceful Automobile Limited.
Address: K-24, Upper Ground, KH No. 107/10 Main Road, Raja puri, West Delhi, New Delhi - 110059;
Phone: +91-9773784969;
Email id: cs@sawhneyauto.com;
Website: www.sawhneyauto.com.

Till date of this Draft Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PUBLIC ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 65.00 Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission.	25.00	38.46	2.08
Fees Payable to Registrar to the Issue.	0.50	0.77	0.04
Fees Payable Advertising, Marketing Expenses and Printing Expenses.	24.50	37.69	2.04
Fees Payable to Regulators including Stock Exchanges and other Intermediaries.	4.00	6.15	0.33
Fees payable to Peer Review Auditor.	4.00	6.15	0.33
Fees Payable to Market Maker (for Two Years).	6.00	9.23	0.50
Escrow Bank Fees.	1.00	1.54	0.08
Total Estimated Issue Expenses	**65.00**	**100.00**	**5.40**

Notes:

1. *Up to 28th December, 2023, Our Company has deployed / incurred expense of ₹10.00 Lakhs towards Issue expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor SGNA and Co., Chartered Accountant vide its certificate dated 28th December, 2023.*

FEES PAYABEL TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market Maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

COMMISSION PAYABLE TO SCSBS

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*
   Portion for RIIs 0.01% ^ (exclusive of GST)
   Portion for NIIs 0.01% ^ (exclusive of GST)
   ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*

3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*

4. *SCSBs 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 SCSBs.*

5. *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.*

6. *The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02nd, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16th, 2021.*

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled "CAPITAL STRUCTURE" beginning on page no. 39 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURS OF PROMOTER

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFRENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

CHANGES IN AUDITORS

Except as stated below, there has been no Change in the Auditors of our Company during the last five years:

Name of Auditor	Appointment /Resignation	Date of Appointment / Resignation	Reason
M/s Jain Rajeev and Associates, Chartered Accountant;	Appointment	01st July, 2023	Appointment as the statutory auditor from 01st July, 2023 till

Address: Shop No. 1, 1st Floor, Opp. Allahabad Bank, Railway Road, Modinagar, Uttar Pradesh – 201204; **Phone:** +91 92104 89717; **Email:** corporateconsultantlaw@gmail.com; **Contact Person:** Mr. Rajeev Jain; **Membership No:** 097354; **FRN:** 027521N; **Peer Review No.:** NA.			ensuing Annual General Meeting.
M/s. SGNA & Co., Chartered Accountant; **Address:** 208, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi, Delhi 110001; **Phone:** +91742832626**;** **Email:** niitesh@sgna.co.in, info@sgna.co.in; **Contact Person:** Mr. Niitesh Agrawal; **Membership No:** 527125; **FRN:** 017007N; **Peer Review No.:** 015270.	Appointment	30th September, 2023	Appointment as the statutory auditor from 30th September, 2023 till 30th September, 2028.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Our Company has not capitalized Reserves or Profits during last five years.

REVALUATION OF ASSETS DURING THE LAST 5 (FIVE) YEARS

Our Company has not revalued its assets during last 5 (five) years.

SECTION XIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, 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, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

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 (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, Retail 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.

Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

AUTHORITY FOR THE ISSUE

The present Public Issue of upto 10,24,800 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on 27th December, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on 28th December, 2023 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on page no. 197 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended 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. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors.

FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ 177/- per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "BASIS FOR ISSUE PRICE" beginning on page no. 70 of this Draft Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on page no. 197 of this Draft Prospectus.

ALLOTMENT ONLY IN DEMATERIALISED FORM

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors

The trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares and the same may be modified by SME Platform of BSE ("BSE") 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 1,200 Equity Share subject to a minimum allotment of 1,200 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTESS

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within 2 (Two) Working days of closure of issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility made available by CDSL and NSDL, to whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest in respect of Percentage assigned to each nominee at the time of nomination. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest 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 or Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

(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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF OPERATION OF SEBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[●]	ISSUE CLOSES ON	[●]

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[●]
Finalization of Basis of Allotment with BSE	[●]
Initiation of refunds /unblocking of funds from ASBA Account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on BSE	[●]

The above time table is indicative and does not constitute any obligation on our Company. 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 BSE is taken within 3 (Three) Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue 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.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

The issuer does not receive the minimum subscription of hundred per cent. of the offer through offer document on the date of closure of the issue or devolvement of Underwriters, if any, within 60 (Sixty) days from the date of closure of the issue or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so Issued under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (Two) Working Days of closure of issue.

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.

NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the 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 Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of 1,200 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

RESTRICTIONS, IF ANY ON TRANSFERE AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter "CAPITAL STRUCTURE" beginning on page no. 39 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. 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 chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on page no. 197 of this Draft Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the

option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE on a later date, subject to the following:

If the Paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Provided that no further issue of capital by the Company shall be made unless:

a. the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
b. the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see "GENERAL INFORMATION" on page no. 33 of this Draft Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Delhi.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled "TERMS OF THE ISSUE" and "ISSUE PROCEDURE" on page no. 144 and 151 respectively of this Draft Prospectus.

Initial Public issue of 10,24,800 equity shares of face value of ₹10/- each for cash at a price of ₹117/- per equity share including a share premium of ₹107/- per equity share (the "issue price") aggregating to ₹1,199.02 Lakh ("the issue") by our company.

The Issue comprises a reservation of upto 51,600 Equity Shares of ₹10/- each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 9,73,200 Equity Shares of ₹10/- each ("the Net Issue"). The Issue and the Net Issue will constitute 38.59% and 36.64%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares*	9,73,200 Equity Shares	51,600 Equity Shares.
Percentage of Issue Size available for allocation	94.96% of the Issue Size; 36.64% of the Post Issue Paid up Capital.	5.04% of the Issue Size; 1.94% of the Post Issue Paid up Capital.
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotmentof 1,200 Equity Shares and Further allotment in multiples of 1,200 Equity Shares each. For further details please refer to the sectiontitled "ISSUE PROCEDURE – BASIS OF ALLOTMENT" on page no. 151 of this Draft Prospectus.	Firm Allotment.
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Minimum Application Size	**For QIB and NII:** Such number of Equity Shares in multiples of 2,400 Equity Shares such that the Application Value exceeds ₹ 2,00,000. **For Retail Individuals:** 1,200 Equity Shares	51,600 Equity Shares.
Maximum Bid	**For QIB and NII:** Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Size does not exceed 9,73,200 Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable. **For Retail Individuals:** 1,200 Equity Shares so that the Application Value does not exceed ₹ 2,00,000.	51,600 Equity Shares.
Mode of Allotment	Compulsorily in dematerialized mode.	
Trading Lot	1,200 Equity Shares.	1,200 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	
Application Lot Size	1,200 Equity Share and in multiples of 1,200 Equity Shares thereafter.	

** Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:*

i. Minimum fifty per cent to retail individual investors; and
ii. Remaining to:

(a) individual applicants other than retail individual investors; and
(b) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB shall be authorized to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within 2 (Two) days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICATION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Delhi.

ISSUE PROGRAMME

ISSUE OPENS ON	**[●]**
ISSUE CLOSES ON	**[●]**

ISSUE PROCEDURE

All Applicants shall review the "General Information Document for Investing in Public Issues" prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars ("General Information Document"), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Applicant through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 01, 2022 and October 01, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable 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. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020.Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("UPI Phase III"), as may be prescribed by SEBI. Accordingly, the Issue has been undertaken under UPI Phase II, till any further notice issued by SEBI. Accordingly, the Issue has been considered to be made under UPI Phase II, till any further notice issued by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Prospectus.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE Limited ("BSE") to act as intermediaries for submitting Application Forms are provided on www.bsesme.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of BSE.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would

be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, the Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from Six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to 3 (Three) Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

Electronic registration of Applications

a. The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.
b. On the Bid/Issue Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Draft Prospectus.
c. Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Issue Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Draft Prospectus and Prospectus together with the Application Forms, copies of the Draft Prospectus and Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (BSE Limited) i.e. www.bsesme.com at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection. RIIs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Registered Brokers, RTAs or

CDPs. RIIs authorising an SCSB to block the Application Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White*
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation Basis	Blue*

**excluding electronic Application Forms downloaded by the Applicants.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic applying system of the Stock Exchanges. For RIIs using UPI Mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIIs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Applicants has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic Application with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded.

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Banker to an Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The Sponsor Bank will undertake a reconciliation of Application responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Application requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

i. An SCSB, with whom the bank account to be blocked, is maintained;
ii. A syndicate member (or sub-syndicate member);
iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the

stock exchange as eligible for this activity) ("broker");

iv. A depository participant ("DP") (Whose name is mentioned on the website of the stock exchange as eligible for this activity);

v. A registrar to an issuer and share transfer agent ("RTA") (Whose name is mentioned on the website of the stock exchange as eligible for this activity).

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, "printouts" of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

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 submitted by RIIs (without using UPI for payment), NIIs and QIBs, 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 (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, 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 shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) 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 application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
d) QIBs;
e) Mutual Funds registered with SEBI;
f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional applicant's category;
k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
l) Foreign Venture Capital Investors registered with the SEBI;
m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
s) Insurance funds set up and managed by army, navy or air force of the Union of India;
t) Multilateral and bilateral development financial institution;
u) Eligible QFIs;
v) Insurance funds set up and managed by army, navy or air force of the Union of India;
w) Insurance funds set up and managed by the Department of Posts, India;

x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any "person related to the Promoter and members of the Promoter Group" shall apply in the Issue under the Anchor Investor Portion.

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 and members of the Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depositary), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

  Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the

names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIs ON REPATRIATION BASIS

ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein.

Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application 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) or ASBA Accounts.

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 Application Amount, at the time of the submission of the Application Form.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

APPLICATIONS BY ELIBIABLE FPIs INCLUDING FIIs ON REPATRIATION BASIS

FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public Issuing and listing thereof, such shares shall be subject to lock-in for the same period, if any, as

is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

   (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

   (b). Nothing contained in clause (a) shall apply to:

   i. Any transactions in derivatives on a recognized stock exchange;
   ii. Short selling transactions in accordance with the framework specified by the Board;
   iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   iv. Any other transaction specified by the Board.

   (c). No transaction on the stock exchange shall be carried forward;

   (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

   Provided nothing contained in this clause shall apply to:

   i. Transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
   ii. Sale of securities in response to a letter of Issue sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   iii. Sale of securities in response to an Issue made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
   iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
   v. Divestment of securities in response to an Issue by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
   vi. Any Application for, or acquisition of, securities in response to an Issue for disinvestment of shares made by the Central Government or any State Government;
   vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   viii. Any other transaction specified by the Board.

   (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

   Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non- dematerialized form, if such shares cannot be dematerialized.

   Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the

Board in this regard.

8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

   (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

   (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

   Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

   Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off- shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.

16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

18. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

(a.) 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;

(b.) The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c.) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Direction –Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition 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 investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non- financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

APPLICATIONS BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications 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 to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY SCSBS

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either

case without assigning any reasons thereof.

d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

ASBA PROCESS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1st, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online. For such applications the existing process of uploading the Application and blocking of finds in the RIIs account by the SCSB would continue.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3- in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds.
Non – Institutional Investor (NII) including Qualified Institutional Buyer (QIB)			Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his / her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process:

(a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).

(b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.

(c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.

(d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.

(e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.

(f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

(a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.

(b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date **("Cut-Off Time").** Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.

(c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.

(d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.

(e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs' bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.

(f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.

(g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

(h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue 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.

MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (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 and all related circulars issued thereafter, Retail 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.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will

be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two:

1. For Retail Individual Applicants

The Application must be for a minimum of 1,200 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

2. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of 2,400 Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,200 Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

a.) The Company will file the Draft Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.

b.) The Lead Manager will circulate copies of the Draft Prospectus along with the Application Form to potential investors.

c.) Any investor, being eligible to invest in the Equity Shares Issued, who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.

d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.

e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Draft Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Regional newspaper.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager and on [●].

FILING OF THE DRAFT PROSPECTUS WITH THE ROC

The Company will file a copy of the Draft Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

INFORMATION FOR THE APPLICANTS

a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

d) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date: On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

INTEREST AND REFUNDS COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) Working Days from Issue Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) Working Days of the Issue Closing Date, would be ensured. 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.

GROUNDS FOR REFUND: NON RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within 4 (Four) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

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.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Draft Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 2 (Two) Working Days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

MODE OF REFUND

Within 2 (Two) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within

2 (Two) Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 2 (Two) Working Days of the Issue Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities Issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within 2 (Two) days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.

2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder;
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

All other applications in which PAN is not mentioned will be rejected;

- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application 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);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to

be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE i.e. www.bsesme.com.

Applicants may note that forms not filled completely or correctly as per instructions provided in this Draft Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below:

A. INSTRUCTION FOR FILLING THE APPLICATION FORM

COMMON APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Tel. No.: Fax No. : Email: Website: Contact Person: CIN:	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share[1] ☐ **"Cut-Off" Price**

(In Figures) (In Words)

ALLOTMENT WILL BE IN DEMAT MODE ONLY[2]

[1] Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

- ☐ **Retail Individual**
- ☐ **Non-Institutional**
- ☐ **QIB**

6. INVESTOR STATUS

☐ Individual(s)	- IND
☐ Non- Resident Indians (Non- Repatriation Basis)	- NRI
☐ Hindu Undivided Family*	- HUF
☐ Bodies Corporate	- CO
☐ Banks & Financial Institutions	- FI
☐ Mutual Funds	- MF
☐ National Investment Funds	- NIF
☐ Insurance Funds	- IF
☐ Insurance Companies	- IC
☐ Venture Capital Funds	- VCF
☐ Alternative Investment Funds	- AIF
☐ Others (Please Specify)	- OTH

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR
UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: ....., 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Application Form No.

DPID / CLID

PAN of Sole/First Applicant

Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No. / UPI Id:

Bank & Branch:

Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

COMMON APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:	FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share[1] ☐ "Cut-Off" Price

(In Figures) (In Words)

ALLOTMENT WILL BE IN DEMAT MODE ONLY[2]

[1] Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

- ☐ Retail Individual
- ☐ Non-Institutional
- ☐ QIB

6. INVESTOR STATUS

- ☐ Non-Resident Indians - NRI (Repatriation basis)
- ☐ Foreign Institutional Investor - FII/
- ☐ Foreign Portfolio Investor - FPI
- ☐ Foreign Venture Capital Investor - FVCI
- ☐ FII Sub Account Corporate / Individual - FIISA
- ☐ Others - OTH (please specify)

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR
UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Application Form No.

DPID / CLID

PAN of Sole/First Applicant

Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA
No. of Equity Shares			
Amount Blocked (₹)			

ASBA Bank A/c No. / UPI Id:

Bank & Branch:

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant who's PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

c) The exemption for the PAN Exempted Applicant 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.

d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

e) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS:

a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.

b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4. FIELD NUMBER 4: APPLICATION OPTIONS:

a) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Draft Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as ₹ 117/- per equity shares (including premium of ₹ 107/- per equity share).

b) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Draft Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.

c) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of 1,200 Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non - Institutional Investors, minimum application of 2,400 Equity Shares and in multiples of 1,200 Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.

d) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

Maximum and Minimum Application Size

e) The Applicants may apply for the desired number of Equity Shares in multiple of 1,200 equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for 1,200 equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

f) Application by QIBs and NIIs must be for 2,400 equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,200 Equity Shares thereafter, as may be disclosed in the Application Form and the Draft Prospectus, or as advertised by the Issuer, as the case may be. Non - Institutional Investors and QIBs are not allowed to make application at Cut off Price.

g) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.

h) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non - Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

i) An Application cannot be submitted for more than the net issue size.

j) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

Multiple Applications

k) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.

l) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:

i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other

than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.

ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

m) The following Applications may not be treated as multiple Applications:

i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.

ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

5. FIELD NUMBER 5: CATEGORY OF APPLICANTS:

a) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Draft Prospectus.

c) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.

d) For Issue specific details in relation to allocation, Applicants may refer to the Draft Prospectus.

6. FIELD NUMBER 6: INVESTOR STATUS:

a) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.

b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

d) Applicants should ensure that their investor status is updated in the Depository records.

7. **FIELD NUMBER 7: PAYMENT DETAILS:**

a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

b) The full Application Amount shall be blocked based on the authorization provided in the Application Form. c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.

c) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.

d) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.

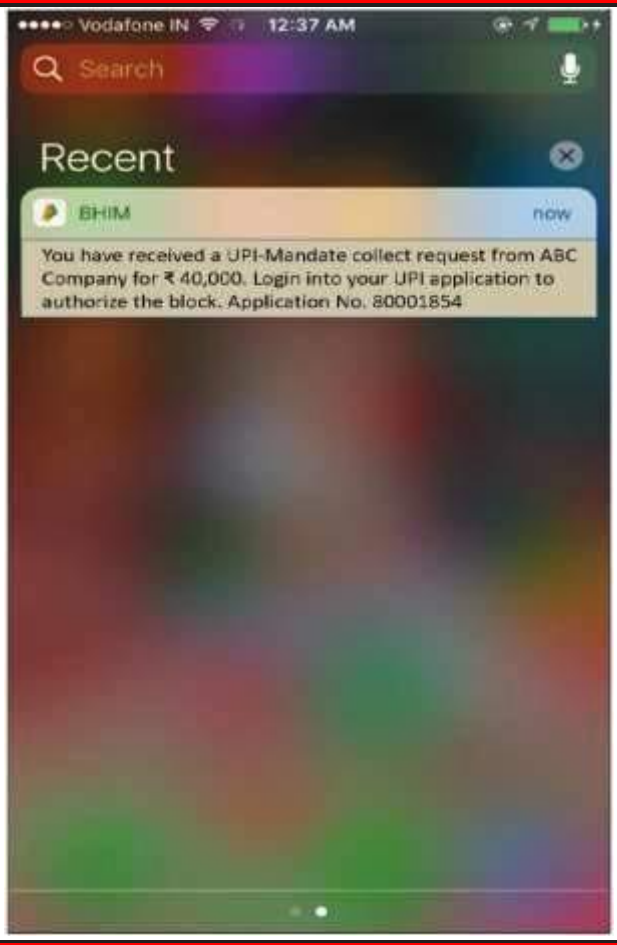
e) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

ILLUSTRATIVE SMS

BLOCK REQUEST SMS TO INVESTOR

BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION



BLOCK REQUEST SMS TO INVESTOR

SAMPLE OF IPO DETAILS IN ATTACHMENT

POST VERIFICATION OF DETAILS ABOVE

PRE-CONFIRMATION PAGE

ENTERING OF UPI PIN

CONFIRMATION PAGE	APPROVED MANDATES VISIBLE IN UPI APPLICATION
BLOCK CONFIRMATION SMS TO INVESTOR	**BLOCK CONFIRMATION APPLICATION INTIMATION**

a) QIB and NII Applicants may submit the Application Form either;

iii. to SCSB in physical or electronic mode through the internet banking facility Issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or

iv. in physical mode to any Designated Intermediary.

b) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.

c) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.

d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.

e) Applicants should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.

f) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

g) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

h) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

i) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.

j) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.

k) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).

l) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

m) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT:

a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA

Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.

b) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism

d) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.

e) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40

f) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.

g) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.

h) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.

i) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.

j) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.

k) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.

l) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.

m) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.

n) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.

o) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

Discount: NOT APPLICABLE Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS:

a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

b) In relation to the Applications, signature has to be correctly affixed in the authorization / undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

c) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION:

a) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.

b) All communications in connection with Application made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.

ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.

iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.

iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.

v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker.

vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.

vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.

viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;

c) The following details (as applicable) should be quoted while making any queries -

i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.

ii. name and address of the Designated Intermediary, where the Application was submitted; or

iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.

iv. For further details, Applicants may refer to the Draft Prospectus and the Application Form.

B. INSTRUCTIONS FOR FILLING THE REVISION FORM

a) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

b) RII may revise / withdraw their Application till closure of the Issue period.

c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

COMMON APPLICATION REVISION FORM	**XYZ LIMITED - INITIAL PUBLIC ISSUE - R** Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)	Price per Equity Share (₹) [•] (In Figures) Issue Price	Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1	ORIGINAL APPLICATION	ORIGINAL APPLICATION			
(OR) Option 2					
(OR) Option 3					

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)	Price per Equity Share (₹) [•] (In Figures) Issue Price	Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1	REVISED APPLICATION	REVISED APPLICATION			
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Additional Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR
UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2019	1)	
	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED
REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Application Form No.

DPID / CLID PAN

Additional Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

ASBA Bank A/c No. / UPI Id:

Bank & Branch:

Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

COMMON APPLICATION REVISION FORM	**XYZ LIMITED - INITIAL PUBLIC ISSUE - NR** Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:	FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL ☐ CDSL ☐

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)	Price per Equity Share (₹) [•] (In Figures) Issue Price	Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1	ORIGINAL APPLICATION	ORIGINAL APPLICATION			
(OR) Option 2					
(OR) Option 3					

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")

Options	No. of Equity Shares Application (Application must be in multiples of [•] Equity Share) (In Figures)	Price per Equity Share (₹) [•] (In Figures) Issue Price	Discount, if any	Net Price	"Cut-off" (Please ✓ tick)
Option 1	REVISED APPLICATION	REVISED APPLICATION			
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Additional Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR
UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorise the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2019	1)	
	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED
REVISION FORM - INITIAL PUBLIC ISSUE - NR

Acknowledgment Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

Application Form No.

DPID / CLID PAN

Additional Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - REVISION FORM - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA

ASBA Bank A/c No. / UPI Id:

Bank & Branch:

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

Application Form No.

11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading "Instructions for Filling the Application Form".

12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION 'FROM' AND 'TO'

a) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.

b) In case of revision, applicants' options should be provided by applicants in the same order as provided in the Application Form.

c) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, Subsequent to revision, does not exceed ₹ 2,00,000. In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.

d) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 2,00,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Draft Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.

e) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

13. PAYMENT DETAILS

a) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.

b) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.

c) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 2,00,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Draft Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.

d) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 9 above under the heading "Instructions for Filling the Application Form" for this purpose.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003, the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

OTHER INSTRUCTIONS

JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.

II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.

2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;

- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,200;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

DESIGNATED DATE AND ALLOTMENT

Our Company will ensure that the Allotment and credit to the successful Applicants' depositary account will be completed within 2 (Two) Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.

a) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.

b) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

EQUTIY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. a tripartite agreement dated December 28th, 2023 with NSDL, our Company and Registrar to the Issue;
b. a tripartite agreement dated December 26th, 2023 with CDSL, our Company and Registrar to the Issue.

The Company's shares bear an ISIN: INE0SK201011.

a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
e) If incomplete or incorrect details are given under the heading "Applicants Depository Account Details" in the Application Form or Revision Form, it is liable to be rejected.
f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à- vis those with their Depository Participant.
g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
h) The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses:

To, Mrs Neha Rani; **C/o.** Resourceful Automobile Limited; **Address:** K-24, Upper Ground, Kh No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi, Delhi – 110059; **Telephone No.:** +91-9773784969;; **Web site:** www.sawhneyauto.com; **E-Mail:** cs@swahneyauto.com.	To, Mr R.D. Ramasamy; **SEBI Registration Number:** INR000003753; **Address:** "Subramanian Building", #1, Club House Road, Chennai – 600002, India; **Tel. Number:** +91-44-400207000, 28460390; **Email Id:** ipo@cameoindia.com; **Investors Grievance Id:** investor@cameoindia.com; **Website:** www.cameoindia.com.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEY AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) Working Days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

a. Any person who: 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 of Companies Act, 2013 and shall be treated as Fraud.

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years 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 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 twenty lakh rupees or with both.

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 1,200 equity shares the allotment will be made as follows:

   a) Each successful applicant shall be allotted 1,200 equity shares; and

   b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,200 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,200 equity shares.

5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:

   (a). minimum fifty per cent. to retail individual investors; and
   (b). (b). remaining to:

      i) individual applicants other than retail individual investors; and

ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for.

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

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

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "BASIS OF ALLOTMENT".

"Retail Individual Investor" means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of BSE.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

NAME OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over- subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

1) that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;

2) that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (Three) Working Days of closure of the Issue;

3) that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;

4) that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and

5) that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.

6) that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

7) Adequate arrangements shall be made to collect all Application forms.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;

2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;

3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;

4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;

5) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

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 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. Foreign investment is allowed up to 100% under automatic route in our Company.

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 investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) ("DPIIT"), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. 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.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. See "ISSUE PROCEDURE" beginning on page 151 of this Draft Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (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 SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See "ISSUE PROCEDURE" beginning on page 151 of this Draft Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

PRELIMNARY

a) The regulations contained in Table "F" in Schedule I to the Companies Act, 2013, shall apply to Resourceful Automobile Limited ("**Company**") only in so far as the same are not provided for or are not inconsistent with these Articles.

b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications, and variations thereto by special resolution as prescribed by the Companies Act, 2013.

INTERPRETATION

1. In these Regulations:-

   i. "Company" means **Resourceful Automobile Limited.**
   ii. "Office" means the Registered Office of the Company.
   iii. "Act" means the Companies Act, 2013, the rules made thereunder and any amendments thereto and includes any statutory modification or re-enactment thereof for the time being in force.
   iv. "Directors" means the Board for the time being of the Company, or as the case may be, the Directors assembled at a Board meeting, or acting under a circular resolution under the Articles.

2. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

SHARE CAPITAL/ SECURITIES AND VARIATION OF RIGHTS

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --
(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

5. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

8. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

9. 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.

PREFERENCE SHARES

10. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN (MOA)

11. (i) The company shall have a first and paramount lien –

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

12. 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.

13. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount

in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

15. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
(iii) A call may be revoked or postponed at the discretion of the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

22. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. The Board may, subject to the right of appeal conferred by section 58 decline to register --
(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(b) any transfer of shares on which the company has a lien.

24. The Board may decline to recognise any instrument of transfer unless --
(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

26. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

27. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

28. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

FORFEITURE OF SHARES

30. 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.

31. 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.

32. 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.

33. Forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

34. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

35. 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.

36. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

37. A duly verified declaration in writing that the declared 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.

38. 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.

39. The transferee shall thereupon be registered as the holder of the share.

40. 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.

41. 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.

ALTERATION OF CAPITAL

42. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

43. Subject to the provisions of section 61, the company may, by ordinary resolution,-

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

44. Where shares are converted into stock,—

a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

b. 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.

c. 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.

d. 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.

e. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:-

f. Its share capital;

g. Any capital redemption reserve account; or

h. Any share premium account.

CAPITALISATION OF PROFITS BY ISSUING BONUS SHARES

45. The company in general meeting may, upon the recommendation of the Board, Resolve—

(i) 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

(ii) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

46. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause, (iii) either in or towards:

a. paying up any amounts for the time being unpaid on any shares held by such members respectively;

b. Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions afore said;

c. Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

47. 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.

48. (i) 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 infractions; and

b. to authorise any person to enter, on behalf of all the members entitled there to, into an agreement with the company providing for the allotment to them respectively, credited a 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;

(ii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

49. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

50. All general meetings other than annual general meeting shall be called extraordinary general meeting.

51. The Board may, whenever it thinks fit, call an extraordinary general meeting.

52. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

53. No business shall be transacted at any general meeting, unless quorum of members is present. At the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103

54. The Chairman, if any, of the Board, shall preside as Chairperson at every general meetings, of the Company. 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. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting. In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minute's book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

ADJOURNMENT OF MEETING

55. 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.

56. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

57. 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.

58. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS AND PROXY

59. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

i. on a show of hands, every member present in person shall have one vote; and
ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

60. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

61. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

62. 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.

63. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

64. 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.

65. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

66. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

67. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

68. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

69. 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.

70. The first Directors of the Company shall be:-

i. Mr. Rahul Sawhney.
ii. Ms. Bindu Sawhney.

71. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.

72. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --
(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
(b) in connection with the business of the company.

73. The Board may pay all expenses incurred in getting up and registering the company.

74. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

75. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

76. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept

for that purpose.

(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

77. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

78. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

79. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

80. 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.

81. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

82. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

83. (i) A committee may elect a Chairperson of its meetings;

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

(iii) A committee may meet and adjourn as it thinks fit.

(iv) 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.

(v) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

84. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

a. In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER.

85. Subject to the provisions of the Act,—

i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of resolution of the Board which shall be further subject to the approval of shareholders of the Company;

ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

iii. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.

THE SEAL

The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

86. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

87. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

88. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary motto divide, without setting them aside as a reserve.

89. 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.

90. 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.

91. 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.

92. 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.

93. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

94. 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.

95. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

96. No dividend shall bear interest against the company.

ACCOUNTS

97. The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).

98. No members (not being Director) shall have any right of inspecting any accounts or books of account or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

WINDING UP

99. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

100. 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.

101. 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.

102. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

103. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

OTHER

104. Wherever in the applicable provisions under the Companies Act 2013 it has been provide that any Company shall have any right privilege or authority or that any Company could carry out any transaction only if the Company is authorised by it Articles then and in that case this regulation hereby authorises and empowers the Company to have such right privilege or authority and to carry out such transaction as have been permitted by the Act without there being any other specific regulation in that behalf herein provided.

SECTION XV – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus, will be delivered to the ROC for registration of the Draft Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located atK-24, Upper Ground, KH No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi, Delhi, India - 110059, from date of filing the Draft Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

A. MATERIAL CONTRACTS

1. Memorandum of Understanding dated 23rd December, 2023 between our Company and the Lead Manager.
2. Agreement dated 31st October, 2023 executed between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated [●] between our Company, the Lead Manager and Underwriter.
4. Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated December 28th, 2023.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated December 26th, 2023.
7. Banker's to the Issue Agreement dated [●] between our Company, the Lead Manager, Bankers to the Issue and Sponsor and Refund Banker and the Registrar to the Issue.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation and certificates of incorporation after conversion.
2. Board Resolution dated 27th December, 2023, and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on 28th December, 2023.
3. Statement of Tax Benefits dated 28th December, 2023 issued by our Peer Review Auditors M/s. SGNA & Co., Chartered Accountant, Chartered Accountants.
4. Copy of Restated Financial Statement along with Report from the peer review certified auditor - M/s. SGNA & Co., Chartered Accountant for the stub period October 31st, 2023 and for the financial year ended on March 31st, 2023, 2022 and 2021 dated 28th December, 2023 included in the Draft Prospectus.
5. Copy of Audited Financial Statement for stub period October 31st, 2023 and for the financial years ended on March 31st, 2023, 2022 and 2021.
6. Consent of Promoter, Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors and Peer Review Auditor, Consent act as Legal Advisor, Bankers to our Company, Lead Manager to the Issue, Underwriter to the Issue*, Market Maker to the Issue*, Advisor to the Issue Registrar to the Issue and Banker to the Issue*, to include their names in the Draft Prospectus to act in their respective capacities.
   **to be obtained prior to filling of Final Prospectus.*
7. Due Diligence Certificate from Lead Manager dated 29th December, 2023 addressing BSE for Draft Prospectus and dated [●] addressing BSE and SEBI for Prospectus.
8. Copy of In-principle approval letter dated [●] from the BSE.

Any of the contracts or documents mentioned in the Draft 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, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Directors of the Company:

Name	Designation	Signature
MR. RAHUL SAWHNEY	CHAIRMAN AND MANAGING DIRECTOR	Sd/-
MRS.MEGHA CHAWLA	EXECUTIVE DIRECTOR	Sd/-
MRS. BINDU SAWHNEY	NON-EXECUTIVE DIRECTOR	Sd/-
MR. DINESH DILIP DURGANI	INDEPENDENT DIRECTOR	Sd/-
MRS. MANJU VERMA	INDEPENDENT DIRECTOR	Sd/-

Signed by:

Name	Designation	Signature
MR. GHANSHYAM RAMKUMAR CHOURASIA	CHIEF FINANCIAL OFFICER	Sd/-
MRS. NEHA RANI	COMPANY SECRETARY AND COMPLIANCE OFFICER	Sd/-

Place: Delhi
Date: 29th December, 2023